

**UNITED STATES LIME & MINERALS, INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (“Board”) of United States Lime & Minerals, Inc. (the “Company”) is appointed by, and serves at the pleasure of the Board. The Committee’s purposes shall be:

- A. To identify individuals qualified to serve as members of the Board, and to identify and recommend that the Board select the director nominees for the next annual meeting of shareholders, and to fill vacancies on the Board between shareholder meetings.
- B. To recommend to the Board the duties and responsibilities of each Board committee, the structure and operation of each Board committee, and the director nominees for assignment to each Board committee.
- C. To assist the Board with other matters to ensure effective corporate governance.

II. Membership

- A. The Committee shall be composed of at least three directors, each of whom must be independent. A director shall qualify as independent if the Board has affirmatively determined that the member is independent under the independence criteria set forth by the Nasdaq Stock Market.
- B. The members of the Committee shall be designated and approved by the Board. Unless the Board has previously designated the Committee Chairman, the members of the Committee shall elect a Chairman by majority vote.

III. Meetings and Procedures

- A. The Committee shall meet as often as it may deem necessary or appropriate, but at least once per year. A majority of the members of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting.
- B. The Chairman of the Board, the Chairman of the Committee or a majority of the members of the Committee may call a special meeting of the Committee on one day’s notice.

- C. The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information and advice as the Committee may request.
- D. The Committee shall maintain minutes of all meetings, documenting its activities and recommendations to the Board.
- E. The Committee shall report significant matters discussed, determinations made and actions taken to the Board.

IV. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

A. Board Size and Composition

1. Consider and recommend to the Board the appropriate size, structure, composition, diversity and needs of the Board, taking into account that the Board as a whole shall have competency in the following areas: (i) industry knowledge; (ii) accounting and finance; (iii) business judgment; (iv) management; (v) leadership; (vi) business strategy; (vii) risk management and (viii) corporate governance. The Board also seeks members from diverse backgrounds so that the Board consists of members with a broad spectrum of experience, judgments, and expertise and with a reputation for integrity. Directors should have a reputation for integrity, experience in positions with a high degree of responsibility, be leaders in the companies, institutions or professions with which they are or were affiliated, and be selected based upon the contributions that they can make to the Company.
2. Determine what types of experience, qualifications, attributes and skills, of Board members are needed to help strengthen and balance the Board, taking into account the competencies described above and the independence and other qualification standards set by federal and state legislation and regulation and the applicable listing standards of the Nasdaq Stock Market.
3. Evaluate and recommend to the Board the slate of nominees for directors to be elected by the shareholders at the Company's next annual meeting of shareholders and, where applicable, to fill vacancies on the Board. The Committee shall give the same consideration to candidates for director nominees recommended

by Company shareholders as those candidates recommended by others. The Committee shall establish the Board's procedures for consideration of shareholder recommendations.

4. Oversee the establishment of the Board's policies and procedures for shareholder communications with the Board.

B. Board Committees

1. Consider and recommend to the Board the duties and responsibilities of the Board committees, including each committee's structure, operations, and authority to delegate to subcommittees.
2. Evaluate and recommend to the Board those directors to be appointed to the various Board committees, including the persons recommended to serve as chairman of each committee.

C. General Corporate Governance Matters

1. Periodically review and assess the adequacy of the Company's corporate governance practices and recommend any changes of the Board for its approval.
2. Consider and recommend general governance matters to the Board, including but not limited to: (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 directors 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) meetings of the independent directors in executive sessions; (vi) director attendance at annual shareholder meetings and (vii) director orientation training, and evaluation.
3. Review and recommend to the Board the compensation of non-employee directors and the principles upon which such compensation is determined.
4. Consult with the Chairman of the Board, the CEO, and other Board members, as appropriate, to ensure that the Committee's decisions are consistent with the sound relationship between and among the Board, Board committees, individual directors, and management.

5. Review and assess, at least annually, this Charter and the performance of the Committee, report to the Board the results of that review and assessment, and recommend any changes for the approval of the Board. Review and assess, at least annually, the performance of the Board, and the committees of the Board, and the members thereof, report to the Board the results of that assessment and review, and recommend any changes for the approval of the Board.

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