

WESTERN REFINING, INC.
A Delaware corporation
(the “**Company**”)

Compensation Committee Charter
Adopted December 4, 2007

Purpose and Scope

The Compensation Committee is created by the Board of Directors of the Company (the “**Board**”) to discharge the responsibilities set forth in this Charter. The Compensation Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

Membership

The Compensation Committee shall consist of at least three members, composed solely of independent directors meeting the independence requirements of the New York Stock Exchange. In addition, at least two members shall be “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended. The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Compensation Committee annually and as vacancies or newly created positions occur. Compensation Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Compensation Committee.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Compensation Committee is responsible for the following matters.

Compensation Policies

- The Compensation Committee shall review and approve the Company’s compensation and benefits policies generally (subject, if applicable, to shareholder ratification), including reviewing and approving any incentive-compensation and equity-based plans of the Company that are subject to Board approval. In reviewing such compensation and benefits policies, the Compensation Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Company and any other factors that it deems appropriate.

Executive and Director Compensation

- The Compensation Committee shall review and approve for the CEO and each of the Company's other executive officers his or her (i) annual base salary level, (ii) annual incentive compensation, (iii) long-term incentive compensation, (iv) employment, severance and change-in-control agreements, if any, (v) ongoing perquisites or special benefit items, and (vi) other compensation that the Compensation Committee deems appropriate. This shall include the review and approval of any employment agreements, severance arrangements or change-in-control arrangements. In determining the compensation for the CEO, the Compensation Committee shall consider, among other things, the factors set forth in the Company's Corporate Governance Guidelines.
- The Compensation Committee shall annually review and make recommendations to the Board with respect to the compensation of non-employee directors, including any incentive plan compensation.
- The Compensation Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Compensation Committee deems appropriate and in accordance with the terms of such plans.

Management Succession

The Compensation Committee shall develop a succession plan for the CEO, and in consultation with the Company's CEO, periodically review the Company's management succession planning with respect to other executive officers.

Disclosure

The Compensation Committee shall review and discuss the Company's Compensation Discussion and Analysis (the "CD&A") with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's proxy statement, as required under applicable SEC rules and regulations.

Reporting to the Board

- The Compensation Committee shall report to the Board at the next regularly-scheduled Board meeting following each Compensation Committee meeting.
- At least annually, the Compensation Committee shall evaluate its own performance and report to the Board on such evaluation.

- The Compensation Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Authority

The Compensation Committee has the sole authority to retain and terminate any compensation consultant assisting the Compensation Committee in the evaluation of CEO or executive officer compensation, including sole authority to approve all such compensation consultant's fees and other retention terms.

The Compensation Committee may delegate its authority to subcommittees or the Chairman of the Compensation Committee when it deems it appropriate and in the best interests of the Company.

Procedures

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chairman of the Compensation Committee, in consultation with the other committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter. No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Compensation Committee.