

Edgar Filing: VALERO L P - Form SC 13D/A

VALERO L P
Form SC 13D/A
March 25, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

Valero L.P.

(Name of Issuer)

Common Units representing limited partner interests

(Title of Class of Securities)

91913W 10 4

(CUSIP Number)

Jay D. Browning
Valero Energy Corporation
One Valero Place
San Antonio, Texas 78212
(210) 370-2000

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

March 18, 2003

(Date of Event which Requires Filing of this
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. Seess.240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Edgar Filing: VALERO L P - Form SC 13D/A

SCHEDULE 13D

CUSIP NO.

91913W 10 4

PAGE 2 OF 22 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Valero Energy Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS *
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 614,572 Common Units of Valero L.P.
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 614,572 Common Units of Valero L.P.
	10	SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
614,572 Common Units of Valero L.P.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES *

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.29%

14 TYPE OF REPORTING PERSON *
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

Edgar Filing: VALERO L P - Form SC 13D/A

CUSIP NO.

91913W 10 4

PAGE 3 OF 22 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
TPI Petroleum, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS *
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Michigan

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-

	8	SHARED VOTING POWER 614,572 Common Units of Valero L.P.

	9	SOLE DISPOSITIVE POWER -0-

	10	SHARED DISPOSITIVE POWER 614,572 Common Units of Valero L.P.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
614,572 Common Units of Valero L.P.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES *
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.29%

14 TYPE OF REPORTING PERSON *
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP NO.

91913W 10 4

PAGE 4 OF 22 PAGES

Edgar Filing: VALERO L P - Form SC 13D/A

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Diamond Shamrock Refining and Marketing Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS *
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 614,572 Common Units of Valero L.P.
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 614,572 Common Units of Valero L.P.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
614,572 Common Units of Valero L.P.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES *
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.29%

14 TYPE OF REPORTING PERSON *
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP NO. 91913W 10 4 PAGE 5 OF 22 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Sigmor Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

Edgar Filing: VALERO L P - Form SC 13D/A

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS *
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 614,572 Common Units of Valero L.P.
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 614,572 Common Units of Valero L.P.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
614,572 Common Units of Valero L.P.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES *
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.29%

14 TYPE OF REPORTING PERSON *
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP NO. 91913W 10 4 PAGE 6 OF 22 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
The Shamrock Pipe Line Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) []
(b) []

3 SEC USE ONLY

Edgar Filing: VALERO L P - Form SC 13D/A

4 SOURCE OF FUNDS *
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 614,572 Common Units of Valero L.P.
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 614,572 Common Units of Valero L.P.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
614,572 Common Units of Valero L.P.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES *
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.29%

14 TYPE OF REPORTING PERSON *
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP NO. 91913W 10 4 PAGE 7 OF 22 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Diamond Shamrock Refining Company, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS *
OO

Edgar Filing: VALERO L P - Form SC 13D/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 614,572 Common Units of Valero L.P.
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 614,572 Common Units of Valero L.P.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
614,572 Common Units of Valero L.P.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES *
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.29%

14 TYPE OF REPORTING PERSON *
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP NO. 91913W 10 4 PAGE 8 OF 22 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
TPI Pipeline Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS *
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Edgar Filing: VALERO L P - Form SC 13D/A

Michigan

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 614,572 Common Units of Valero L.P.
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 614,572 Common Units of Valero L.P.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

614,572 Common Units of Valero L.P.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES *
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.29%

14 TYPE OF REPORTING PERSON *

HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

z SCHEDULE 13D

CUSIP NO. 91913W 10 4 PAGE 9 OF 22 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
UDS Logistics, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS *
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2 (D) OR 2 (E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER -0-
-------------------------------------	---	--------------------------

Edgar Filing: VALERO L P - Form SC 13D/A

OWNED BY EACH REPORTING PERSON WITH	8 9 10	SHARED VOTING POWER 614,572 Common Units of Valero L.P. ----- SOLE DISPOSITIVE POWER -0- ----- SHARED DISPOSITIVE POWER 614,572 Common Units of Valero L.P. -----
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 614,572 Common Units of Valero L.P. -----	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES * [] -----	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.29% -----	
14	TYPE OF REPORTING PERSON * HC, CO -----	

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 10 of 22 Pages

Item 1. Security and Issuer

This Amendment No.1 (the "Amendment") to Schedule 13D is being filed by Valero Energy Corporation ("Valero Energy") and certain of its subsidiaries, TPI Petroleum, Inc., Diamond Shamrock Refining and Marketing Company, Sigmor Corporation, The Shamrock Pipe Line Corporation, Diamond Shamrock Refining Company, L.P., TPI Pipeline Corporation and UDS Logistics, LLC (collectively, the "Subsidiaries" and together with Valero Energy, the "Reporting Persons") to amend the Schedule 13D that was previously filed on January 10, 2002. This statement relates to the common units representing limited partner interests (the "Common Units") of Valero L.P., a Delaware limited partnership (the "Partnership"), which has its principal executive offices at One Valero Place 1604 West, San Antonio, Texas 78212.

