

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

VALERO L.P.
(FORMERLY SHAMROCK LOGISTICS, L.P.)

(Name of Issuer)

COMMON UNITS

(Title of Class of Securities)

91913W 10 4

(CUSIP Number)

JAY D. BROWNING
VALERO ENERGY CORPORATION
ONE VALERO PLACE
SAN ANTONIO, TX 78212
(210) 370-2000

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

Copy to:

Gislar R. Donnenberg
Andrews & Kurth
Mayor Day Caldwell & Keeton L.L.P.
600 Travis, Suite 4200
Houston, Texas 77002
(713) 220-4200

DECEMBER 31, 2001

(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) 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).

SCHEDULE 13D

----- CUSIP NO. 91913W 10 4 PAGE 2 OF 25 PAGES -----

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Valero Energy Corporation - -----

-- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) - -----

----- 3 SEC USE ONLY -----

----- 4 SOURCE OF FUNDS* 00; see Item 3 -----

----- 5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) -----

----- 6 CITIZENSHIP OR PLACE OF
ORGANIZATION Delaware -----

NUMBER OF 7 SOLE VOTING POWER SHARES 4,424,322 Common Units of Valero L.P.
BENEFICIALLY -----

----- OWNED BY 8 SHARED VOTING POWER -0- EACH -----

----- REPORTING PERSON 9 SOLE DISPOSITIVE POWER WITH 4,424,322
Common Units of Valero L.P. -----

----- 10 SHARED DISPOSITIVE POWER

-0-

----- 11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,424,322 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) 46.1% -----

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

----- *SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

----- CUSIP NO. 91913W 10 4 PAGE 3 OF 25 PAGES -----

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
TPI Petroleum, Inc. - -----

----- 2
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) - -----

----- 3 SEC USE ONLY -----

----- 4 SOURCE OF FUNDS* 00; see Item 3 -----

----- 5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) -----

----- 6 CITIZENSHIP OR PLACE OF
ORGANIZATION Michigan -----

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

----- EACH REPORTING 8 SHARED VOTING POWER PERSON 4,424,322 Common Units of
Valero L.P. WITH -----

----- 9 SOLE DISPOSITIVE POWER -0- -----

----- 10 SHARED DISPOSITIVE POWER 4,424,322 Common Units of Valero L.P.

----- 11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,424,322 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) 46.1% -----

----- *SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Diamond Shamrock Refining and Marketing Company - -----

----- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) (b) - -----

----- 3 SEC
USE ONLY - -----

----- 4 SOURCE OF
FUNDS* 00; see Item 3 - -----

----- 5
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
OR 2(e) - -----

----- 6
CITIZENSHIP OR PLACE OF ORGANIZATION Delaware - -----

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

----- OWNED BY 8 SHARED VOTING POWER EACH 4,424,322 Common Units
of Valero L.P. REPORTING -----

----- PERSON 9 SOLE DISPOSITIVE POWER
WITH -0- -----

----- 10 SHARED DISPOSITIVE POWER 4,424,322 Common
Units of Valero L.P. - -----

----- 11
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,424,322 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) 46.1% - -----

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

----- *SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Sigmor Corporation - -----

----- 2
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) - -----

----- 3 SEC USE ONLY - -----

----- 4 SOURCE OF FUNDS* 00; see Item 3 - -----

----- 5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ? - -----

----- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware - -----

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

----- OWNED BY 8
SHARED VOTING POWER EACH 4,424,322 Common Units of Valero L.P. REPORTING -----

----- PERSON 9 SOLE DISPOSITIVE POWER WITH -0- -----

----- 10 SHARED DISPOSITIVE POWER 4,424,322 Common Units of Valero L.P. - -----

----- 11 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON 4,424,322 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)

46.1% - -----

----- 14 TYPE OF

REPORTING PERSON HC, CO - -----

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

----- CUSIP NO. 91913W 10 4 PAGE 6 OF 25 PAGES - -----

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
The Shamrock Pipe Line Corporation - -----

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

----- 3 SEC USE ONLY - -----

----- 4 SOURCE OF FUNDS* 00; see Item
3 - -----

----- 5 CHECK BOX IF
DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ? -

----- 6 CITIZENSHIP OR PLACE OF
ORGANIZATION Delaware - -----

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

----- OWNED BY 8 SHARED VOTING POWER EACH 4,424,322 Common Units of Valero L.P.
REPORTING -----

----- PERSON 9 SOLE DISPOSITIVE POWER WITH -0- -----

----- 10 SHARED DISPOSITIVE POWER 4,424,322 Common Units of Valero
L.P. - -----

----- 11 AGGREGATE
AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,424,322 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) 46.1% - -----

