

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name EXCO RESOURCES, INC.		2 Issuer's employer identification number (EIN) 74-1492779	
3 Name of contact for additional information MARK FESMIRE	4 Telephone No. of contact 214-210-6888	5 Email address of contact EXCO.DIVIDEND.INFO@EXCORESOURCES.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 12377 MERIT DRIVE, STE 1700		7 City, town, or post office, state, and Zip code of contact DALLAS, TEXAS 75251	
8 Date of action 2014 TAX YEAR	9 Classification and description STOCK - NONTAXABLE DISTRIBUTIONS		
10 CUSIP number 269279402	11 Serial number(s)	12 Ticker symbol XCO	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 2014 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 2014 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 2014 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 2014 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 ► 1-21-15

Print your name ► BOB GESSNER Title ► CORPORATE CONTROLLER

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 ►
	Firm's address ►				Phone no.