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10-02-2001

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

09-19-2001



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U.S. Patent & TMO Form/TM Mail Rcpt Dt #71

Form for Trademark

Documents or copy thereof.

1. Name of conveying party(ies):
Cross Timbers Oil Company, a Delaware Corporation of Cross Timbers Operating Company, a Texas corporation

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Assignment
- Other
- Merger
- Change of Name

Execution Date: May 15, 2001

2. Name and address of receiving party(ies):

Name: XTO Energy Inc.
 Internal Address: 810 Houston Street
 Street Address: 810 Houston Street
 City: Fort Worth State: Texas Zip: 76102

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?

Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,443,184 2,071,308
5,813,463 5,597,043

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Melvin A. Hunn
HILL & HUNN LLP
201 Main Street, Suite 1440
Fort Worth, Texas 76102

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 1.21(h))
\$ 160.00

- Enclosed
- Authorized to charge any additional fees due to deposit account 50-1060

10/01/2001 DBYRNE 00000104 2443184

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01 FC:481 40.00 OP
 02 FC:482 75.00 OP

8. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Teresa L. Gwynne

Name of Person Signing

Signature

Date

09-13-01

Total number of pages including cover sheet, attachments, and documents: 4

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Assistant Commissioner for Trademarks, Box Assignments, 2900 Crystal Drive, Arlington, Virginia 22202-3513

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C.

Fund No: 000010445
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 10/01/2001
 CHECK RE Fund Total: 445.00

TRADEMARK

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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CROSS TIMBERS OPERATING COMPANY", A TEXAS CORPORATION, WITH AND INTO "CROSS TIMBERS OIL COMPANY" UNDER THE NAME OF "XTO ENERGY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JUNE, A.D. 2001, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2243325 8100M

AUTHENTICATION: 1325844

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DATE: 09-04-01

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
CROSS TIMBERS OPERATING COMPANY
WITH AND INTO
CROSS TIMBERS OIL COMPANY**

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Cross Timbers Oil Company, a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of Cross Timbers Operating Company, a Texas corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the Texas Business Corporation Act.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted on May 15, 2001, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

WHEREAS, Cross Timbers Oil Company, a Delaware corporation (the "Company"), owns all of the outstanding shares of the capital stock of Cross Timbers Operating Company, a Texas corporation ("Subsidiary"); and

WHEREAS, the Board of Directors of the Company has deemed it advisable that the Subsidiary be merged with and into the Company pursuant to Section 253 of the General Corporation Law of the State of Delaware;

RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger").

RESOLVED FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger.

RESOLVED FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof.

RESOLVED FURTHER, that upon the filing of the Certificate of Merger, Article One of the Restated Certificate of Incorporation of the Company shall be amended in its entirety to read as follows:

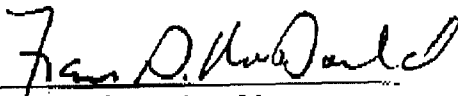
"The name of the Corporation is XTO Energy Inc."

RESOLVED FURTHER, that the proper officers of the Company be and they hereby are authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger and change of name of the Company.

FOURTH: This Certificate of Ownership and Merger shall be effective as of 10:00 a.m. Eastern Standard Time on June 1, 2001.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 15th day of May, 2001.

CROSS TIMBERS OIL COMPANY

By: 
Name: Frank G. McDonald
Title: Vice President and General Counsel