

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

TPI Petroleum, Inc.

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

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) 12-30-05

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Valero Energy Corporation

Internal Address: Commercial Law Dept.

Street Address: One Valero Way

City: San Antonio

State: TX

Country: US Zip: 78249

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

if assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2259785, 1549759, 1115028, 0968917

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

TOBACCO COUNTRY, V MART, ROAD RUNNER, ROAD RUNNER

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: ~~XXXXXXXXXXXXXXXXXXXX~~ Nancy Peeler

Internal Address: Commercial Law Dept.

Street Address: One Valero Way

City: San Antonio

State: TX Zip: 78249-1112

Phone Number: 210-345-5881

Fax Number: 210-370-4881

Email Address: Nancy.peeler@valero.com

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

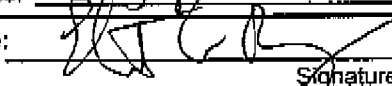
8. Payment Information:

a. Credit Card Last 4 Numbers 1003
Expiration Date 09/06

b. Deposit Account Number

Authorized User Name

9. Signature:



February 1, 2006

Date

Eliot G. Bowytz, Commercial Counsel, Marketing and Retail
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 2

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ASSIGNMENT OF TRADEMARKS AND ACCOMPANYING GOODWILL

This Assignment of Trademarks and Accompanying Goodwill ("Agreement") is entered into between TPI PETROLEUM, INC., a Michigan corporation ("Assignor") and VALERO ENERGY CORPORATION, a Delaware corporation ("Assignee").

WHEREAS, TPI PETROLEUM, INC. is the owner of the following U.S. trademark registrations, and all rights appurtenant thereto (hereinafter the "Trademarks"):

TOBACCO COUNTRY	Registration No. 2259783
V MART	Registration No. 1549759
ROAD RUNNER	Registration No. 1115028
ROAD RUNNER	Registration No. 0968917

WHEREAS, VALERO ENERGY CORPORATION is desirous of acquiring all of the right, title and interest in and to Assignor's Trademarks;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee, all of Assignor's right, title and interest in and to the Trademarks, together with the goodwill of the business connected with the use of and symbolized by said mark, and together with any and all interests, claims and rights for damages and profits by reason of past infringement or unauthorized use of the mark, false designations of origin, unfair competition, deceptive trade practices, dilution or other misappropriation related to the Trademarks, use of confusingly similar marks or names by others and all other related causes of action and the right to use therefor.

IN WITNESS WHEREOF the parties hereto have caused this instrument to be duly executed to take effect as of the 30th day of December, 2005.

ASSIGNOR:

TPI PETROLEUM, INC.

BY: Jay D. Browning (Signature)
Jay D. Browning
Vice President and Secretary

ACKNOWLEDGED AND ACCEPTED:

ASSIGNEE:

VALERO ENERGY CORPORATION

BY: Kimberly S Bowers (Signature)
Kimberly S Bowers,
Vice President - Legal Services
and Assistant Secretary