

09-13-2006

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

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



103310758

2006 SEP 11 AM 8:34

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

FINANCE SECTION

RE MRD 9/11/06

1. Name of conveying party(ies):

PRIDE REFINING, INC.

- Individual(s)
- General Partnership
- Corporation- State: TEXAS
- Other \_\_\_\_\_
- Association
- Limited Partnership

Citizenship (see guidelines) TEXAS

Additional names of conveying parties attached?  Yes  No

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

Execution Date(s) JULY 28, 2006

- 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: DELEK MARKETING & SUPPLY, LP

Internal

Address: ATTN: GENERAL COUNSEL

Street Address: 830 CRESCENT CENTRE DR., STE 300

City: FRANKLIN

State: TN

Country: USA Zip: 37067

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship DELAWARE
- Corporation Citizenship \_\_\_\_\_
- Other \_\_\_\_\_ Citizenship \_\_\_\_\_

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)

1304162 & 1311916

Additional sheet(s) attached?  Yes  No

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

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

Name: DELEK MARKETING & SUPPLY, LP

Internal Address: ATTN: GENERAL COUNSEL

Street Address: 830 CRESCENT CENTRE DR., STE 300

City: FRANKLIN

State: TN Zip: 37067

Phone Number: 615-771-6701

Fax Number: 615-771-8098

Email Address: \_\_\_\_\_

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

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

8. Payment Information:

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_  
Authorized User Name \_\_\_\_\_

9. Signature:

Signature

09/06/2006

Date

KENT B. THOMAS

Name of Person Signing

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

7

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

TRADEMARK  
REEL: 003396 FRAME: 0461

08-08-2006

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



PARTMENT OF COMMERCE  
Patent and Trademark Office

8/8/06 RECORDA 103288191 TRADEMARKS ONLY

2006 AUG -8 AM 10:50

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Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

9. Signature:

08/08/2006 DBYNE 00000141 1304162

*Kent B. Thomas*  
Signature

08/03/2006

Date

40.00 OP  
25.00 OP  
KENT B. THOMAS  
Name of Person Signing

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

6

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

**TRADEMARK ASSIGNMENT**

WHEREAS, Pride Refining, Inc., a Texas corporation having a business address of P.O. Box 3237, Abilene, Texas 79604 ("*Assignor*"), adopted, owns and uses the marks listed in the attached Exhibit A for which Assignor owns the identified federal trademark registrations on the Principal Register of the United States Patent and Trademark Office for the goods and/or services identified therein (the "*Marks*"); and

WHEREAS, Delek Marketing & Supply, LP, a Delaware limited partnership, having an address of 830 Crescent Centre Drive, Suite 300, Franklin, TN 37067 ("*Assignee*") desires to acquire any and all rights and goodwill associated with the above-referenced Marks and registrations therefor;

WHEREAS, Assignor, Pride Companies, L.P., a Delaware limited partnership, Pride Marketing LLC, a Texas limited liability company, Pride Products, a Texas general partnership, and Delek US Holdings, Inc., a Delaware corporation ("*Buyer*"), have entered into that certain Purchase and Sale Agreement (the "*Purchase Agreement*"), dated as of June 21, 2006, pursuant to which Pride has agreed to sell, and Assignee has agreed to purchase certain assets, including Pride's refined petroleum products business;


WHEREAS, pursuant to that certain First Amendment to the Purchase Agreement dated July 31, 2006 (the "*First Amendment*"), (i) Pride Products was added as an additional "Seller" (as defined in the Purchase Agreement) to the Purchase Agreement as if it were an original party thereto and (ii) Assignee was designated as Buyer's designee affiliate for purposes of conveyance of the Pride assets being sold to Buyer pursuant to the Purchase Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby transfers, releases and assigns to Assignee all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks and the registrations thereof, with any state or common law rights in the Marks, the right of priority, and all claims for damages by reason of past infringement of the Marks and the registrations, with the right to

sue for and collect the same for its own use and behalf and for the use and behalf of its successors,  
assigns and other legal representatives.

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Dated: July 31, 2006

By:   
Brad Stephens  
Chief Executive Officer

ACKNOWLEDGMENT

STATE OF Texas

§  
§  
§

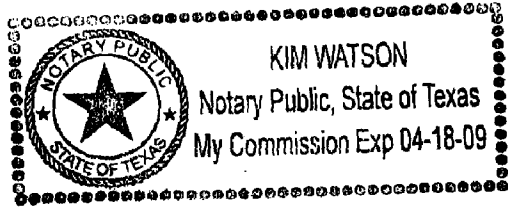
COUNTY OF TAYLOR

Before me, the undersigned authority, on this 28<sup>th</sup> day of July, 2006, personally appeared Brad Stephens known to me to be the person whose name is subscribed to the foregoing instruments and acknowledged to me that he is authorized to execute the same on behalf of the identified corporation and that he executed the same on behalf of the corporation for the purposes and consideration therein expressed.

Kim Watson  
Notary Public, State of \_\_\_\_\_

Name Printed: Kim Watson

My Commission Expires: 4/18/09



**EXHIBIT A**

MARKS REGISTERED WITH THE UNITED STATES PATENT AND TRADEMARK  
OFFICE

Mark

Registration No.

- |                   |                      |
|-------------------|----------------------|
| 1. "P" AND DESIGN | 1311916 (01/01/1985) |
| 2. "P" AND DESIGN | 1304162 (11/06/1984) |