CHARTER
OF
THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF
ADVANCE AUTO PARTS, INC.

1. Purpose. The Committee is appointed by the Board of Directors (the "Board") to (a) assist the Board in identifying individuals qualified to become Board members and Board committee members, and to recommend that the Board select the director nominees for each annual meeting of stockholders and the Board committee nominees; (b) develop and recommend to the Board corporate governance principles applicable to the Company; and (c) take such other actions within the scope of this Charter as the Committee deems necessary or appropriate.

2. Membership. The Committee will be comprised of three or more directors. All members of the Committee will be independent directors (as determined by the Board) under the independence requirements of applicable law and the rules and requirements of the New York Stock Exchange. The members of the Committee will be appointed by and serve at the discretion of the Board. Unless the Board designates a Chair, the members of the Committee may designate a Chair by majority vote of the full Committee.

   The members of the Committee shall develop and maintain current familiarity with director qualifications and corporate governance principles, the performance of the Board and its committees and the individual members thereof and the committee structure of the Board.

3. Specific Responsibilities and Duties. The Committee has the express authority to:

   (a) Board Composition. Evaluate the size and composition of the Board, and evaluate the credentials, contribution and independence of existing directors. In accordance with the Company's Guidelines on Significant Governance Issues, the Board shall consist of a majority of independent directors. Additionally, it is a policy of the Company that at least two thirds of the Board consists of independent directors.

   (b) Candidates. The Committee shall lead the search for and evaluate qualified individuals to become nominees for director. The Committee shall evaluate each candidate within the context of the needs of the Board and its composition as a whole. The Committee shall then conduct any necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates. When evaluating a candidate for nomination as director, the Committee shall consider the candidate's business experience and skills, independence, judgment and ability and willingness to commit sufficient time and attention to the activities of the Board. At a minimum, candidates recommended for nomination to the Board must possess the highest personal and professional ethics, integrity and values, be devoid of any actual or potential conflicts with the Company and be committed to representing the long-term interests of the stockholders of the Company. The Committee shall consider whether a candidate

possesses financial, management, operational or other expertise and a sufficient understanding of the Company's corporate goals. The Committee shall recommend to the Board candidates for nomination, whether for election or re-election, for each annual stockholders' meeting, and as necessary to fill vacancies and newly created directorships. The Committee shall develop and confer with the full Board regarding any additional criteria for Board membership deemed relevant by the Committee.

(c) Stockholder Recommended Candidates. The Committee shall develop and make publicly available procedures for stockholders to recommend candidates for nomination as director. The Committee shall consider candidates for director who are recommended by stockholders of the Company in accordance with the Committee developed procedures. The Committee shall not evaluate any candidate for nomination differently solely because the candidate was recommended by a stockholder.

(d) Recommendations Regarding Resignations. Recommend to the Board whether to accept or reject a director's resignation, or take other action, where a director fails to receive a majority vote as specified under the Company's Bylaws and Guidelines on Significant Governance Issues.

(e) Committees. Recommend to the Board candidates for appointment to and removal from committees and consider periodically rotating directors among the committees. Evaluate the nature, structure and composition of other Board committees.

(f) Governance Guidelines. Develop, recommend, monitor and reassess from time to time the Company's Guidelines on Significant Governance Issues, including procedures related to all Company codes of ethics and conduct, and review and recommend changes to these principles, as necessary.

(g) Compliance Programs. Develop, monitor and reassess from time to time the Company's Code of Ethics and Business Conduct for officers, employees and directors, and make decisions with respect to any requested changes to or waivers of such code for directors or officers.

(h) Annual Review. Take such steps as the Committee deems necessary or appropriate with respect to assessments of the performance of the Board, each other Board committee, individual directors and itself, at least annually. Oversee the evaluation of the Board and management, provided that all issues of management compensation shall remain the sole responsibility of the Compensation Committee.

(i) Retirement. Review and recommend to the Board retirement and other tenure policies for directors.

(j) Other Directorships. Review directorships in other public companies held by or offered to directors. Review and approve directorships in public companies held by or offered to the Chief Executive Officer and senior officials of the Company.

(k) Information. Review and assess the channel through which the Board receives information, and the quality and timeliness of such information.

(l) Review Charter. Review and reassess the adequacy of this Charter at least annually.

(m) Stockholder Communications. Establish a process for stockholders to send communications to the Board and, if deemed necessary by the Committee, to specified individual directors.

(n) Enterprise Risks. Keep apprised of applicable enterprise risks identified as part of the Company's enterprise risk program.

(o) Other Actions. Take such other actions as may be requested or required by the Board from time to time. Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate.

(p) Recommendations; Reports. Make recommendations and report to the Board and other Board committees with respect to any of the foregoing matters.

4. Search Firm. The Committee has the express authority to decide whether to retain a search firm to assist the Committee in identifying, screening and attracting director candidates. If the Committee decides in its discretion to retain such a firm, the Committee has the sole authority to retain and terminate any such firm and to approve the search firm's fees and other retention terms.

5. Meetings. The Committee will meet with such frequency, and at such times, as its Chair or a majority of the Committee determines. A special meeting of the Committee can be called by the Chair and will be called promptly upon the request of any two Committee members. The agenda of each meeting will be prepared by the Chair and circulated to each member prior to the meeting date. Unless the Committee or the Board adopts other procedures, the provisions of the Company's Bylaws applicable to meetings of Board Committees will govern meetings of the Committee. The Committee shall meet as frequently as it deems necessary to carry out its responsibilities. The Committee shall report to the Board on its activities at least once a year and otherwise as the Committee deems necessary.

6. Minutes. Minutes of each meeting will be kept. The Committee will report to the Board regularly or whenever requested to do so by the Board.

7. Subcommittees. The Committee has the power to appoint subcommittees, and may delegate functions to a subcommittee of the full Committee as it deems appropriate. Any subcommittee shall be comprised solely of independent directors. No subcommittee will have any final decision making authority on behalf of the Board.

8. Retention; Reliance; Investigations; Cooperation.

8.1 Retention of Counsel and Advisors. The Committee has the power, in its discretion,

to retain at the Company's expense such counsel, advisors and experts as it deems necessary or appropriate to carry out its duties.

8.2 Reliance Permitted. The Committee will act in reliance on management, the Company's independent public accountants, internal auditors, and advisors and experts, as it deems necessary or appropriate to enable it to carry out its duties.

8.3 Investigations. The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.

8.4 Required Participation of Employees. The Committee shall have unrestricted access to the Company's employees, independent public accountants, internal auditors, and internal and outside counsel, and may require any employee of the Company or representative of the Company's outside counsel or independent public accountants to attend a meeting of the Committee or to meet with any members of the Committee or representative of the Committee's counsel, advisors or experts.