SOUTHWESTERN REFINING COMPANY, INC.
(A Delaware Corporation)

BYLAWS

Amended and Restated
October 1, 1990

ARTICLE I

OFFICES

Section 1. Offices. The corporation may have offices at such places both within and without the State of Delaware as the Board of Directors may determine.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Place of Meeting. Meetings of stockholders for any purpose may be held at such place as stated in the notice of the meeting or duly executed waiver of notice thereof.

Section 2. Annual Meetings. Annual meetings of stockholders shall be held on the second Tuesday in June each year except when such date is a legal holiday, in which event the date of such meeting shall be the first possible date thereafter. At such meeting, the stockholders shall elect a Board of Directors ("Board") by a plurality vote by ballot and transact such other business as may properly come before the meeting.

Section 3. Special Meetings. Special meetings of stockholders may be called by the President for any purpose. Special meetings shall be called by the President or Secretary if directed by the Board or requested in writing by the stockholders owning a majority amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Each such stockholder request shall state the purpose of the proposed meeting. Business transacted at any special meeting of stockholders shall be limited to the purpose stated in the notice.

Section 4. Notice. Except as otherwise provided by law, at least 10 and not more than 60 days before each meeting of stockholders, written notice of the time, date and place of the meeting and in the case of a special meeting, the purpose for which the meeting is called shall be given to each stockholder. Notices shall be delivered personally or mailed to stockholders at their addresses appearing on the books of the corporation. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail, postage prepaid.

Section 5. Waiver of Notice. A waiver thereof in writing and signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum. At any meeting of stockholders, the holders of record, present in person or by proxy, of a majority of the corporation's issued and outstanding capital stock shall constitute a quorum for the transaction of business, except as otherwise provided by law, the Certificate of Incorporation or these Bylaws. In the absence of a quorum, any Officer entitled to preside at or act as Secretary of the meeting shall have power to adjourn the meeting until a quorum is present.

Section 7. Voting. Except as otherwise provided by law and Section 2 of Article II with respect to election of Directors, all matters submitted to a meeting of stockholders shall be decided by vote of the holders of record, present in person or by proxy, of a majority of the corporation's issued and outstanding capital stock. At any meeting of stockholders, each stockholder shall be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder. No proxy shall be voted or acted upon after three years from its date unless the proxy provides for a longer period.

Section 8. Action Without Meeting. Any action required or which may be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote if a consent in writing which sets forth the action so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of taking corporate action by stockholders without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE III

DIRECTORS

Section 1. Number of Directors. The number of Directors that shall constitute the Board shall be not less than 3 nor more than 15. Within the limits specified above, the number of Directors shall be determined by the Board or the stockholders. Except as provided in Section 2 and Section 3 of this Article III, the Directors shall be elected at the annual meeting of stockholders. Each Director shall be elected to serve until his successor shall be elected and qualified or until such Director's earlier resignation or removal. Directors need not be stockholders.

Section 2. Vacancies. Except as provided in Section 3 of this Article III, vacancies in the Board, however occasioned, and newly created directorships resulting from any increase in the authorized number of Directors may be filled by a majority of the remaining Directors then in office, though less than a quorum. The accepting Directors so chosen shall hold office until the next annual election when re-elected, a successor is duly elected and qualified or until such Director's earlier resignation or removal.

Section 3. Removal of Directors. Any Director may be removed, with or without cause, by a majority vote of the stockholders entitled to vote for the election of such Director at any annual or special meeting of stockholders. Upon such removal of a Director, the stockholders, not the remaining Directors, shall elect a Director to replace such removed Director at the same meeting of stockholders at which such removal took place or at a subsequent meeting of stockholders.

Section 4. Powers of Directors. The business of the corporation shall be managed by its Board which may exercise all such powers of the corporation and do all such lawful acts and things as are not by law, the Certificate of Incorporation or these Bylaws directed or required to be exercised or done by the stockholders.

