

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
VALERO ENERGY CORPORATION		05/10/2007	CORPORATION: DELAWARE

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: 17

Property Type	Number	Word Mark
Serial Number:	78825018	VERY IMPORTANT PUMPER
Serial Number:	78923307	TACOLÉ
Registration Number:	3108715	VALERO
Registration Number:	2940031	
Registration Number:	2912809	VALUE PLUS
Registration Number:	2938790	V VALERO
Registration Number:	2592556	
Registration Number:	2632601	VALERO ENERGY CORPORATION
Registration Number:	2755860	VALERO LP
Registration Number:	2560091	VALERO
Registration Number:	1650401	
Registration Number:	1202362	VALERO ENERGY CORPORATION
Registration Number:	1314004	VALERO

OP \$440.00 78825018

Registration Number:	2259783	TOBACCO COUNTRY
Registration Number:	1115028	ROAD RUNNER
Registration Number:	0968917	ROAD RUNNER
Registration Number:	1549759	V MART

CORRESPONDENCE DATA

Fax Number: (210)370-4881

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 210-345-5881

Email: nancy.peeler@valer.com

Correspondent Name: Eliot G. Bowytz

Address Line 1: One Valero Way

Address Line 2: Commercial Law Dept.

Address Line 4: San Antonio, TEXAS 78249-1112

ATTORNEY DOCKET NUMBER:	VEC TO VMSC
NAME OF SUBMITTER:	Nancy Peeler, Legal Assistant
Signature:	/np/
Date:	05/24/2007

Total Attachments: 2

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ASSIGNMENT OF TRADEMARKS AND ACCOMPANYING GOODWILL

This Assignment of Trademarks and Accompanying Goodwill is entered into between **VALERO ENERGY CORPORATION**, 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 and the Aruba Bureau of Intellectual Property, more fully set forth on the attached Schedule "A", and all rights appurtenant thereto (hereinafter the "Trademarks");

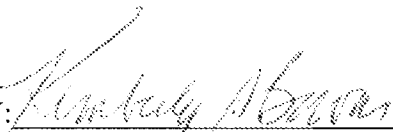

WHEREAS, Assignee is desirous of acquiring all of the right, title and interest in and to Assignor's Trademarks;

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:

VALERO ENERGY CORPORATION

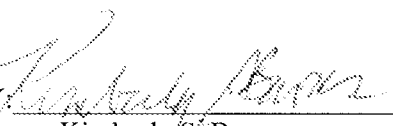

BY:  
Kimberly S. Bowers

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"

UNITED STATES

United States Registrations

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
VALERO & DESIGN	RN 3108715	June 27, 2006
MISC. DESIGN (GESTURE)	RN 2940031	April 12, 2005
VALUE PLUS	RN 2912809	June 12, 2003
V VALERO	RN 2938790	April 5, 2005
MISC. DESIGN	RN 2592556	July 9, 2002
VALERO ENERGY CORPORATION & DESIGN	RN 2632601	October 8, 2002
VALERO LP & DESIGN	RN 2755860	August 26, 2003
VALERO	RN 2560091	April 9, 2002
MISC. DESIGN	RN 1650401	July 9, 1991
VALERO ENERGY CORPORATION & DESIGN	RN 1202362	July 20, 1982
VALERO	RN 1314004	January 8, 1985
TOBACCO COUNTRY	RN 2259783	July 6, 1999
ROAD RUNNER	RN 1115028	March 13, 1979
ROAD RUNNER	RN 0968917	September 18, 1973
V MART (STYLIZED)	RN 1549759	August 1, 1989

United States Applications

<u>Mark</u>	<u>Serial Number</u>	<u>Filing Date</u>
VERY IMPORTANT PUMPER	SN 78825018	February 28, 2006
TACOLÉ	SN 78923307	July 6, 2006

ARUBA

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
A TURN FOR THE BETTER	RN 22891	April 29, 2004
JAVALERO	RN 22892	April 29, 2004
JAVALERO & DESIGN	RN 22893	April 29, 2004
NEIGHBORSTORE	RN 22894	April 29, 2004
TOBACCO COUNTRY	RN 22895	April 29, 2004
VALERO	RN 22896	April 29, 2004
V & DESIGN	RN 22897	April 29, 2004
V VALERO & DESIGN	RN 22898	April 29, 2004
VALUE PLUS	RN 22899	April 29, 2004
MISC. DESIGN (WALKING FLAME)	RN 22900	April 29, 2004