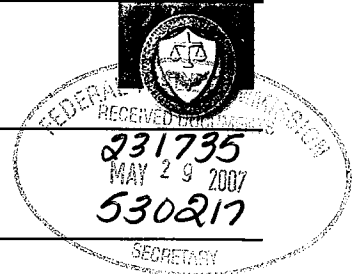


FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

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	2. RESPONDENTS
<p>Include name, address and telephone of each</p> <p>Lowry Barfield General Counsel WESTERN REFINING, INC. 6500 Trowbridge Drive El Paso, Texas 79905 Tel: (915) 775-3226 Fax: (915) 775-3356</p>	<p>Include address and telephone numbers of all persons, partnerships, corporations, or associations</p> <p>Paul L. Foster 6500 Trowbridge Drive El Paso, Texas 79905 (915) 775-3300</p> <p>Western Refining, Inc. 6500 Trowbridge Drive El Paso, Texas 79905 (915) 775-3300</p>

3. ASSOCIATE/ASSISTANT DIRECTOR

4. SIGNATURE OF SENIOR COUNSEL

5. DATE SIGNED

5/25/07

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

CERTIFICATE OF SERVICE AND COMPLIANCE

I, Nara Neves, hereby certify that on May 29, 2007 copies of the foregoing **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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Peter Richman
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Marian Bruno
Associate Director, Bureau of Competition
Federal Trade Commission
600 Pennsylvania Avenue NW
Washington, DC 20580
(Via registered mail)

Alden Abbott
Associate Director, Bureau of Competition
Federal Trade Commission
600 Pennsylvania Avenue NW
Washington, DC 20580
(Via registered mail)

**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 LOWRY BARFIELD

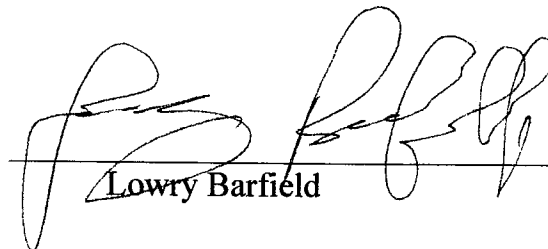
I, Lowry Barfield, declare as follows:

1. I am an attorney with and General Counsel of Western Refining Inc., and 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 Texas (Bar No. 01733300) and the Bar of Florida (Bar No. 43249). 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.

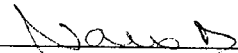
Executed: May 25, 2007.



Lowry Barfield

Tom D. Smith
Jones Day
51 Louisiana Avenue NW
Washington, DC 20001
Tel: 202-879-3971
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