

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Liens and Collateral Documents		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as Administrative Agent		06/12/2009	National Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	The Bank of New York Mellon Trust Company, N.A., as Collateral Trustee		
Street Address:	601 Travis Street, 16th Floor		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77002		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3123404	W WESTERN REFINING COLLEGE ALL-AMERICA GOLF CLASSIC	
Serial Number:	78706303	W WESTERN REFINING	
Serial Number:	78706318	WESTERN REFINING	
Serial Number:	77413513	WESTERN EXPRESS	
Serial Number:	77480430	W	
Serial Number:	78655231	GIANT	
CORRESPONDENCE DATA			
Fax Number:	(214)200-0558		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	214-651-5066		
Email:	jeff.becker@haynesboone.com		
Correspondent Name:	Jeffrey M. Becker		
Address Line 1:	2323 Victory Avenue, Suite 700		
Address Line 4:	Dallas, TEXAS 75219		

CH \$165.00 3123404

TRADEMARK

900140107

REEL: 004036 FRAME: 0785

ATTORNEY DOCKET NUMBER:	17997.987
NAME OF SUBMITTER:	Jeffrey M. Becker
Signature:	/Jeffrey M. Becker/
Date:	08/03/2009
Total Attachments: 6 source=Western Assignment of Liens#page1.tif source=Western Assignment of Liens#page2.tif source=Western Assignment of Liens#page3.tif source=Western Assignment of Liens#page4.tif source=Western Assignment of Liens#page5.tif source=Western Assignment of Liens#page6.tif	

**ASSIGNMENT OF LIENS AND COLLATERAL DOCUMENTS
(Trademark and Patent Collateral)**

This ASSIGNMENT OF LIENS AND COLLATERAL DOCUMENTS ("Assignment") is executed by BANK OF AMERICA, N.A., as Administrative Agent for the Term Loan Lenders (hereinafter defined) ("Assignor"), for the benefit of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Collateral Trustee (together with any successor appointed as Collateral Trustee under the Term Intercreditor Agreement (hereinafter defined) for the Term and Notes Secured Parties (hereinafter defined) ("Assignee").

RECITALS:

A. Pursuant to the terms and conditions of that certain Term Loan Credit Agreement dated as of May 31, 2007 among Assignor, as Administrative Agent for the lenders from time to time parties thereto (collectively, including their respective successors and assigns, the "Term Loan Lenders"), Western Refining, Inc., a Delaware corporation ("Borrower"), and the Term Loan Lenders (as it has been and as it may be further amended, modified, supplemented, restated, refinanced and replaced from time to time, the "Term Loan Credit Agreement"), the Term Loan Lenders made loans and extensions of credit to Borrower in an aggregate amount of \$1,400,000,000 ("Term Loan"), which obligations are guaranteed by certain of Borrower's subsidiaries ("Guarantors") pursuant to those certain Continuing Guaranties executed by Guarantors for the benefit of the Term Loan Lenders.

B. The Term Loan is secured by certain liens and security interests created, evidenced and perfected by certain deeds of trust, mortgages and security agreements covering certain real and personal property owned by Borrower and the Guarantors ("Collateral Documents"), including without limitation the Collateral Documents more particularly described on Schedule A attached hereto and incorporated herein by reference.

C. Borrower has entered into that certain Indenture (as it may be amended, modified, supplemented, restated, refinanced and replaced from time to time, the "Indenture") dated as of June 12, 2009, among Borrower, the guarantors identified therein and The Bank of New York Mellon Trust Company, N.A., as indenture trustee (acting in such capacity, and together with any of its successors or assigns, the "Indenture Trustee") pursuant to which Borrower issued its \$325,000,000 11.250% senior secured notes due 2017 and its \$275,000,000 senior secured floating rate notes due 2014 (as the same may be amended, modified, supplemented, restated, refinanced and replaced from time to time, the "Senior Secured Notes"). The net cash proceeds from the sale of the Senior Secured Notes will be used to partially pay down and reduce the outstanding balance of the Term Loan, and, in consideration for such payment, Assignor, on behalf of Term Loan Lenders, has agreed to assign the liens and security interests evidenced by the Collateral Documents to Assignee, as Collateral Trustee under the Term Intercreditor Agreement, for the ratable benefit of the Term and Notes Secured Parties (defined below).

D. Assignee, Borrower, certain subsidiaries of Borrower, Assignor as an Authorized Representative (as therein defined) for the Term Loan Lenders and any other Term Loan Credit Agreement Secured Parties (as defined in the Term Intercreditor Agreement), and the Indenture Trustee as Authorized Representative for the holders of the Senior Secured Notes ("Noteholders") have entered into that certain Collateral Trust and Intercreditor Agreement dated as of June 12, 2009 (as it may be amended, modified, supplemented, restated, refinanced and replaced from time to time, the "Term Intercreditor Agreement"), pursuant to which Assignee has been appointed as Collateral Trustee by Assignor, on behalf of the Term Loan Lenders, and the Indenture Trustee on behalf of the Noteholders, to hold and administer the liens of the Collateral Documents for the ratable benefit of all Term Loan Lenders

and the Noteholders include Assignee and Additional Term and Notes Secured Parties (together, the "Term and Notes Secured Parties") on a pari passu basis all as more particularly provided therein.

