

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>EXCO RESOURCES, INC.</b>		2 Issuer's employer identification number (EIN) <b>74-1492779</b>	
3 Name of contact for additional information <b>ANDREW SPRINGER</b>	4 Telephone No. of contact <b>214-368-2084</b>	5 Email address of contact <b>EXCO.DIVIDEND.INFO@EXCORESOURCES.COM</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>12377 MERIT DRIVE, STE 1700</b>		7 City, town, or post office, state, and Zip code of contact <b>DALLAS, TEXAS 75251</b>	
8 Date of action <b>2011 TAX YEAR</b>		9 Classification and description <b>STOCK - NONTAXABLE DISTRIBUTIONS</b>	
10 CUSIP number <b>269279402</b>	11 Serial number(s)	12 Ticker symbol <b>XCO</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **FOR PERSONS WHO RECEIVED DISTRIBUTIONS FROM EXCO RESOURCES, INC. DURING THE 2011 CALENDAR TAX YEAR ON THEIR RESPECTIVE SHARES OF EXCO RESOURCES, INC. COMMON STOCK (TICKER SYMBOL XCO), ALL DISTRIBUTIONS RECEIVED WILL BE CLASSIFIED AS RETURN OF CAPITAL OR A NON-TAXABLE DISTRIBUTION.**

**FOR PROPER TAX TREATMENT OF THE COMMON STOCK DISTRIBUTION RECEIVED DURING THE 2011 TAX YEAR,  
 PLEASE CONSULT YOUR TAX ADVISOR.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **FOR PERSONS WHO RECEIVED DISTRIBUTIONS FROM EXCO RESOURCES, INC. DURING THE 2011 CALENDAR TAX YEAR ON THEIR RESPECTIVE SHARES OF EXCO RESOURCES, INC. COMMON STOCK (TICKER SYMBOL XCO), ALL DISTRIBUTIONS RECEIVED WILL BE CLASSIFIED AS RETURN OF CAPITAL OR A NON-TAXABLE DISTRIBUTION.**

**FOR PROPER TAX TREATMENT OF THE COMMON STOCK DISTRIBUTION RECEIVED DURING THE 2011 TAX YEAR,  
 PLEASE CONSULT YOUR TAX ADVISOR.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **N/A**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ THE DETERMINATION OF TAXABILITY OF THE DISTRIBUTION IS PRIMARILY BASED UPON THE INTERNAL REVENUE CODE SECTION 312 (EARNINGS AND PROFITS) INCLUDING THE TREASURY REGULATIONS THEREUNDER. IN ADDITION ALSO BASED IN PART, BUT LIMITED TO, INTERNAL REVENUE CODE SECTIONS 301, 311, 1501, 1502, AND SO FORTH.

18 Can any resulting loss be recognized? ▶ N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ January 16, 2012

Print your name ▶ ANDREW SPRINGER Title ▶ VICE PRESIDENT TAX

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶	Firm's EIN ▶		Phone no.	
Firm's address ▶				