Item 2. Identity and Background

The information previously furnished in response to Item 2 is amended to add the following:

On March 18, 2003, the Partnership redeemed 3,809,750 Common Units pursuant to the Common Unit Redemption Agreement (the "Redemption Agreement") dated as of March 12, 2003, among the Partnership and UDS Logistics, LLC, a Delaware limited liability company ("UDS Logistics"). For approximately \$134.1 million, the Partnership redeemed from UDS Logistics 3,809,750 Common Units at a price of \$35.19 per unit, which is equal to the net proceeds per unit, after underwriting discounts and commissions, received by the Partnership in a public offering of 5,750,000 of the Partnership's Common Units. An Underwriting Agreement (see below) with respect to the Common Unit offering was entered into immediately prior to the execution of the Redemption Agreement. The closing of the redemption took place immediately after the closing of the Common Unit offering on March 18, 2003. The redemption reduced the amount of Common Units Valero Energy beneficially owns through UDS Logistics from 4,424,322 to 614,572 Common Units, reducing Valero Energy's ownership of the Partnership's Common Units from 46.1% to 5.29%, assuming the overallotment option granted to the

Edgar Filing: VALERO L P - Form SC 13D/A

underwriters in the public offering of Common Units is not exercised. The Redemption Agreement is incorporated by reference into this Amendment No. 1 from Exhibit No. 10.1 to the Partnership's Current Report on Form 8-K filed on March 17, 2003. Schedule I is amended and restated as attached hereto. Appendices A through G are hereby amended and restated as attached hereto.

Item 4. Purpose of Transaction

The information previously furnished in response to Item 4 is amended to add the following:

See Item 2.

Pursuant to the Redemption Agreement, the Partnership redeemed 3,809,750 Common Units from UDS Logistics at a price of \$35.19 per unit, which is equal to the net proceeds per unit received by the Partnership in a concurrent underwritten public offering of 5,750,000 Common Units, after underwriting discount and commissions. The purpose of the Common Unit redemption was to decrease Valero Energy's aggregate ownership of all partner interests of the Partnership to 49.5% or less. Valero Energy continues to own and control the general partner of the Partnership and thus continues to control and manage the Partnership.

Item 5. Interest in Securities of the Partnership

The information previously furnished in response to Item 5 is amended to add the following:

The Reporting Persons are deemed to be the beneficial owners of 614,572 Common Units, which constitute approximately 5.29% of the total issued and outstanding Common Units as of March 18, 2003 (based on 11,624,822 Common Units outstanding after giving effect to the redemption and the Common Unit offering). The Reporting Persons also hold, through UDS Logistics, 9,599,322 subordinated limited partner interests in the Partnership.

Page 11 of 22 Pages

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Company

The information previously furnished in response to Item 6 is amended to add the following:

In addition to the Redemption Agreement, the Partnership has entered into an Underwriting Agreement (the "Underwriting Agreement") dated March 12, 2003 with Lehman Brothers Inc., Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated, Salomon Smith Barney Inc., UBS Warburg LLC, Credit Suisse First Boston LLC, RBC Dain Rauscher Inc., and Sanders Morris Harris Inc. (collective, the "Underwriters") pursuant to which the Partnership has agreed to grant to the Underwriters an option (the "Option") to purchase 862,500 Common Units (the "Option Units") at \$36.75 per unit. The Option will expire 30 days after the date of the Underwriting Agreement.

The Chairman, the President, the Executive Vice President and Chief Operating Officer and an employee of Valero Energy are also directors of the Partnership.

The Executive Vice President and Chief Operating Officer, the Vice

Edgar Filing: VALERO L P - Form SC 13D/A

President--Finance and two employees of Valero Energy are also executive officers of the Partnership.

Except as set forth in the Partnership's agreement of limited partnership, as amended and restated to the date hereof, or in the exhibits hereto, none of the Reporting Persons, nor to the best knowledge and belief of the Reporting Persons, any of their respective directors or executive officers, is a party to any other contract, arrangement, understanding or relationship with respect to any securities of the Partnership, except for interests in restricted units and unit options granted by the Partnership to its executive officers and directors who are affiliated with Valero Energy.

