

GRCB

Monzeglio, Hope, NMENV

From: Allen, Ann [ann.allen@wnr.com]
Sent: Friday, June 15, 2007 5:06 PM
To: Chavez, Carl J, EMNRD
Cc: Ed Riege; Steve Morris; Monzeglio, Hope, NMENV; Jim Lieb
Subject: RE: Giant Ciniza Transfer of Operator
Attachments: Giant Corporate Structure Before & After 5.31.07.pdf



Carl,

On May 31, 2007, Western Refining Inc. and Giant Industries, Inc. closed a transaction under which Western acquired all of the outstanding shares of stock of Giant Industries, Inc. and Giant Industries, Inc. became a subsidiary of Western. Since Western did not buy Giant's assets, all of the assets are still owned by the identical company (Giant) that owned them before Western purchased the stock. The refinery at Ciniza continues to be owned and operated by Giant.

Attached are the corporate structures before and after the closing of the transaction on May 31. Attachment 1 is before the transaction. Attachment 2 is after the transaction. All Giant corporations, including Ciniza Production Company, continue to exist as they had before the transaction. As a result of the transaction, Western will own all shares of Giant Industries, Inc. and will be added above Giant Industries, Inc. in the corporate structure as shown in Attachment 2.

Said another way, Western purchased all outstanding shares of Giant Industries but did not acquire any physical assets. Following the transaction, Giant Industries will continue to be the owner and operator of the Ciniza refinery. Similarly, Giant Industries Arizona, Inc. will continue to be the sole shareholder and parent corporation of Ciniza Production Company. The corporate status of Giant Industries, Inc., Giant Industries Arizona, Inc., and Ciniza Production Company did not change as a result of the transaction which closed on May 31.

I hope this explanation is helpful. Let me know if you need additional detail.

Regards,
Ann

Leslie Ann Allen
Vice President
Environmental & Regulatory Affairs
Western Refining Company, L.P.
 6501 Trowbridge Drive
 El Paso, Texas 79905
 Phone: 915-775-3455
 Mobile: 915-491-1562
 Fax: 915-775-5568

From: Chavez, Carl J, EMNRD [mailto:CarlJ.Chavez@state.nm.us]
Sent: Friday, June 15, 2007 8:21 AM
To: Jim Lieb
Cc: Ed Riege; Steve Morris; Allen, Ann; Monzeglio, Hope, NMENV
Subject: RE: Giant Ciniza Transfer of Operator

Jim:

Hi. Yes, Monday morning will work. Thnx.

From: Jim Lieb [mailto:jlieb@giant.com]
Sent: Friday, June 15, 2007 8:07 AM
To: Chavez, Carl J, EMNRD
Cc: Ed Riege; Steve Morris; ann.allen@westernrefining.com; Monzeglio, Hope, NMENV

6/18/2007

Subject: RE: Giant Ciniza Transfer of Operator

Carl- Ed is not here today. I am here all by my lonesome. Could this be addressed on Monday?

Jim Lieb

From: Chavez, Carl J, EMNRD [mailto:CarlJ.Chavez@state.nm.us]
Sent: Friday, June 15, 2007 7:41 AM
To: Ed Riege
Cc: Jim Lieb; Steve Morris; ann.allen@westernrefining.com; Monzeglio, Hope, NMENV
Subject: Giant Ciniza Transfer of Operator

Ed:

Could you please send me a preliminary e-mail response this morning with the details of the Western Refining acquisition of Giant Refining Company so we may mull whether the transfer of discharge permit provision requirements apply. In preliminary discussions with Wayne Price he feels that this process needs to be followed; however, reply to this e-mail with details and we will let our attorney make the determination based on our discussions last Tuesday. I hope to have a DP draft completed and out by COB today. If not, then Monday. Thank you.

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ATTACHMENT 2



Western Refining, Inc.
(a Delaware corporation)

Giant Industries, Inc.
(a Delaware corporation)

Giant Industries Arizona, Inc.
(formerly Giant Industries, Inc.)
(an Arizona corporation)

Divisions, Cost/Profit Centers, DBAs
or Unincorporated Entities of Giant
Industries Arizona, Inc.:

Ciniza Pipe Line Company
Giant Refining Company
Giant Transportation
Giant Service Stations
TransWest Tank Lines

Giant Mid-Continent, Inc.
(an Arizona corporation)

Giant Four Corners, Inc.
(an Arizona corporation)

Navajo Convenient Stores Co., LLC
(a New Mexico limited liability company)
(Giant Four Corners, Inc. - 2/3
Navajo Convenient Stores Employee Trust - 1/3)

Giant Yorktown, Inc.
(a Delaware corporation)

Dial Oil Co.
(a New Mexico corporation)

Giant Stop-N-Go of New Mexico, Inc.
(a New Mexico corporation)

San Juan Refining Company
(a New Mexico corporation)

Ciniza Production Company
(a New Mexico corporation)

Giant Pipeline Company
(a New Mexico corporation)

Giant Yorktown Holding Company
(a Delaware corporation)

Phoenix Fuel Co., Inc.
(an Arizona corporation)

Empire Oil Co.
(a California corporation)

Divisions, DBAs, or
Unincorporated Entities of
Phoenix Fuel Co., Inc.

Phoenix Fuel Company
Mesa Fuel Company
Tucson Fuel Company
Firebird Fuel Company
PFC Lubricants Company



Giant Industries, Inc. & Affiliates Corporate Structure

