

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

03/07/2014
 900282430

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Agreement and Consent to Register |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------|----------|----------------|--|
| Alon USA LP | | 12/16/2013 | LIMITED LIABILITY LIMITED PARTNERSHIP: TEXAS |

RECEIVING PARTY DATA

| | |
|-----------------|-------------------------------------|
| Name: | Alon Assests |
| Street Address: | 12700 Park Central Drive, Ste. 1600 |
| City: | Dallas |
| State/Country: | TEXAS |
| Postal Code: | 75251 |
| Entity Type: | CORPORATION: Delaware |

PROPERTY NUMBERS Total: 3

| Property Type | Number | Word Mark |
|----------------------|---------|-----------|
| Registration Number: | 4289949 | ALON |
| Registration Number: | 4289950 | ALON |
| Registration Number: | 4289951 | ALON |

CORRESPONDENCE DATA

Fax Number: 7132212585
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 713-221-1377
 Email: docketing@bgllp.com, albert.kimball@bgllp.com
 Correspondent Name: Albert B. Kimball, Jr.
 Address Line 1: 711 Louisiana Street, Ste. 2300
 Address Line 4: Houston, TEXAS 77002

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|-------------------------|------------------------|
| ATTORNEY DOCKET NUMBER: | 002572.067, 068, 069 |
| NAME OF SUBMITTER: | Albert B. Kimball, Jr. |

OP \$90.00 4289949

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|---|--------------------------|
| Signature: | /Albert B. Kimball, Jr./ |
| Date: | 03/07/2014 |
| Total Attachments: 3 source=Agreement and Consent to Register for Alon#page1.tif source=Agreement and Consent to Register for Alon#page2.tif source=Agreement and Consent to Register for Alon#page3.tif | |

AGREEMENT AND CONSENT TO REGISTER

THIS AGREEMENT dated this 16th day of December 2013, by and between Alon USA, LP, a Texas limited partnership having its principal place of business at 12700 Park Central Drive, Suite 1600, Dallas, Texas 75251 (hereinafter "ALON USA LP"); and Alon Assets, Inc., a Delaware corporation with its principal place of business at 12700 Park Central Drive, Suite 1600, Dallas, Texas 75251 (hereinafter "ALON ASSETS");

WHEREAS, ALON USA LP is the owner of U.S. Trademark Registrations Nos. 4,289,949; 4,289,950 and 4,289,951 for the marks ALON in various forms for vehicle fuel station services;

WHEREAS, ALON ASSETS is the owner of U.S. Trademark Application Serial No. 85/947,363 for the mark ALON (and design); U.S. Trademark Application Serial No. 85/947,376 for the mark ALON (and Design) and; U.S. Trademark Application Serial No. 89/947,383 for the mark ALON (and Design, each such application for vehicle fuel station services;

WHEREAS, ALON ASSETS, has the power to direct or control the direction of the management and policies of ALON USA LP and to control the quality of services offered by ALON USA LP under its U.S. Trademark Registration Nos. 4,289,949; 4,289,950 and 4,289,951;

WHEREAS, ALON USA LP and ALON ASSETS believe that there is no likelihood of confusion as to the use of their respective marks identified above on their respective services because of their mutual company relationship;

NOW, THEREFORE, in view of the premises and of the mutual covenants expressed hereinafter, IT IS HEREBY AGREED by and between the parties as follows:

ALON USA LP hereby consents to the use and registration of the mark of U.S. Trademark Applications Serial Nos. 85/947,363; 85/947,376 and 85/947,383 for vehicle fuel station services, by ALON ASSETS and agrees that it will not oppose or petition to cancel any registrations resulting therefrom.

This agreement is binding upon and inures to the benefit of any successors and assignees of the parties.

ALON USA, LP
By: Alon USA GP II, LLC
Its: General Partner

By: [Signature]
Name: James Ranspot
Title: Senior Vice President
Date: 12/16/13

STATE OF TEXAS
COUNTY OF DALLAS

BEFORE ME, the undersigned authority, on this day personally appeared James Ranspot, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me under oath that such person executed the same as the act and deed of ALON USA, LP, as the Senior Vice President and General Counsel of Alon USA GP II, LLC, the sole general partner of ALON USA, LP, and for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND and seal of office, this 16th day of December, 2013.

[Signature]
Notary Public in and for
the State of Texas



ALON ASSETS, INC.

By: _____

Name: _____

Title: _____

Date: _____

STATE OF TEXAS

COUNTY OF DALLAS

BEFORE ME, the undersigned authority, on this day personally appeared James Ranspot, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me under oath that such person executed the same as the act and deed of ALON ASSETS INC., as the Senior Vice President and Secretary of ALON ASSETS INC., and for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND and seal of office, this 16th day of December, 2013.

Notary Public in and for
the State of Texas

