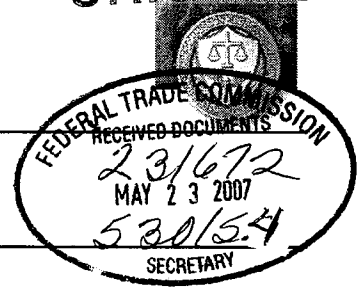


ORIGINAL

FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

NOTICE OF APPEARANCE



CASE NAME
In the Matter of Paul L. Foster, Western
Refining, Inc., and Giant Industries Inc.

FILE/DOCKET NUMBER
No. D09323

► Pursuant to Section 4.1 of the Commission's Rule of Practice, enter in the above proceeding the appearance of

- counsel or representative for the respondent (Complete items 1, 2, 4, and 5 below)
- counsel supporting the complaint (Complete items 1, 3, 4, and 5 below)

1. COUNSEL OR REPRESENTATIVE

Include name, address and telephone of each

Marc G. Schildkraut
 Michael P. A. Cohen
 Katherine E. Wood
 HELLER EHRMAN LLP
 1717 Rhode Island Avenue NW
 Washington, D.C. 20036
 Tel: (202) 912-2000
 Fax: (202) 912-2020

2. RESPONDENTS

Include address and telephone numbers of all persons, partnerships, corporations, or associations

Paul L. Foster
 6500 Trowbridge Drive
 El Paso, Texas 79905
 (915) 775-3300

 Western Refining, Inc.
 6500 Trowbridge Drive
 El Paso, Texas 79905
 (915) 775-3300

3. ASSOCIATE/ASSISTANT DIRECTOR

4. SIGNATURE OF SENIOR COUNSEL

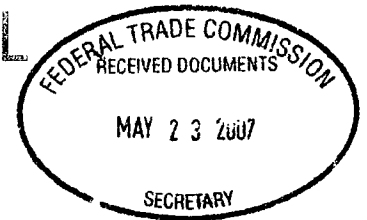
Marc G. Schildkraut

5. DATE SIGNED

May 23, 2007

Return this form to: H-135
 Federal Trade Commission
 600 Pennsylvania Ave. NW
 Washington, D.C. 20580

ORIGINAL



UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of

Paul L. Foster,
Western Refining, Inc., and
Giant Industries, Inc.

Docket No. D09323

PUBLIC

DECLARATION OF MARC G. SCHILDKRAUT

I, Marc G. Schildkraut, declare as follows:

1. I am an attorney with the law firm of Heller Ehrman LLP, counsel for Defendants Paul L. Foster and Western Refining, Inc. I make this declaration pursuant to Rule 4.1(d) of the Federal Trade Commission's Rules of Practice.

2. I am a member of the Bar of District of Columbia (Bar No. 96940) and Bar of the State of New York. I am admitted to practice before the United States Courts of Appeals for the Federal and Eleventh Circuits; and the United States District Court for District of Columbia. I further attest that I am in good standing within the legal profession.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: May 23, 2007.



Marc G. Schildkraut

ORIGINAL



UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of

Paul L. Foster,
Western Refining, Inc., and
Giant Industries, Inc.

Docket No. D09323

PUBLIC

DECLARATION OF MICHAEL P. A. COHEN

I, Michael P. A. Cohen, declare as follows:

1. I am an attorney with the law firm of Heller Ehrman LLP, counsel for Defendants Paul L. Foster and Western Refining, Inc. I make this declaration pursuant to Rule 4.1(d) of the Federal Trade Commission's Rules of Practice.

2. I am a member of the Bar of the District of Columbia (Bar No. 435024) and the Commonwealth of Virginia (Bar No. 31584). I am admitted to practice before the United States Supreme Court, the United States Courts of Appeals for the D.C. Circuit, the United States Court of Appeals for the Fourth Circuit, the United States District Court for the District of Columbia, the United States District Court for the Eastern District of Virginia and the Court of International Trade. I further attest that I am in good standing within the legal profession.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: May 22, 2007.

A handwritten signature in cursive script that reads "Michael P. A. Cohen".

Michael P. A. Cohen

ORIGINAL



UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of

Paul L. Foster,
Western Refining, Inc., and
Giant Industries, Inc.

Docket No. D09323

PUBLIC

DECLARATION OF KATHERINE E. WOOD

I, Katherine Elizabeth Wood, declare as follows:

1. I am an attorney with the law firm of Heller Ehrman LLP, counsel for Defendants Paul L. Foster and Western Refining, Inc. I make this declaration pursuant to Rule 4.1(d) of the Federal Trade Commission's Rules of Practice.

2. I am a member of the Bar of the District of Columbia (#488724), New York (#599270), and Oregon. I am admitted to practice before the United States District Court for the District of Columbia (#488724). I further attest that I am in good standing within the legal profession.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: May 23, 2007.

Katherine E. Wood
Katherine E. Wood

CERTIFICATE OF SERVICE AND COMPLIANCE

I, Nara Neves, hereby certify that on May 23, 2007 copies of the foregoing **DEFENDANTS' ANSWER TO FTC'S COMPLAINT** and **NOTICE OF APPEARANCE** were served as indicated:

Hon. Stephen J. McGuire
Chief Administrative Law Judge
Federal Trade Commission
Room 113
600 Pennsylvania Avenue, NW
Washington, D.C. 20580
(Via hand delivery)

Donald S. Clark
Federal Trade Commission
600 Pennsylvania Avenue NW
Room H-135
Washington, DC 20580
Tel: 202-326-3665
dclark@ftc.gov; secretary@ftc.gov
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prichman@ftc.gov
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(Via registered mail)

Alden Abbott
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Tom D. Smith
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51 Louisiana Avenue NW
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tdsmith@jonesday.com
(Via e-mail and hand delivery)

I further certify that the electronic copy sent to the Secretary of the Commission is a true and correct copy of the paper original and that a paper copy with an original signature is being filed with the Secretary of the Commission on the same day by other means.


Nara Neves
HELLER EHRMAN LLP
202.912.2638