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

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

----- CUSIP NO. 91913W 10 4 PAGE 7 OF 25 PAGES - -----

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Diamond Shamrock Refining Company, L.P. - -----

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

----- 3 SEC USE ONLY

----- 4 SOURCE OF FUNDS* 00;
see Item 3 - -----

----- 5 CHECK BOX
IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [] -

----- 6 CITIZENSHIP OR
PLACE OF ORGANIZATION Delaware - -----

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

----- OWNED BY 8 SHARED VOTING POWER EACH 4,424,322 Common Units of Valero L.P.
REPORTING -----

----- PERSON 9 SOLE DISPOSITIVE POWER WITH -0- -----

----- 10 SHARED DISPOSITIVE POWER 4,424,322 Common Units of Valero
L.P. - -----

----- 11 AGGREGATE
AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,424,322 Common Units of
Valero L.P. - -----

----- 12 CHECK

I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSON UDS
Logistics, LLC
85-0470977 - - -

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

----- 3 SEC
USE ONLY - - - - -

----- 4
SOURCE OF
FUNDS* 00; see
Item 3 - - - - -

----- 5 CHECK
BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEMS 2(d) OR
2(e) [] - - - - -

----- 6
CITIZENSHIP OR
PLACE OF
ORGANIZATION
Delaware - - - - -

----- NUMBER

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

----- OWNED
BY 8 SHARED
VOTING POWER
EACH 4,424,322
Common Units of
Valero L.P.
REPORTING -----

----- PERSON 9
SOLE
DISPOSITIVE
POWER WITH -0-

----- 10
SHARED
DISPOSITIVE
POWER 4,424,322
Common Units of
Valero L.P. - -

----- 11
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
4,424,322
Common Units of
Valero L.P. - -

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

----- 13 PERCENT

(the "Partnership"), which has its principal executive offices at 6000 North Loop 1604 West, San Antonio, Texas 78249-1112.

Item 2.

Identity and Background (a) - (b) The information required to be filed in response to paragraphs (a) and (b) of Item 2 with respect to the Reporting Persons is set forth on Schedule I. (c) The information required to be filed in response to paragraph (c) of Item 2 with respect to the Reporting Persons is as follows: 1.

Valero is principally engaged in the refining, marketing and retailing of high-quality refined petroleum products and convenience store merchandise. The executive officers and directors of Valero are listed on Appendix A hereto. The 4,424,322 Common Units, representing a 46.1% ownership interest in the Partnership, were initially beneficially owned by Ultramar Diamond Shamrock Corporation, a Delaware corporation ("UDS"), through the Subsidiaries holding the Common Units. Pursuant to that certain Agreement of Plan of Merger dated as of May

6, 2001 by and between UDS and Valero (the "Merger Agreement"), UDS was merged with and into Valero on December 31, 2001 (the "Merger"), with Valero remaining as the surviving corporation and ultimate parent company of the Subsidiaries holding the Common Units. As a result of the Merger, Valero beneficially owns the 4,424,322 Common Units through UDS Logistics, LLC, its indirect wholly owned subsidiary. Also as a result of the Merger, Valero is the direct owner of 100% of each of Diamond Shamrock Refining and Marketing Company ("DSRMC") and TPI Petroleum Inc. DSRMC holds a 45.023544% member interest in UDS Logistics, LLC. DSRMC also is the owner of 100% of each of Diamond Shamrock Refining Company, L.P. (through DSRMC's subsidiaries Sigmor Corporation and D-S Venture Company, LLC), Sigmor Corporation and The Shamrock Pipe Line Corporation, each of which holds a 5.414771%, 29.498522% and 13.544178% member interest in UDS Logistics, LLC, respectively. The remaining 6.518985%

member interests in UDS Logistics, LLC is held by TPI Pipeline Corporation, a direct wholly owned subsidiary of TPI Petroleum Inc. As a result of this ownership structure, Valero and each of the following direct and indirect subsidiaries of Valero, DSRMC, TPI Petroleum, Inc., TPI Pipeline Corporation, Sigmor Corporation, The Shamrock Pipe Line Corporation and Diamond Shamrock Refining Company, L.P., may be deemed to beneficially own the Common Units held by UDS Logistics, LLC. 2. TPI Petroleum, Inc. is the direct owner of 100% of TPI Pipeline Corporation and is principally engaged in the refining and marketing of petroleum products. The executive officers and directors of TPI Petroleum, Inc. are listed on Appendix B hereto.