Section 5. Meetings. The Directors may hold meetings, both regular and special, either within or without the State of Delaware. The first meeting of each newly elected Board shall be held as soon as possible after the annual meeting of stockholders. Notice of such meeting to the newly elected Directors is not necessary in order to legally constitute the meeting, provided a quorum is present. Regular meetings of the Board may be held without notice at such time and place as shall be determined by the Board, from time to time. Special meetings of the Board may be called by the President on notice of three days to each Director either personally, by mail, facsimile or telegram. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail, postage prepaid. Notice by telegram shall be deemed to be given when delivered to the sending telegraph office. Notice by facsimile shall be deemed to be given upon confirmation of receipt. Special meetings shall be called by the President or Secretary in like manner and notice on written request of two Directors. Members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment that enables all persons participating in the meeting to hear each other. Such participation shall constitute presence in person at such meeting. Unless otherwise restricted by law, the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board or committee thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 6. Waiver of Notice. A waiver thereof in writing and signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board except as may be otherwise specifically provided by law, the Certificate of Incorporation or these Bylaws. If a quorum shall not be present at any meeting of the Board, the Directors present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting until a quorum shall be present.

Section 8. Committees. By resolution adopted by a majority of the entire Board, the Directors may designate one or more committees to have and exercise the power and authority of the Board in the management and affairs of the corporation and authorize the seal of the corporation to be affixed to all papers which may require it. Each committee will consist of one or more of the Directors of the corporation. In the absence or disqualification of a committee member, the members present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another Director to act at the meeting in place of any such absent or disqualified member. Each committee shall have such name as may be determined, from time to time, by resolution adopted by the Board. Each committee shall keep regular minutes of its meetings and report same to the Board when required.

ARTICLE IV

OFFICERS

Section 1. Titles. The Officers of the corporation shall be chosen by the Board and consist of a President, a Secretary and a Treasurer at a minimum. The Board may also choose additional Officers including a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and a Controller. The Secretary and Treasurer may be the same person and an Assistant Secretary and Assistant Treasurer may be the same person. A Vice President may hold the office of Secretary or Assistant Secretary and Treasurer or Assistant Treasurer at the same time.

Section 2. Term. The Officers of the corporation shall hold office until their successors are chosen and qualified or until their earlier resignation or removal. Any Officer elected or appointed by the Board may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board.

Section 3. Vacancy and Delegation of Duties. If the office of any Officer becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Board may choose a successor who shall, unless the Board otherwise specifies, hold office for the unexpired term in respect of which such vacancy occurred or until a successor shall be elected. In case of the absence of any Officer or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, the powers or duties of such Officer to any other Officer and/or Director; provided, a majority of the entire Board concurs therein.

Section 4. Election. Without limiting the right of the Board to choose Officers at any time when vacancies occur or the number of Officers has increased, the newly elected Board, at the first meeting after each annual meeting of stockholders, shall choose a President, a Secretary and a Treasurer. The Board may choose such other Officers as it deems necessary or advisable. Such Officers shall hold offices for such terms, exercise power and perform duties as determined, from time to time, by the Board or, in the absence of exact specification or limitation thereof by the Board, as the President may determine, from time to time.

Section 5. Chairman of the Board. The Chairman of the Board, if elected, shall preside at all meetings of stockholders or the Board. The Chairman of the Board shall have authority, which he may delegate, to execute certificates of stock, bonds, deeds, mortgages, contracts and other instruments and documents unless required by law to be otherwise signed and executed.

Section 6. President. The President shall be the Chief Executive Officer of the corporation and, if no Chairman of the Board is elected, shall preside over all meetings of stockholders or the Board. The President shall have general and active management of the corporation and ensure that all orders and resolutions of the Board and committees thereof are carried into effect. The President shall have authority, which he may delegate, to execute certificates of stock, bonds, deeds, mortgages, contracts and other instruments and documents unless required by law to be otherwise signed and executed.

Unless the Board directs otherwise, the President shall have the power, which he may delegate, to vote and otherwise act on behalf of the corporation, in person or by proxy, at any meeting of stockholders of or with respect to any action of stockholders of any other corporation in which the corporation holds securities. Furthermore, unless the Board directs otherwise, the President shall exercise any and all rights and powers that the corporation possesses by reason of its ownership of securities in another corporation.

Section 7. Vice President. The Vice President or, if there shall be more than one, Vice Presidents, if elected, shall have the power and authority to sign certificates of stock, bonds, deeds, mortgages, contracts and other instruments and documents and perform such duties and exercise such powers as the President shall prescribe. Instruments executed in the name of or on behalf of the corporation by any Vice President in conformity with his said duties and powers shall be as valid as if executed by the President.

