

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).

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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 | 7 | SOLE VOTING POWER 614,572 Common Units of Valero L.P. |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 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

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CUSIP NO.

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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

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6 CITIZENSHIP OR PLACE OF ORGANIZATION
Michigan

| | | |
|--|----|---|
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14 TYPE OF REPORTING PERSON *
HC, CO

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SCHEDULE 13D

CUSIP NO.

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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

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ITEMS 2(D) OR 2(E) []

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Delaware

| | | |
|--|----|---|
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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)

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(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS *
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
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Delaware

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|--|----|---|
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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

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4 SOURCE OF FUNDS *
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6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

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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

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ITEMS 2(D) OR 2(E) []

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Delaware

| | | |
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[]

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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
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6 CITIZENSHIP OR PLACE OF ORGANIZATION

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Michigan

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

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- |
|-------------------------------------|---|--------------------------|

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| | | |
|---|--|---|
| 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!

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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

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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.

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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

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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.

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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

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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

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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

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SCHEDULE I

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

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| | | |
|--|----------|--|
| 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 |

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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 |

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| | |
|-----------------------|----------|
| 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.

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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.

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APPENDIX B

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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.

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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 |

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| | |
|----------------------|---------------------------------|
| 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.

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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.

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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 |

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| | |
|------------------------|---------------------------------------|
| 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.

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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.

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APPENDIX G

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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.