

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

**Nominating and Corporate Governance Committee Charter**  
Adopted November 20, 2008

**Purpose**

The Nominating and Corporate Governance Committee (the “**Committee**”) is created by the Board of Directors of the Company (the “**Board**”) to:

- identify individuals qualified to become Board members, and recommend to the Board director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Board committees;
- make recommendations to the Board as to determinations of director independence;
- oversee the evaluation of the Board; and
- develop and recommend to the Board the Corporate Governance Guidelines, the Code of Business Conduct and Ethics for the Company, and the Code of Ethics for the Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer of the Company, and oversee compliance with such guidelines and codes.

**Membership**

The Committee shall consist of at least three members, comprised solely of independent directors meeting the independence requirements of the New York Stock Exchange. The Board shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Committee.

**Responsibilities**

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

### *Board/Committee Nominees*

- The Committee shall oversee searches for and identify qualified individuals for membership on the Company's Board.
- The Committee shall adopt policies and procedures regarding the consideration of candidates recommended by shareholders.
- The Committee shall recommend to the Board criteria for Board and Board committee membership, including as to director independence, and shall recommend individuals for membership on the Company's Board and its committees. In making its recommendations for Board and committee membership, the Committee shall:
  - review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board;
  - in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;
  - periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals; and
  - consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board.

### *Evaluating the Board and Its Committees*

- At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
- The Committee shall periodically review the size and responsibilities of the Board and its committees and recommend any proposed changes to the Board.

### *Corporate Governance Matters*

- The Committee shall develop and recommend to the Board the Corporate Governance Guidelines, the Code of Business Conduct and Ethics for the Company, and the Code of Ethics for the Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer of the Company. The Committee shall periodically review and reassess the adequacy of such guidelines and codes and recommend any proposed changes to the Board.
- The Committee shall be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.
- The Committee shall oversee compliance with the Company's Corporate Governance Guidelines, the Code of Business Conduct and Ethics for the Company and the Code of Ethics for the Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer of the Company, and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company's Corporate Governance Guidelines, the Code of Business Conduct and Ethics for the Company and the Code of Ethics for the Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer of the Company, and shall make a recommendation to the Board with respect to such request for a waiver.
- The Committee shall review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.

### *Reporting to the Board*

- The Committee shall report to the Board at the next regularly-scheduled Board meeting after each Committee meeting.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

### **Authority**

The Committee has the sole authority to retain and terminate any search firm assisting the Committee in identifying director candidates, including sole authority to approve all such search firm's fees and other retention terms.

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

### **Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chair of the 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.