E. Assignor has executed and delivered an Assignment of Liens and Collateral Documents dated as of June 12, 2009, pursuant to which Assignor has assigned to Assignee all liens and security interests held by Assignor, as Administrative Agent for the Term Loan Lenders, and to further evidence and effectuate such assignment, Assignor executes and delivers this Assignment of Liens and Collateral Documents pertaining specifically to the Trademark Security Agreements and the Patent Security Agreement described on Schedule A attached hereto and the security interests created by such agreements in the trademarks, trademark applications, patents, patent application described on Schedule A attached hereto;

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor and Assignee hereby agree as follows:

1. Assignment. Assignor hereby transfers and assigns to Assignee all of its rights, titles and interests, as beneficiary, mortgagee, secured party and/or pledgee, in and to (a) the Trademark Security Agreements and the Patent Security Agreement described on Schedule A attached hereto, and in all liens and security interests created or evidenced by such agreements in favor of Assignor, and (b) any and all other liens and security interests held by Assignor, as Administrative Agent for the Term Loan Lenders in and to the collateral therein described, including the trademarks trademark applications, patent and patent application described on Schedule A hereto. This Assignment is made without recourse or warranty of any kind.

2. Intercreditor Agreement. Assignor and, by its acceptance hereof, Assignee, acknowledge and agree that the rights, titles, liens, security interests and interests assigned hereby are subject to the terms of that certain Intercreditor Agreement dated as of May 31, 2007 (as amended, and as may be further amended, restated, supplemented or otherwise modified from time to time, the "Intercreditor Agreement"), among Bank of America, N.A., as Revolving Agent, Assignor, Borrower, and the other obligors named therein.

3. Governing Law. This Assignment shall be governed under the laws of New York.

[Remainder of page intentionally left blank. Signature page(s) to follow.]

EFFECTIVE as of June 12, 2009.

ASSIGNOR:

BANK OF AMERICA, N.A., as Administrative Agent

By: 
Name: Ronald E. McKaig
Title: Senior Vice President

(Signature page to Assignment of Liens and Collateral Documents/Trademark and Patent Collateral)

TRADEMARK
REEL: 004036 FRAME: 0789

ASSIGNEE:

Accepted and Agreed:

~~THE BANK OF NEW YORK MELLON TRUST~~
COMPANY, N.A., as Collateral Trustee

By: Julie H Ramos

Name:

Title:

JULIE HOFFMAN-RAMOS
ASSISTANT TREASURER

Schedule A

COLLATERAL DOCUMENTS

1. **Trademark Security Agreement**, dated as of May 31, 2007, executed by Western Refining Company, L.P., recorded in the United States Patent and Trademark Office on July 18, 2007, as reel/frame number 003582/0344, pertaining to the following Trademarks:

Trademark Name: W Western Refining College All-America Golf Classic
Trademark Registration Date: August 1, 2006
Trademark Registration Number: 3,123,404

Trademark Name: W Western Refining
Application Number: 78-706,303
Application Filing Date: September 2, 2005

Trademark Name: Western Refining
Application Number: 78-706,318
Application Filing Date: September 2, 2005
Registration Number: 3254944
Issue Date: June 26, 2007

2. **Trademark Security Agreement**, dated as of June 30, 2008, executed by Western Refining, Inc. and Bank of America, N.A. as Administrative Agent, recorded in the United States Patent and Trademark Office on August 27, 2008, as reel/frame number 003843/0632, pertaining to the following:

Trademark Name: Western Express
Application Number: 77-413,513
Application Filing Date: March 5, 2008

Trademark Name: W
Application Number: 77-480,430
Application Filing Date: May 21, 2008

3. **Trademark Security Agreement**, dated as of June 30, 2008, executed by Western Refining Southwest, Inc. and Bank of America, N.A. as Administrative Agent, recorded in the United States Patent and Trademark Office on August 27, 2008, as reel/frame number 003843/0664, pertaining to the following:

Trademark Name: Giant
Application Number: 78/655,231
Application Filing Date: June 21, 2005

4. **Patent Security Agreement**, dated July 5, 2007, executed by Giant Industries Arizona, Inc. (now known as Western Refining Southwest, Inc.) and Bank of America, N.A. as Administrative

Agent, recorded by the United States Patent and Trademark Office on July 18, 2007, as reel/frame number 019568/0893, pertaining to the following:

Title of Patent: Low-Leakage Valve Apparatus

Serial Number: 10600150

Patent Number 7048254

Application Filing Date: June 19, 2003

Issue Date: May 23, 2006

Notice of Change of Name Filed June 12, 2008

Reel/Frame: 021086/0995