



To the Assistant Commissioner for Trademarks

102219391

nal documents or copy thereof.

1. Name of conveying party(ies):
Cross Timbers Oil Company

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

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

Name: XTO Energy Inc.
 Internal Address: 810 Houston Street, Suite 2000
 Street Address: 810 Houston Street, Suite 2000
 City: Fort Worth State: Texas Zip: 76102-6298

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

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

3. Nature of conveyance:

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

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

Execution Date: June 1, 2001

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,071,308

2,443,184

Additional numbers attached? Yes No

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

6. Total number of applications and registrations involved: 2

Name: Melvin A. Hunn

7. Total fee (37 CFR 1.21(h))

\$ 65.00

HILL & HUNN LLP

201 Main Street, Suite 1440

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

Fort Worth, Texas 76102

09/11/2002 BTM11 00000132 2071308

01 FC:481 40.00 OP
02 FC:482 25.00 OP

DO NOT USE THIS SPACE

9. 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

Aug 22, 02

Name of Person Signing

Signature

Date

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

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, PK2-100JC, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C.

Affidavit of Corporate Merger and Name Change

I, Frank G. McDonald, Vice President, General Counsel and Assistant Secretary of XTO Energy Inc., a Delaware corporation, whose mailing address is 810 Houston Street, Suite 2000, Fort Worth, Texas 76102-6298, state:

1. On June 1, 2001, Cross Timbers Oil Company, a Delaware corporation, was the owner of certain oil and gas properties (or undivided interests therein) in various states (collectively, the "Properties").

2. On June 1, 2001, Cross Timbers Operating Company, a Texas corporation, and a wholly owned subsidiary of Cross Timbers Oil Company, was the operator of certain of the Properties.

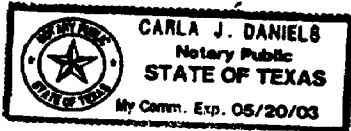
3. On June 1, 2001, pursuant to a Certificate of Ownership and Merger, a copy of which is attached hereto as Exhibit A, Cross Timbers Operating Company was merged into its parent company, Cross Timbers Oil Company, and the name of Cross Timbers Oil Company was changed to XTO Energy Inc.

Dated June 1, 2001.

Frank G. McDonald

Frank G. McDonald
Vice President, General Counsel and
Assistant Secretary

Sworn to and subscribed before me this 4th day of June, 2001, by Frank G. McDonald.

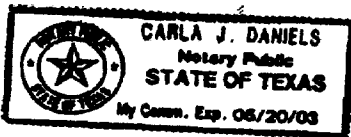


Carla Daniels

Notary Public in and for the State of Texas

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This instrument was acknowledged before me on the 4th day of June, 2001, by Frank G. McDonald, Vice President, General Counsel and Assistant Secretary of XTO Energy Inc., a Delaware corporation, on behalf of such corporation.



Carla Daniels

Notary Public in and for the State of Texas

HILL & HUNN LLP

JUL 29 2002

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AUTHENTICATION: 1136177

DATE: 05-16-01

TRADEMARK
REEL: 2580 FRAME: 0458

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.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1136177

DATE: 05-16-01

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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 of 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:

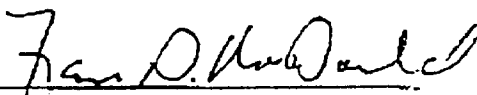
"The name of the Corporation is XTO Energy Inc."

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