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REC 102469063 COVER SHEET

TRADEMARKS ONLY

Commissioner of Patents and Trademarks:

Please record the attached original documents or copy thereof

OFFICE OF PUBLIC RECORDS
2003 FEB -7 PM 1:38
FINANCE SECTION

1. Name of conveying party (ies):

Diamond Shamrock Refining
and Marketing Company

- Individual (s):
- Association(s):
- General Partnership:
- Corporation-State: Delaware
- Other:

2. Name and address of receiving party (ies):

Valero Marketing and
Supply Company

One Valero Place, San Antonio, TX 78212

- Individual (s): Attn: Eliot Bowytz,
- Association(s): Commercial Law Dept.
- General Partnership:
- Corporation-State: Delaware
- Other:

If assignee is not domiciled in the
United States, a domestic representa-
tive designation is attached:

- Yes
- No

(Designation must be a separate
document for Assignment)
Additional name (s) & address (Es)
attached?

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: January 30, 2003

- Yes
- No

4. Application number(s) or registration numbers:

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

2573552; 2276640; 1353262; 1218626;
1115399; 0877637

5. Name, address of party to whom
correspondence concerning docu-
ment should be mailed:

Eliot G. Bowytz, Commercial Law Dept.
Valero Energy Corporation
One Valero Place
San Antonio, TX 78212-3186

6. Total number of applications and
registration involved:

6 application
6 registrations

42/10/2003 ECUOPER 0000679 2573552
40.00 CP
125.00 CP
A FC:0521
B FC:0522

GUIDE TO REGISTERING TRADEMARKS

7. Total Fee (37 CFR 3.41)

\$ 165.00

\$165.00 Enclosed

_____ Authorized to be charged to deposit account.

8. Deposit Account Number:

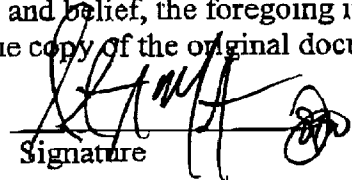
(Attached duplicate copy of this page if using deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Stephen Motz
Name


Signature

January 30, 2003
Date

Total number of pages including cover sheet 3

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C., 20231**

ASSIGNMENT OF REGISTRATIONS

WHEREAS, DIAMOND SHAMROCK REFINING AND MARKETING COMPANY, a Delaware corporation ("Assignor") with an address of One Valero Place, San Antonio, Bexar County, Texas, has adopted, used and is using the marks referenced in Schedule A attached hereto, which are registered in the United States Patent and Trademark Office;

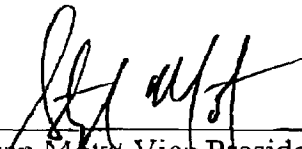
WHEREAS, VALERO MARKETING AND SUPPLY COMPANY, a Delaware corporation ("Assignee"), with an address of One Valero Place, San Antonio, Bexar County, Texas, is desirous of acquiring said marks and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the said mark, together with the good will of the business symbolized by the mark, and the above identified registration thereof.

DIAMOND SHAMROCK REFINING
AND MARKETING COMPANY

Date: January 30, 2003

By: _____


Stephan Motz, Vice President



SCHEDULE A

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
Diamond Shamrock	2573552	5/28/2002
The Diamond Shamrock Prepaid Card Faster Inside and Out. Safer Than Money.	2276640	9/7/1999
Diamond Shamrock	1353262	8/6/1985
Diamond Shamrock	1218626	11/30/1982
Diamond Shamrock	1115399	3/20/1979
Shamrock	0877637	9/30/1969