

WESTERN REFINING, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Article I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Western Refining, Inc. (the “Company”) has been appointed by the Board for the purpose of:

1. Identifying, recruiting, evaluating and recommending individuals for election to the Board and the committees thereof as well as to fill any vacancies, consistent with criteria approved by the Board;
2. Developing a policy with regard to the consideration of any director candidates recommended by stockholders of the Company and the procedures to be followed by such stockholders in making such recommendations;
3. Developing and overseeing the Company’s policies and procedures regarding compliance with applicable laws and regulations relating to the honest and ethical conduct of the Company’s directors, officers and employees, which shall include oversight of the Company’s Code of Business Conduct and Ethics (the “Code of Ethics”) and its Corporate Governance Guidelines (as well as the sole responsibility for granting any waivers thereunder);
4. Annually evaluating, based on input from the entire Board, the performance of the Company’s Chief Executive Officer (the “CEO”) and reporting the results of such evaluation to the Compensation Committee of the Board; and
5. Overseeing the evaluations of the Board, the committees of the Board and management.

Subsequent to any initial public offering of the Company’s shares of common stock (an “IPO”), the Committee is also charged with making regular reports to the Board and delivering any reports that may from time to time be required by the rules of the New York Stock Exchange (“NYSE”) or the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement or annual report on Form 10-K.

Article II. Membership

The Committee shall, within one year after listing of the Company’s common stock on the NYSE, consist of no fewer than three members of the Board, one of whom shall be appointed on the date of the Company’s listing of common stock on the NYSE, another shall be appointed within 90 days thereafter and a third shall be appointed within one year after such date. Subsequent to an IPO, prior to their election and annually thereafter, the members of the Committee shall meet the independence and experience requirements of the Securities Exchange Act of 1934, as amended, and the NYSE.

Each member of the Committee shall be elected by the Board and shall serve until the expiration of such member's term or until such member's earlier resignation, retirement or removal. The members of the Committee may be removed at any time, with or without cause, by majority vote of the Board.

The Board shall elect a Chairperson of the Committee. The Chairperson of the Committee shall chair all regular and special sessions of the Committee, be responsible for the scheduling of regular meetings and set the agendas for Committee meetings. This Chairperson shall serve until the expiration of his or her term or until his or her successor is duly elected and qualified or until his or her earlier resignation, retirement or removal. If the Chairperson is absent from a particular meeting, another member of the Committee shall serve as chairperson for purposes of that meeting.

The Committee may delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Article III. Meetings

The Committee shall meet at least twice a year. Additional meetings may occur as the Committee or its Chairperson deem advisable.

A majority of Committee members shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or videoconference and may take action by unanimous written consent to the fullest extent permitted by the Delaware General Corporation Law.

The Committee shall cause to be kept adequate minutes of all of its proceedings and will report its actions to the next meeting of the Board. Committee members shall be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent.

Article IV. Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate in its sole discretion. Any communications between the Committee and legal counsel in the course of obtaining legal advice shall be considered privileged communications of the Company. The Committee shall take all necessary steps to preserve the privileged nature of those communications. In addition, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.

Article V. Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

1. To identify, recruit and evaluate candidates for membership on the Board and the committees thereof;

2. To develop a process to be used by the Committee in identifying and evaluating candidates for membership on the Board and the committees thereof;
3. To annually present to the Board a list of nominees recommended for election to the Board at the annual meeting of stockholders;
4. To present to the Board, as necessary, nominees for committee membership and individuals recommended to fill any vacancies that may occur on the Board;
5. To adopt a policy regarding the consideration of any director candidates recommended by stockholders of the Company and the procedures to be followed by such stockholders in making such recommendations;
6. To adopt a process for stockholders of the Company to send communications to the Board;
7. To oversee the evaluation of the Board, the other committees of the Board and management;
8. To evaluate its own performance, and review the adequacy of this Charter, at least annually, delivering a report setting forth the results of such evaluation and review, and any recommended changes, to the Board for its approval;
9. To recommend general matters for consideration by the Board, which may include: (i) the structure of Board meetings, including recommendations for the improvement of such meetings, and the timeliness and adequacy of the information provided to the Board prior to such meetings; (ii) director retirement policies; (iii) director and officer insurance policy requirements; (iv) policies regarding the number of boards on which a director may serve; (v) director orientation and training; and (vi) the roles of the Company's executive officers and the outside directorships of such executives.
10. To consult with the CEO, as appropriate, and other Board members to ensure that its decisions are consistent with the sound relationship between and among the Board, Board committees, individual directors and Company management;
11. To oversee the Company's policies and procedures regarding compliance with applicable laws and regulations relating to the honest and ethical conduct of the Company's directors, officers and employees;
12. To have the sole responsibility for granting any waivers under the Company's Code of Ethics and Corporate Governance Guidelines (or any successor codes, guidelines or policies) to the Company's directors, officers and employees;
13. To evaluate annually, based on input from the entire Board, the performance of the CEO and report the results of such evaluation to the Compensation Committee of the Board; and

14. To perform any other activities consistent with this Charter, the Company's Certificate of Incorporation (as the same may be amended and/or restated and in effect from time to time), the Company's Bylaws (as the same may be amended and/or restated and in effect from time to time) and governing law, as the Committee or the Board deems necessary or appropriate.

Adopted: January 10, 2006