Section 8. Secretary and Assistant Secretary. The Secretary shall attend all meetings of the Board and stockholders and record votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall perform like duties for the committees of the Board when required. The Secretary shall give or cause to be given all required notices of all meetings of stockholders and the Board and perform such other duties as may be prescribed by the Board or President. The Secretary shall have custody of the corporate seal. The Secretary shall have authority to affix the corporate seal to any instrument requiring it and when so affixed, it may be attested by the Secretary's signature. The Board may give general authority to any other Officer to affix the seal of the corporation and to attest the affixing by the Secretary's signature. An Assistant Secretary shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and perform such other duties and have such other powers as the President or Secretary may prescribe from time to time.

Section 9. Treasurer and Assistant Treasurer. The Treasurer shall have custody of the corporate funds and securities and keep full and accurate accounts of receipts and disbursements in books belonging to the corporation. The Treasurer shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board or President. The Treasurer shall: (a) endorse or cause to be endorsed in the name of the corporation for collection the bills, notes, checks or other negotiable instruments received by the corporation; (b) sign or cause to be signed all bills, notes, checks or other negotiable instruments issued by the corporation; and (c) pay out or cause to be paid out money as the corporation may require and take proper vouchers therefor; provided, however, that the Board or President may delegate, with or without power to re-delegate, any or all of the foregoing duties of the Treasurer to other Officers, employees or agents of the corporation and to provide that other Officers, employees and agents shall have power to sign bills, notes, checks, vouchers, orders or other instruments on behalf of the corporation. The Treasurer shall render to the Board and President, whenever they may require it, an accounting of transactions as Treasurer. The Treasurer shall give the corporation a bond, if required by the Board, in a sum with one or more sureties satisfactory to the Board, for the faithful performance of the duties of office and restoration of the corporation in case of death, resignation, retirement or removal of office, of all books, papers, vouchers, money and other property of whatever kind in possession or control of the Treasurer belonging to the corporation. In the absence or disability of the Treasurer, the Assistant Treasurer shall perform and exercise the powers of the Treasurer and such further duties as may be prescribed by the President or Treasurer.

Section 10. Controller. The Controller, if elected, shall be responsible for the corporation's books of account, records and auditing. The Controller is subject in all matters to the control of the Board and President.

ARTICLE V

STOCK AND STOCKHOLDERS

Section 1. Certificates of Stock. The certificates of stock of the corporation shall be numbered and entered in the books of the corporation as they are issued. The certificates of stock shall exhibit the stockholder's name and number of shares and contain the signature of the Chairman of the Board, President or Vice President and Treasurer, Assistant Treasurer, Secretary or Assistant Secretary. The signature of any such Officer may be a facsimile if the corporation has a registrar and transfer agent acting on its behalf.

Section 2. Stockholder of Record. The corporation shall be entitled to treat the holder of record of any share of stock as the holder in fact thereof and accordingly shall not be bound to recognize any equitable or other claim or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided by the laws of the State of Delaware.

Section 3. Lost, Stolen or Destroyed Stock. The Board may direct a new certificate of stock to be issued in place of any certificate of stock theretofore issued by the corporation and alleged to have been lost, stolen or destroyed. When authorizing such issuance of a new certificate of stock, the Board may, in its discretion and as a condition precedent to the issuance thereof, require the owner or representative of such lost, stolen or destroyed certificate of stock to give the corporation a bond in such sum as the corporation may direct as indemnity against any claim that may be made against the corporation with respect to the certificate of stock alleged to have been lost, stolen or destroyed.

ARTICLE VI

GENERAL PROVISIONS

Section 1. Corporate Seal. The Secretary shall have custody of the corporate seal and duplicates of the seal may be kept and used by the Assistant Secretary. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 2. Checks. Checks or demands for money and notes of the corporation may be signed by such Officer or person other than those herein authorized and in such manner as the Board or President may provide.

Section 3. Fiscal Year. The fiscal year of the corporation shall be the calendar year unless otherwise fixed by the Board.

Section 4. Facsimile Signatures. In addition to the use of facsimile signatures that these Bylaws specifically authorize, the corporation may use such facsimile signatures of any Officer or agent of the corporation as the Board or a committee of the Board may authorize.

