

PLAINS EXPLORATION AND PRODUCTION COMPANY
(the "Company")

CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Purpose

The Nominating and Corporate Governance Committee (the "Committee") shall: (a) identify individuals qualified to become Board members, and recommend that the Board select the director nominees for each annual meeting of stockholders; (b) identify from among the members of the Board and report to the Board on individuals qualified to become members of the various committees of the Board; and (c) develop and recommend to the Board the Corporate Governance Principles applicable to the Corporation.

Membership

The Committee shall consist of at least three members, each of whom must meet the independence criteria set forth in the Company's Corporate Governance Guidelines. The members of the Committee and its Chair shall be appointed and serve as provided in the Company's Corporate Governance Guidelines.

Responsibilities

1. The Committee shall develop qualification criteria for Board members.
2. The Committee shall actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board in accordance with the qualification criteria and the Company's Corporate Governance Guidelines.
3. As it believes appropriate, the Committee shall obtain advice and assistance from outside legal, accounting or other advisors. As provided in the Company's Corporate Governance Guidelines, the Committee has the sole authority, without further authorization from the Board, to engage, compensate, oversee and terminate external independent consultants, counsel and other advisors as it determines necessary to carry out its duties. The Company shall provide appropriate funding (as determined by the Committee) for payment of compensation to advisors engaged by the Committee.
4. The Committee shall have the sole authority to determine if any search firm is to be used to identify director candidates and shall have sole authority to retain and terminate any search firm and to approve the search firm's fees and other retention terms.
5. The Committee shall review and reassess at least annually the adequacy of the Company's Corporate Governance Guidelines and propose any recommended changes to the Board for approval.

6. The Committee shall make reports to the Board, at least annually and as often as the Committee deems appropriate in executing its responsibilities under this Charter.
7. The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
8. The Committee shall annually evaluate its own performance.
9. The Committee shall oversee the evaluation of the Board and executive management of the Corporation and make recommendations to the Board as the Committee deems appropriate.
10. Except as expressly provided in this Charter, the Second Restated Certificate of Incorporation or Bylaws of the Company, or the Company's Corporate Governance Guidelines, the Committee shall fix its own rules of procedure.