Item 7. Material to be filed as Exhibits

The information previously furnished in response to this item is amended by adding reference to the following new exhibit being filed with this Amendment No.1:

Exhibit I: Common Unit Redemption Agreement dated as of March 12, 2003, among UDS Logistics, LLC and the Partnership, incorporated herein by reference from Exhibit No. 10.1 to the Partnership's Current Report on Form 8-K filed on March 17, 2003.

Page 12 of 22 Pages

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: March 25, 2003

VALERO ENERGY CORPORATION

By: /s/ Jay D. Browning
Name: Jay D. Browning
Title: Vice President and Corporate Secretary

TPI PETROLEUM, INC.

By: /s/ Jay D. Browning
Name: Jay D. Browning
Title: Vice President and Secretary

DIAMOND SHAMROCK REFINING AND MARKETING COMPANY

By: /s/ Jay D. Browning
Name: Jay D. Browning
Title: Vice President and Secretary

Edgar Filing: VALERO L P - Form SC 13D/A

SIGMOR CORPORATION

By: /s/ Jay D. Browning
Name: Jay D. Browning
Title: Vice President and Secretary

THE SHAMROCK PIPE LINE CORPORATION

By: /s/ Jay D. Browning
Name: Jay D. Browning
Title: Vice President and Secretary

Page 13 of 22 Pages

DIAMOND SHAMROCK REFINING COMPANY, L.P.

By: /s/ Jay D. Browning
Name: Jay D. Browning
Title: Vice President and Secretary

TPI PIPELINE CORPORATION

By: /s/ Jay D. Browning
Name: Jay D. Browning
Title: Vice President and Secretary

UDS LOGISTICS, LLC

By: /s/ Corky Davis
Name: Corky Davis
Title: Secretary

Page 14 of 22 Pages

SCHEDULE I

NAME -----	STATE OF INCORPORATION -----	BUSINESS ADDRESS -----
Valero Energy Corporation	Delaware	One Valero Place San Antonio, Texas 78212

Edgar Filing: VALERO L P - Form SC 13D/A

TPI Petroleum, Inc.	Michigan	One Valero Place San Antonio, Texas 78212
Diamond Shamrock Refining and Marketing Company	Delaware	One Valero Place San Antonio, Texas 78212
Sigmor Corporation	Delaware	One Valero Place San Antonio, Texas 78212
The Shamrock Pipe Line Corporation	Delaware	One Valero Place San Antonio, Texas 78212
Diamond Shamrock Refining Company, L.P.	Delaware	One Valero Place San Antonio, Texas 78212
TPI Pipeline Corporation	Michigan	One Valero Place San Antonio, Texas 78212
UDS Logistics, LLC	Delaware	5801 Osuna Road, NE Suite A-102 Albuquerque, NM 87109-2587

Page 15 of 22 Pages

APPENDIX A

Executive Officers and Directors of Valero Energy Corporation

NAME	OFFICE
----	-----
William E. Greehey	Chairman of the Board, Chief Executive Officer and Director
Gregory C. King	President
Keith D. Boone	Executive Vice President and Chief Administrative Officer
John D. Gibbons	Executive Vice President and Chief Financial Officer
William R. Klesse	Executive Vice President and Chief Operating Officer
Gary L. Arthur, Jr.	Senior Vice President--Marketing
Robert S. Beadle	Senior Vice President--Crude and Feedstock Supply and Trading
Mary Rose Brown	Senior Vice President--Corporate Communications
Michael S. Ciskowski	Senior Vice President--Corporate Development
S. Eugene Edwards	Senior Vice President--Supply and Trading
John F. Hohnholt	Senior Vice President--Development and Planning & Economics
Richard J. Marcogliese	Senior Vice President--Refining Operations
Kenneth A. Applegate	Vice President--Wholesale Marketing
Steven A. Blank	Vice President--Finance
Kimberly S. Bowers	Vice President--Legal Services and Assistant Secretary
Jay D. Browning	Vice President and Secretary
Clayton E. Killinger	Vice President and Controller
Stephan F. Motz	Vice President--Retail Marketing
William H. Zesch	Vice President and Chief Information Officer
Donna M. Titzman	Treasurer
J. Stephen Gilbert	Assistant Secretary and Disclosure and Compliance Officer
E. Glenn Biggs	Director
W. E. Bradford	Director
Ronald Calgaard	Director
Donald M. Carlton	Director
Jerry D. Choate	Director
W.H. Clark	Director
Robert G. Dettmer	Director

Edgar Filing: VALERO L P - Form SC 13D/A

Ruben M. Escobedo	Director
Bob Marbut	Director
Susan Kaufman Purcell	Director

Each of the foregoing persons is a United States citizen with the exception of Mr. Motz, who is a Canadian citizen. The principal business address of each of the above officers is One Valero Place, San Antonio, Texas 78212, and the present principal occupation or employment of each such offer is serving as an employee of Valero Energy Corporation.