ARTICLE VII

INDEMNIFICATION

Section 1. Right of Indemnification. The corporation shall, to the full extent permitted by law then in effect or, if less stringent, in effect on September 30, 1990, indemnify any person ("Indemnitee") made or threatened to be made a party to any threatened, pending or completed suit, action or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of the corporation, by reason of the fact that the Indemnitee is or was a Director, Officer or employee of the corporation or is or was serving at the request of the corporation as a Director, Officer or employee of any other enterprise or legal person against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with such legal action or its investigation, defense or appeal ("Indemnified Expenses"), if the Indemnitee has met the standard of conduct necessary under law to permit such indemnification. Rights to indemnification shall extend to the heirs, beneficiaries, administrators and executors of any deceased Indemnitee.

Section 2. Payment of Indemnified Expenses. The Indemnified Expenses shall be paid by the corporation in advance as shall be appropriate to permit Indemnitee to defray such expenses currently as incurred; provided, the Indemnitee agrees in writing that in the event it shall ultimately be determined as provided hereunder that Indemnitee was not entitled to be indemnified, then Indemnitee shall promptly repay to the corporation such amounts so paid. The prepayment of expenses as provided for in this Section shall be authorized by the Board in the specific case unless the Board receives within 30 days of the Indemnitee's request for indemnification an opinion of counsel selected in the manner provided for in Section 3 of this Article VII that there is no reasonable basis for a belief that the Indemnitee's conduct met the requisite standard of conduct. The fees of such counsel and all related expenses shall, in all cases, be paid by the corporation.

Section 3. Standard of Conduct. The determination of whether Indemnitee has met the standard of conduct required to permit indemnification under this Article shall, in the first instance, be submitted to the Board. If the Board, by a majority vote of a quorum consisting of Directors who were not parties to such legal action, determines Indemnitee has met the required standard of conduct, such determination shall be conclusive; however, if such affirmative majority vote is not given, then the matter shall be referred to independent legal counsel for determination. Such outside counsel shall be selected by agreement of the Board and Indemnitee or, if they are unable to agree, then by lot from among those New York City law firms which (a) have more than 100 attorneys; (b) have a substantial practice in the corporate and securities areas of law; (c) have not performed any services for the corporation or any of its subsidiaries or affiliates for at least five years; and (d) have a rating of "av" in the then current Martindale-Hubbell law directory. The fees and expenses of counsel in connection with making this determination shall be paid by the corporation.

Section 4. Remedy of Indemnitee. Notwithstanding the foregoing, if dissatisfied with the determination so made by counsel, Indemnitee may, within two years thereafter, petition any court of competent jurisdiction to determine whether Indemnitee is entitled to indemnification under the provisions hereof and such court shall thereupon have the exclusive authority to make such determination. The corporation shall pay all expenses (including attorneys' fees) actually incurred by Indemnitee in connection with such judicial determination.

Section 5. Termination of Legal Action. The termination of legal action by judgment, order, settlement, conviction or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Indemnitee did not meet the requisite standard of conduct; however, a successful defense of a legal action by Indemnitee on the merits or otherwise shall conclusively establish Indemnitee met such standard of conduct notwithstanding any previous determination to the contrary under this Article.

Section 6. Nonexclusivity of Rights. The indemnification and advance payment of expenses as provided in this Article VII shall not be deemed exclusive of any other rights to which Indemnitee may be entitled under any provision of law, the Certificate of Incorporation, these Bylaws or otherwise.

Section 7. Validity, Legality and Enforceability of Provisions. If any provision of this Article VII shall be held to be invalid, illegal or unenforceable for any reason whatsoever, the validity, legality and enforceability of the remaining provisions of this Article shall not in any way be affected or impaired thereby.

Section 8. Amendment, Repeal or Modification of Indemnification. Any amendment, repeal or modification of the applicable provisions of law, the Certificate of Incorporation, these Bylaws or any other instrument which eliminates or diminishes the indemnification rights provided for in this Article VII shall be ineffective as against an Indemnitee with respect to any legal action based upon actions taken or not taken by the Indemnitee prior to such repeal or adoption of such modification or amendment.

ARTICLE VIII

AMENDMENTS

Section 1. Amendment of Bylaws. These Bylaws may be amended or repealed or new bylaws may be adopted by stockholders and, if authorized by the Certificate of Incorporation, the Board at any regular meeting of stockholders or the Board if notice of such amendment, repeal or adoption of new bylaws be contained in the notice of such special meeting.

CERTIFICATE

I, Don Hager, Assistant Secretary of Southwestern Refining Company, Inc., a Delaware corporation, do hereby certify that the foregoing is a full, true and correct copy of the Bylaws of said corporation adopted by unanimous consent resolution effective October 1, 1990.

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Assistant Secretary