

WESTERN REFINING, INC.

AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

1. ORGANIZATION

The Compensation Committee (the “*Committee*”) of Western Refining, Inc. (the “*Company*”) shall, within one year after the date the Company’s common stock is listed on the New York Stock Exchange (the “*NYSE*”), consist of three or more directors as determined by the Board of Directors of the Company (the “*Board*”). Each member shall be a non-employee director as defined in Rule 16b-3 of the Securities Exchange Act of 1934, as amended the “*Exchange Act*”), and at least two members shall be an “outside director” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (“*IRC*”). Each member of the Committee shall also meet the independence and experience requirements of the NYSE and the Exchange Act.

The members of the Committee shall be nominated by the Board at the annual meeting of the Board for a one-year term and may be re-elected for successive terms. Each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. One member of the Committee will be elected by the Board as Chairman and will be responsible for the scheduling of regular and special meetings and the functioning of the Committee. The Board may, pursuant to the Bylaws of the Company, remove a member of the Committee at any time, with or without cause, provided that the Board must, at all times, assure that the Committee will have a Chairman and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

The Committee may appoint a subcommittee consisting of at least two Committee members to exercise any and all of the powers and authority of the Committee as provided in the resolutions establishing such subcommittee.

2. MEETINGS

The Committee shall meet as often as necessary, but at least once annually, to carry out its responsibilities. Meetings may be in person, by telephone or videoconference as needed to conduct the business of the Committee. For the transaction of any business at any meeting of the Committee or subcommittee, a majority of the members shall constitute a quorum. The Committee or subcommittee shall take action by the affirmative vote of a majority of the members present at a duly held meeting. The Committee or subcommittee may also take action by unanimous written consent to the fullest extent permitted by the Delaware General Corporation Law. The Committee and any subcommittee shall cause to be kept adequate minutes of all proceedings. The Chairman of the Committee shall report on any Committee or subcommittee meetings held at the next regularly scheduled Board meeting following such meeting.

3. DUTIES AND RESPONSIBILITIES

The Committee shall have the duties and responsibilities set forth below:

- Establish corporate goals and objectives, consistent with stockholder-approved compensation plans for performance-based compensation for the Chief Executive Officer (“*CEO*”) and other executive officers, for the defined performance period;
- Establish the maximum amount of performance-based compensation for the CEO and other executive officers for the defined performance period;
- Review and certify, in writing, whether established goals and objectives of any performance-based compensation plans have been met for the completed performance period;
- Review and approve performance-based compensation, if any, for the CEO and other executive officers based on the established corporate goals and objectives for the completed performance period;
- Review and recommend to the Board for approval performance-based compensation, if any, for officers other than the CEO and executive officers based on the established corporate goals and objectives for the completed performance period;
- Determine and approve the CEO’s compensation level based on the Committee’s evaluation of the CEO;
- Determine and recommend to the Board the compensation levels for executive officers of the Company other than the CEO based on the Committee’s evaluations;
- Report to the Board on the performance of the CEO and other executive officers in light of the established corporate goals and objectives for the performance period;
- Assess the ongoing competitiveness of the total executive compensation package;
- Review and approve management’s recommendations with regard to the budget and guidelines for merit-based compensation;
- Review existing cash-based and equity-based compensation plans;
- Approve all new cash-based, equity-based and performance-based compensation plans and all modifications to existing compensation plans;
- Review and advise on compensation of non-employee directors, including committee chairmen compensation;

- Produce a Compensation Committee report on executive compensation to be included in the Company’s annual proxy statement as required by the rules and regulations of the Securities and Exchange Commission (“SEC”);
- Review and approve any employment agreements, severance arrangements, change-in-control arrangements or special or supplemental employee benefits, and any material amendments to the foregoing, applicable to executive officers;
- Review new-hire and promotion compensation arrangements for executive officers;
- Administer the Company’s stock plans;
- Grant awards under the stock plans or delegate that responsibility (as it relates to non-executive officer awards) to the CEO and/or one or more executive officers;
- Appoint and/or remove the 401(k) Plan trustees, plan administrators, if any, and members of the Investment Committee;
- Review and approve contributions to the 401(k) Plan;
- Conduct and review an annual Committee performance evaluation;
- Review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for approval;
- Review areas of particular difficulty in attracting and retaining staff; and
- Take any other actions as may be required from time to time by applicable law, the rules of the NYSE, the SEC, the Company’s Bylaws or the Board.

A subcommittee which meets the requirements of IRC 162(m) shall perform all of the above-described duties and responsibilities relating to compensation of the CEO and other executive officers to the extent that the Committee intends such compensation to meet the requirements of IRC 162(m) for performance-based compensation.

4. CONSULTANTS

The Committee shall have the sole authority to retain and terminate any compensation consultant engaged to assist in the evaluation of compensation of directors and executive officers of the Company, including the sole authority to approve such consultant’s fees and other retention terms.

Adopted: March 28, 2006