

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Diamond Shamrock Refining and Marketing Company		03/30/2007	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Valero Marketing and Supply Company		
<b>Street Address:</b>	One Valero Way		
<b>Internal Address:</b>	Commercial Law Dept.		
<b>City:</b>	San Antonio		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	78249-1112		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2569341	FRESH CHOICES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(210)370-4881		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	210-345-5881		
<b>Email:</b>	nancy.peeler@valero.com		
<b>Correspondent Name:</b>	Eliot G. Bowytz		
<b>Address Line 1:</b>	One Valero Way		
<b>Address Line 2:</b>	Commercial Law Dept.		
<b>Address Line 4:</b>	San Antonio, TEXAS 78249-1112		
<b>ATTORNEY DOCKET NUMBER:</b>	RN 2569341		
<b>NAME OF SUBMITTER:</b>	Nancy Peeler, Legal Assistant		
<b>Signature:</b>	/np/		

OP \$40.00 2569341

Date:

07/10/2007

Total Attachments: 2

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**ASSIGNMENT OF TRADEMARKS AND ACCOMPANYING GOODWILL**

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

WHEREAS, Assignor is the owner of various trademarks which are registered or pending registration with the United States Patent and Trademark Office, 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 30th day of March, 2007.

ASSIGNOR:

DIAMOND SHAMROCK REFINING  
AND MARKETING COMPANY

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

**AMENDED AND RESTATED SCHEDULE "A"**  
**DATED AS OF MAY 15, 2007**  
**TO ASSIGNMENT OF TRADEMARKS AND ACCOMPANYING GOODWILL**  
**BETWEEN DIAMOND SHAMROCK REFINING AND MARKETING COMPANY**  
**AND VALERO MARKETING AND SUPPLY COMPANY**  
**EFFECTIVE MARCH 30, 2007**

United States Registrations

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
FRESH CHOICES & Design	RN 3223149	March 27, 2007
FRESH CHOICES & Design	RN 3122181	July 25, 2006
FRESH CHOICES	RN 2569341	May 14, 2002
CORNER STORE EXPRESS	RN 2958019	May 31, 2005
VALUEXPRESS	RN 2804059	January 13, 2004
DIAMOND SHAMROCK	RN 2573552	May 28, 2002
GASCAP	RN 2798654	December 23, 2003
CORNER STORE	RN 2661186	December 17, 2002
CORNER COOKIN' & DESIGN	RN 2640198	October 22, 2002
CORNER COOKIN' & DESIGN	RN 2583016	June 18, 2002
CORNER STORE	RN 2493916	October 2, 2001
CORNER STORE (STYLIZED)	RN 2128014	January 13, 1998
THREE DIAMONDS DESIGN	RN 1118446	May 15, 1979
DIAMOND SHAMROCK	RN 1115399	March 20, 1979
MISC. DESIGN (THREE DIAMONDS)	RN 1125358	September 25, 1979
DIAMOND SHAMROCK	RN 1125357	September 25, 1979
MISC. DESIGN (THREE DIAMONDS)	RN 1355795	August 20, 1985
MISC. DESIGN (THREE DIAMONDS)	RN 1064279	April 26, 1977
MISC. DESIGN (THREE DIAMONDS)	RN 1063344	April 12, 1977
DIAMOND SHAMROCK & DESIGN	RN 1062779	April 5, 1977
DIAMOND SHAMROCK	RN 1412703	October 7, 1986
NITROMITE & DESIGN	RN 0905340	January 5, 1971
JALAPOLLO	RN 2444401	April 17, 2001
SHAMROCK & DESIGN	RN 0876840	September 16, 1969
TRANS POWER	RN 0897686	September 1, 1970
TRIPLE ACTION	RN 0893546	June 30, 1970

United States Applications

<u>Mark</u>	<u>Serial Number</u>	<u>Filing Date</u>
FRESH CHOICES	78898818	June 2, 2006
FRESH CHOICES	78555122	January 27, 2005
FRESH CHOICES & DESIGN	78281676	July 31, 2003
FRESH CHOICES	78495956	October 7, 2004
CORNER STORE CAFE	78480314	September 8, 2004
CORNER STORE CAFE	78480039	September 8, 2004