

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Doyle-Ellis, L.L.C.		07/14/2004	CORPORATION: ARIZONA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Alon Asphalt Bakersfield, Inc.
<b>Street Address:</b>	7616 LBJ Freeway
<b>Internal Address:</b>	Suite 300
<b>City:</b>	Dallas
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75251-1100
<b>Entity Type:</b>	CORPORATION: TEXAS

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	2495313	TOPEIN

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(713)221-2185
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	713-221-1377
<b>Email:</b>	albert.kimball@bracepatt.com
<b>Correspondent Name:</b>	Bracewell & Patterson, L.L.P.
<b>Address Line 1:</b>	711 Louisiana
<b>Address Line 2:</b>	Suite 2900
<b>Address Line 4:</b>	Houston, TEXAS 77002-2781

<b>ATTORNEY DOCKET NUMBER:</b>	002572.000041
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<b>NAME OF SUBMITTER:</b>	Albert B. Kimball, Jr.
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<b>Total Attachments: 1</b> source=TOPEIN ASSIGN#page1.tif
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CH \$40.00 2495313

**TRADEMARK ASSIGNMENT**

WHEREAS, DOYLE-ELLIS, L.L.C., a limited liability company organized and existing under and by virtue of the laws of the State of Arizona having a place of business at 1201 China Grade Loop, Bakersfield, California 99338, hereinbelow called "Assignor," owns and has used in business a certain trademark which is registered as follows:

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>DATE REGISTERED</u>
TOPEIN	2,495,313	October 9, 2001

and

WHEREAS, ALON ASPHALT BAKERSFIELD, INC., a corporation organized and existing under and by virtue of the laws of State of Delaware, and having a place of business at 7616 LBJ Freeway, Suite 300, Dallas, Texas 75251-1100, hereinbelow called "Assignee," is desirous of acquiring the entire right, title and interest in and to the said trademark, and registration and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith;

THEREFORE, BE IT KNOWN that for and in consideration of the sum of One Dollar (\$1.00) to it in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, and subject to the terms and conditions of the Asset Purchase Agreement made and entered into as of the 24<sup>th</sup> day of June, 2004 by and among DOYLE-ELLIS, L.L.C, and ALON ASPHALT BAKERSFIELD, INC., and Michael P. Doyle and Stanley W. Ellis, Assignor has sold, assigned, transferred and by these presents does hereby sell, assign, and transfer unto Assignee, its successors or assigns, the entire right, title and interest in and to the said Trademark, and Registration, and in and to any renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement thereof.


DOYLE-ELLIS, L.L.C.

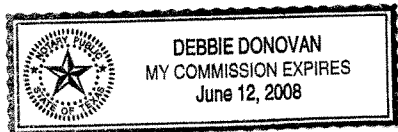
  
By: Michael Doyle  
(Title: Managing Partner)

STATE OF TEXAS           §  
  §  
COUNTY OF DALLAS    §

BEFORE ME, the undersigned authority, on this day personally appeared Michael Doyle, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me under oath that he executed the same in his capacity as Managing Partner on behalf of DOYLE-ELLIS, L.L.C. for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND and seal of office, this 14<sup>th</sup> day of July, 2004.

  
Notary Public in and for the  
State of Texas



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