

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ULTRAMAR INC.		05/10/2007	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	VALERO MARKETING AND SUPPLY COMPANY
Street Address:	One Valero Way
Internal Address:	Commercial Law Dept.
City:	San Antonio
State/Country:	TEXAS
Postal Code:	78249-1112
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2132400	
Registration Number:	1624228	
Registration Number:	1620566	GOLDEN EAGLE
Registration Number:	1870783	ULTRAQUICK
Registration Number:	1666957	BEACON
Registration Number:	1673643	ULTRAMAR
Registration Number:	1596814	ULTRAMAR
Registration Number:	1398853	ULTRAMART

CORRESPONDENCE DATA

Fax Number: (210)370-4881
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2103455881
 Email: nancy.peeler@valero.com
 Correspondent Name: Eliot G. Bowytz

OP \$215.00 2132400

Address Line 1: One Valero Way
Address Line 2: Commercial Law Dept.
Address Line 4: San Antonio, TEXAS 78249-1112

ATTORNEY DOCKET NUMBER:	ULTRAMAR INC. TO VMSC
NAME OF SUBMITTER:	Nancy Peeler, Legal Assistant
Signature:	/np/
Date:	06/05/2007

Total Attachments: 2
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ASSIGNMENT OF TRADEMARKS AND ACCOMPANYING GOODWILL

This Assignment of Trademarks and Accompanying Goodwill is entered into between **ULTRAMAR INC.**, a Nevada corporation ("Assignor") and **VALERO MARKETING AND SUPPLY COMPANY**, a Delaware corporation ("Assignee").

WHEREAS, Assignor is the owner of various trademarks which are registered with the United States Patent and Trademark Office and the State of California, more fully set forth on the attached Schedule "A", and all rights appurtenant thereto (hereinafter the "Trademarks");

WHEREAS, Assignee 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 10th day of May, 2007.

ASSIGNOR:

ULTRAMAR INC.

BY:  

Kimberly S. Bowers

Title Senior Vice President and
General Counsel

ACKNOWLEDGED AND ACCEPTED:

ASSIGNEE:

VALERO MARKETING AND SUPPLY COMPANY

BY:  

Kimberly S. Bowers

Title Senior Vice President and
General Counsel

SCHEDULE "A"

TRADEMARKS

United States Registrations

<u>Trademark/ Service Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
DESIGN ONLY (Eagle)	RN 2132400	January 27, 1998
DESIGN ONLY (Eagle)	RN 1624228	November 20, 1990
GOLDEN EAGLE	RN 1620566	October 30, 1990
ULTRAQUICK	RN 1870783	December 27, 1994
BEACON	RN 1666957	December 3, 1991
ULTRAMAR	RN 1673643	January 28, 1992
ULTRAMAR	RN 1596814	May 15, 1990
ULTRAMART	RN 1398853	June 24, 1986

State Registrations

<u>Trademark/ Service Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
ULTRAMART (California)	RN 45,863	April 19, 1996