

XTO ENERGY INC.

Code of Ethics for the Chief Executive Officer and Senior Financial Officers

General Philosophy

The honesty, integrity and sound judgment of XTO Energy Inc.'s (the "Company") Chief Executive Officer and Senior Financial Officers is fundamental to our reputation and success. The professional and ethical conduct of the Chief Executive Officer and Senior Financial Officers is essential to the proper functioning and success of the Company.

Applicability

This Code of Ethics shall apply to the Company's Chief Executive Officer and Senior Financial Officers. "Senior Financial Officers" shall include the principal financial officer, the principal accounting officer or controller, and persons performing similar functions, including XTO Energy's Executive Vice President and Chief Financial Officer, the Senior Vice President - Controller and Vice President – Financial Reporting. In the event of a change of an officer's title or designation as a principal officer, or the addition of an officer to the foregoing definition, any officer performing a similar function shall be included. The Chief Executive Officer and Senior Financial Officers will also comply with the XTO Energy Code of Business Conduct and Ethics that is applicable to all directors, officers and employees.

Standards of Conduct

The following are principles and responsibilities governing professional conduct and ethics of the Chief Executive Officer and Senior Financial Officers:

1. Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
2. Provide full, fair, accurate, complete, timely, and understandable information in filings with and other submissions to the Securities and Exchange Commission and any other governmental agency or self-regulatory organization, or in other public communications. The Chief Executive Officer and Chief Financial Officer shall review the annual and quarterly reports before certifying and filing them with the Securities and Exchange Commission.
3. Comply with all applicable laws, rules, and regulations of federal, state, and local governments, and other appropriate private and public regulatory agencies.

4. Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated.
5. Respect the confidentiality of information acquired in the course of business except when authorized or otherwise legally obligated to disclose the information. Confidential information acquired in the course of business should not be used for personal advantage.
6. Proactively promote ethical and honest behavior among employees at the Company and as a responsible partner with industry peers and associates.
7. Report illegal or unethical conduct by any director, officer, or employee that has occurred, is occurring, or may occur, including any potential violations of this Code of Ethics or the XTO Energy Code of Business Conduct and Ethics. Such report shall be made to the Vice President and General Counsel or the Audit Committee of the Board of Directors and shall include conduct of a financial or non-financial nature.
8. Comply with this Code of Ethics and the XTO Energy Code of Business Conduct and Ethics. Violation of this Code will subject the employee to disciplinary action, up to and including dismissal from the Company.
9. Refrain from taking any action that unduly or fraudulently influences, coerces, manipulates, or misleads any accountant engaged in the audit of XTO Energy's financial statements or accounting books and records for the purpose of rendering such financial statement materially misleading.

If there is a conflict between this Code of Ethics and the XTO Energy Code of Business Conduct and Ethics, any Company policy or procedure, or any applicable law, rule, or regulation, the General Counsel should be consulted for guidance.

There shall be no waiver or modification of or change to any part of this Code of Ethics except by a vote of the Board of Directors or a designated committee of the Board of Directors. In the event that a waiver or modification of or a material change to this Code of Ethics is granted, then the Company may elect to post notice of the waiver, modification or change on the Company's website within five business days of the Board of Director's or designated board committee's vote or disclose otherwise as provided by applicable law or New York Stock Exchange or Securities and Exchange Commission rules. If the Company elects to post notices on the Company's website, the notices will remain there for a period of 12 months and will be retained in the Company's files as required by law.