The principal business address of E. Glenn Biggs is 745 E. Mulberry Ave., Suite 320, San Antonio, TX 78212, and he is the President of Biggs & Co., a corporation engaged in developmental projects and financial planning.

Page 16 of 22 Pages

The principal address of W.E. Bradford is 5500 Preston Road, Suite 260, Dallas, Texas 75205, and he is retired.

The principal business address of Ronald K. Calgaard is 755 E. Mulberry Ave., Suite 400, San Antonio, Texas 78212, and he is the Chief Operating Officer of Austin, Calvert & Flavin, Inc., a business engaged in financial advisory services.

The principal address of Donald M. Carlton is P.O. Box 201088, Austin, Texas 78720-1088, and he is retired.

The principal address of Jerry D. Choate is 33971 Selva Rd., Suite 130, Dana Point, CA 92629, and he is retired.

The principal business address of W. "H" Clark is 20 South Clark Street, Suite 2222, Two First National Plaza, Chicago, IL 60603, and he is the President of W.H. Clark Associates, Ltd., a business engaged in investment activities.

The principal address of Robert G. Dettmer is 80 Round Hill Road, Greenwich, Connecticut 06831, and he is retired.

The principal business address of Ruben M. Escobedo is 745 E. Mulberry, Suite #777, San Antonio, Texas 78212-3166, and he is the President of Ruben Escobedo & Company, a public accounting firm.

The principal business address of Bob Marbut is 200 Concord Plaza, Suite 700, San Antonio, Texas 78216, and he is the Chairman and Chief Executive Officer of Argyle Communications, Inc., a corporation engaged in broadcasting and publishing.

The principal business address of Susan Kaufman Purcell is 680 Park Avenue, New York, NY 10021, and she is the Vice President of Americas Society, a not-for-profit organization.

Page 17 of 22 Pages

APPENDIX B

Edgar Filing: VALERO L P - Form SC 13D/A

Executive Officers and Directors of TPI Petroleum, Inc.

NAME -----	OFFICE -----
William E. Greehey	Chief Executive Officer and President
John D. Gibbons	Executive Vice President
Gregory C. King	Executive Vice President and Director
William R. Klesse	Executive Vice President, Director and Chairman of the Board
Michael S. Ciskowski	Senior Vice President
John F. Hohnholt	Senior Vice President
Richard J. Marcogliese	Senior Vice President
William H. Zesch	Senior Vice President
Charles (Hal) Adams	Vice President
Jay D. Browning	Vice President and Secretary
Clayton E. Killinger	Vice President and Controller
Charles F. LeRoy	Vice President
Martin E. Loeber	Vice President
Norman L. Renfro	Vice President
T. Wyatt Stripling	Vice President and Tax Director
Donna M. Titzman	Vice President and Treasurer

Each of the foregoing persons is a United States citizen. The principal business address of each such persons is One Valero Place, San Antonio, Texas 78212 and the present principal occupation or employment of each such person is their position or positions as an executive officer and/or director of TPI Petroleum, Inc. and, if applicable, other affiliates of Valero Energy Corporation.

Page 18 of 22 Pages

APPENDIX C

Executive Officers and Directors of Diamond Shamrock Refining and Marketing Company

NAME -----	OFFICE -----
William E. Greehey	Chief Executive Officer and President
John D. Gibbons	Executive Vice President
Gregory C. King	Executive Vice President and Director
William R. Klesse	Executive Vice President, Director and Chairman of the Board
Gary L. Arthur, Jr.	Senior Vice President and Director
Robert. S. Beadle	Senior Vice President
Michael S. Ciskowski	Senior Vice President
S. Eugene Edwards	Senior Vice President
Wade E. Upton	Senior Vice President
William H. Zesch	Senior Vice President
Charles (Hal) Adams	Vice President
Curtis V. Anastasio	Vice President
Kenneth A. Applegate	Vice President
Steven A. Blank	Vice President
James R. Bluntzer	Vice President
Paul W. Brattlof	Vice President
Jay D. Browning	Vice President and Secretary

Edgar Filing: VALERO L P - Form SC 13D/A

Dennis E. Dominic	Vice President
Ronald A. Frisk	Vice President
Gregory W. Kaneb	Vice President
Clayton E. Killinger	Vice President and Controller
Martin E. Loeber	Vice President
Norman L. Renfro	Vice President
Craig A. Stanich	Vice President
Michael T. Stone	Vice President
T. Wyatt Stripling	Vice President and Tax Director
Cheryl L. Thomas	Vice President
Donna M. Titzman	Vice President and Treasurer

Each of the foregoing persons is a United States citizen. The principal business address of each such persons is One Valero Place, San Antonio, Texas 78212, and the present principal occupation or employment of each such person is their position or positions as an executive officer and/or director of Diamond Shamrock Refining and Marketing Company and, if applicable, other affiliates of Valero Energy Corporation.

