

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM388256

|   |  |                         |                      |
|---|--|-------------------------|----------------------|
| <b>SUBMISSION TYPE:</b>   | NEW ASSIGNMENT                                     |                         |                      |
| <b>NATURE OF CONVEYANCE:</b>  | ASSIGNMENT OF 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>   |
| Western Refining Southwest, Inc.  |  | 06/16/2016              | Corporation: ARIZONA |
| <b>RECEIVING PARTY DATA</b>   |  |                         |                      |
| <b>Name:</b>  | Western Refining Retail, LLC                       |                         |                      |
| <b>Street Address:</b>  | 1250 W. Washington St.                             |                         |                      |
| <b>Internal Address:</b>  | Suite 101  |                         |                      |
| <b>City:</b>  | Tempe  |                         |                      |
| <b>State/Country:</b>   | ARIZONA  |                         |                      |
| <b>Postal Code:</b>   | 85281  |                         |                      |
| <b>Entity Type:</b>   | Limited Liability Company: DELAWARE                |                         |                      |
| <b>PROPERTY NUMBERS Total: 5</b>  |  |                         |                      |
| <b>Property Type</b>  | <b>Number</b>                                      | <b>Word Mark</b>        |                      |
| <b>Registration Number:</b>   | 3826605  | SOUTHWEST KITCHEN       |                      |
| <b>Registration Number:</b>   | 3948553  | SOUTHWEST KITCHEN       |                      |
| <b>Registration Number:</b>   | 4930341  | SOUTHWEST KITCHEN       |                      |
| <b>Serial Number:</b>   | 86376379   | SOUTHWEST PIZZA KITCHEN |                      |
| <b>Serial Number:</b>   | 86376413   | SOUTHWEST PIZZA KITCHEN |                      |
| <b>CORRESPONDENCE DATA</b>  |  |                         |                      |
| <b>Fax Number:</b>  | 5057687395   |                         |                      |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> |  |                         |                      |
| <b>Phone:</b>   | 505-765-5900                                       |                         |                      |
| <b>Email:</b>   | mmorgan@rodey.com                                  |                         |                      |
| <b>Correspondent Name:</b>  | DeWitt M. Morgan                                   |                         |                      |
| <b>Address Line 1:</b>  | 201 Third Street NW                                |                         |                      |
| <b>Address Line 2:</b>  | Suite 2200   |                         |                      |
| <b>Address Line 4:</b>  | Albuquerque, NEW MEXICO 87102                      |                         |                      |
| <b>NAME OF SUBMITTER:</b>   | DeWitt M. Morgan                                   |                         |                      |
| <b>SIGNATURE:</b>   | /DeWitt M. Morgan/                                 |                         |                      |
| <b>DATE SIGNED:</b>   | 06/16/2016   |                         |                      |

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**Total Attachments: 4**

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**TRADEMARK ASSIGNMENT**

This Trademark Assignment is made as of the date set forth below by **WESTERN REFINING SOUTHWEST, INC.**, an Arizona corporation having the business address of 1250 W. Washington St., Suite 101, Tempe, Arizona 85281 ("**Assignor**") to and for the benefit of **WESTERN REFINING RETAIL, LLC**, a Delaware limited liability corporation having the same business address shown above ("**Assignee**").

**WHEREAS, Assignor** is the owner of the United States trademark registrations listed in Exhibit A and pending applications listed in Exhibit B (collectively the "Marks");

**WHEREAS, Assignor** desires to assign, transfer, and set over such assets to **Assignee**;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **Assignor** does hereby assign unto **Assignee** all rights, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and together with all common-law rights in and to the Marks, including the rights to sue for all past and future causes of action related to the Marks;

**ASSIGNOR AGREEING, FURTHERMORE**, without further remuneration, to provide all reasonable assistance and to execute any papers requested by **Assignee**, its successors, assigns and legal representatives, to preserve and/or perfect **Assignee's** full protection and title in and to the Marks.

**WESTERN REFINING SOUTHWEST, INC.**

Dated: 6-16-16

By 

ASSIGNOR

**Exhibit A**

| Mark                        | Registration No. | Registration Date | Services & Int'l Class  |
|-----------------------------|------------------|-------------------|---|
| SOUTHWEST<br>KITCHEN        | 3,826,605        | July 27, 2010     | Breakfast burritos;<br>burritos; coffee and<br>tea; egg rolls;<br>hamburger<br>sandwiches; hot dog<br>sandwiches;<br>sandwiches (Int'l<br>Class 30)<br>Fast-food restaurants;<br>restaurant services,<br>including sit-down<br>service of food and<br>take-out restaurant<br>services (Int'l Class<br>43) |
| SOUTHWEST<br>KITCHEN (Logo) | 3,948,553        | April 19, 2011    | Breakfast burritos;<br>burritos; coffee and<br>tea; egg rolls;<br>hamburger<br>sandwiches; hot dog<br>sandwiches;<br>sandwiches (Int'l<br>Class 30)<br>Fast-food restaurants;<br>restaurant services,<br>including sit-down<br>service of food and<br>take-out restaurant<br>services (Int'l Class<br>43) |
| SOUTHWEST<br>KITCHEN        | 4,930,341        | April 5, 2016     | Chicken strips; and<br>corn dogs (Int'l Class<br>29)<br>Biscuits and gravy;<br>BBQ sandwiches;<br>breakfast sandwiches;<br>burritos; chicken<br>sandwiches; coffee,<br>tea, and cappuccino;   |

|  |  |  |   |
|--|--|--|---|
|  |  |  | egg rolls; hamburger sandwiches; sandwiches; and tacos (Int'l Class 30)<br>Fast-food restaurants; restaurant services, including sit-down service of food and take-out restaurant services (Int'l Class 43) |
|--|--|--|---|

**Exhibit B**

| Mark                    | Application No. | Filing Date     | Goods & Services & Int'l Class           |
|-------------------------|-----------------|-----------------|--|
| SOUTHWEST PIZZA KITCHEN | 86/376,379      | August 25, 2014 | Individual and multi-serving pizzas      |
| SOUTHWEST PIZZA KITCHEN | 86/376,413      | August 25, 2014 | Fast food restaurant services (Int'l 43) |