Page 19 of 22 Pages

APPENDIX D

Executive Officers and Directors of Sigmor Corporation

NAME	OFFICE
----	-----
Gary L. Arthur, Jr.	Chief Executive Officer, President and Director
John D. Gibbons	Executive Vice President
Gregory C. King	Executive Vice President and Director
Curtis V. Anastasio	Vice President
Steven A. Blank	Vice President
Jay D. Browning	Vice President and Secretary
Clayton E. Killinger	Vice President and Controller
Douglas M. Miller	Vice President and Director
Stephan F. Motz	Vice President
T. Wyatt Stripling	Vice President and Tax Director
Cheryl L. Thomas	Vice President
Donna M. Titzman	Vice President and Treasurer

Each of the foregoing persons is a United States citizen with the exception of Mr. Motz, who is a Canadian citizen. The principal business address of each such persons is One Valero Place, San Antonio, Texas 78212, and the present principal occupation or employment of each such person is their position or positions as an executive officer and/or director of Sigmor Corporation and, if applicable, other affiliates of Valero Energy Corporation.

Page 20 of 22 Pages

APPENDIX E

Executive Officers and Directors of The Shamrock Pipe Line Corporation

NAME	OFFICE
William R. Klesse	Chief Executive Officer, President, Director and Chairman of the Board

Edgar Filing: VALERO L P - Form SC 13D/A

John D. Gibbons	Executive Vice President
Gregory C. King	Executive Vice President and Director
Michael S. Ciskowski	Senior Vice President
Richard J. Marcogliese	Senior Vice President
William H. Zesch	Senior Vice President
Curtis V. Anastasio	Vice President
James R. Bluntzer	Vice President
Jay D. Browning	Vice President and Secretary
Clayton E. Killinger	Vice President and Controller
Rodney L. Reese	Vice President
Norman L. Renfro	Vice President
T. Wyatt Stripling	Vice President and Tax Director
Donna M. Titzman	Vice President and Treasurer

Each of the foregoing persons is a United States citizen. The principal business address of each such persons is One Valero Place, San Antonio, Texas 78212, and the present principal occupation or employment of each such person is their position or positions as an executive officer and/or director of The Shamrock Pipe Line Corporation and, if applicable, other affiliates of Valero Energy Corporation.

Page 21 of 22 Pages

APPENDIX F

Executive Officers and Directors of TPI Pipeline Corporation

NAME	OFFICE
----	-----
William R. Klesse	Chief Executive Officer, President, Director and Chairman of the Board
John D. Gibbons	Executive Vice President
Gregory C. King	Executive Vice President and Director
Michael S. Ciskowski	Senior Vice President
Richard J. Marcogliese	Senior Vice President
William H. Zesch	Senior Vice President
Curtis V. Anastasio	Vice President
James R. Bluntzer	Vice President
Jay D. Browning	Vice President and Secretary
Clayton E. Killinger	Vice President and Controller
Rodney L. Reese	Vice President
Norman L. Renfro	Vice President
T. Wyatt Stripling	Vice President and Tax Director
Donna M. Titzman	Vice President and Treasurer

Each of the foregoing persons is a United States citizen. The principal business address of each such persons is One Valero Place, San Antonio, Texas 78212, and the present principal occupation or employment of each such person is their position or positions as an executive officer and/or director of TPI Pipeline Corporation and, if applicable, other affiliates of Valero Energy Corporation.

Page 22 of 22 Pages

APPENDIX G

Edgar Filing: VALERO L P - Form SC 13D/A

Executive Officers of UDS Logistics, LLC

NAME	OFFICE
----	-----
Raymond F. Gaddy	President
Corky Davis	Secretary and Treasurer

Each of the foregoing persons is a United States citizen. The principal business address of each such persons is 5801 Osuna Road, NE, Suite A-102, Albuquerque, NM 87109-2587, and the present principal occupation or employment of each such person is their position or positions as an executive officer of UDS Logistics, LLC and, if applicable, other affiliates of Valero Energy Corporation.