Page 11 of 25
Pages 3. DSRMC
is the direct
owner of
45.023544% of
the member
interests of
UDS Logistics,
LLC, 100% of
each of Sigmor
Corporation,
The Shamrock
Pipe Line
Corporation and
Diamond
Shamrock
Refining
Company, L.P.
and is
principally
engaged in the
refining and
marketing of
petroleum
products. The
executive
officers and
directors of
DSRMC are
listed on
Appendix C
hereto. 4.

Sigmor
Corporation
owns 29.498522%
of the member
interests of
UDS Logistics,
LLC and is
principally
engaged in the
ownership and
leasing of real
estate. The
executive
officers and
directors of
Sigmor
Corporation are
listed on
Appendix D
hereto. 5. The

The Shamrock Pipe
Line
Corporation
owns 13.544178%
of the member
interests of
UDS Logistics,
LLC and is
primarily
engaged in the
ownership and
operation of
pipelines. The
executive
officers and
directors of
The Shamrock
Pipe Line
Corporation are
listed on
Appendix E
hereto. 6.

Diamond
Shamrock
Refining
Company, L.P.
owns 5.414771%
of the member

interests of UDS Logistics, LLC and is primarily engaged in the ownership and operation of refineries and pipelines. 7. TPI Pipeline Corporation owns 6.518985% of the member interests of UDS Logistics, LLC and is primarily engaged in the ownership and operation of pipelines. The executive officers and directors of TPI Pipeline Corporation are listed on Appendix F hereto. 8. UDS Logistics, LLC is the limited partner of Riverwalk Logistics, L.P., the general partner of the Partnership, and its sole purpose is to hold (i) the limited partner interest in Riverwalk Logistics, L.P. and (ii) Common Units and the subordinated units of the Partnership. The executive officers and directors of UDS Logistics, LLC are listed on Appendix G hereto. (d) During the last five years, none of the Reporting Persons have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). (e) During the last five years, none of the Reporting Persons have been a party to a civil proceeding of a judicial or administrative body of

competent jurisdiction as a result of which any of such persons was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. (f) The information required to be filed in response to paragraph (f) of Item 2 with respect to the Reporting Persons is set forth on Schedule I.

Item 3. Source and Amount of Funds or Other Consideration UDS and the Subsidiaries originally acquired beneficial ownership of 4,424,322 Common Units on April 16, 2001 in exchange for the contribution of an equity interest in an affiliated entity of the Partnership in connection with the Partnership's initial public offering. Pursuant to the Merger Agreement, UDS was merged with and into Valero on December 31, 2001, whereupon UDS ceased its existence and Valero, as the surviving entity of the Merger, became the ultimate parent company of the Subsidiaries and, as a result, the beneficial owner of the

Common Units.
Item 4. Purpose
of Transaction
The Merger
between UDS and
Valero, whereby
Valero became
the beneficial
owner of the
Common Units,
was consummated
in order to
complete the
acquisition of
UDS' business
by Valero. The
Reporting

Page 12 of 25
Pages Persons
acquired the
Common Units
reported herein
solely for the
purpose of
investment. The
Reporting
Persons may
make additional
purchases of
Common Units
either in the
open market or
in private
transactions
depending on
the
Partnership's
business,
prospects and
financial
condition, the
market for the
Common Units,
general
economic
conditions,
money and stock
market
conditions and
other future
developments.

Item 5.

Interest in
Securities of
the Partnership
(a) There were
9,599,322
Common Units
outstanding as
of December 31,
2001, the date
of the Merger.
The Reporting
Persons are
deemed to be
the beneficial
owners of
4,424,322
Common Units,
which
constitute
approximately
46.1% of the
total issued
and outstanding
Common Units as
of January 10,
2002. The
Reporting
Persons also
hold, through
UDS Logistics,
LLC, 9,599,322
subordinated
limited partner
interests in
the
Partnership,
which may be
converted,
generally not
before March
31, 2006, into
an equal number
of Common Units
upon
satisfaction of

the conditions described in the Registration Statement on Form S-1 (No. 333-43668 and No. 333-58588), incorporated herein by reference. (b) The number of Common Units as to which there is sole power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or direct the disposition for the Reporting Persons is set forth on the cover page of this Statement on Schedule 13D, and such information is incorporated herein by reference. (c) There have been no reportable transactions with respect to the Common Units within the last 60 days by the Reporting Persons except for the acquisition of beneficial ownership of units being reported on this Schedule 13D. (d) The Reporting Persons have the right to receive distributions from, and the proceeds from the sale of, the respective Common Units reported by such persons on the cover pages of this Statement on Schedule 13D. (e) Not applicable.

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

the Company The
4,424,322
Common Units
acquired by the
Subsidiaries
were acquired
in a private
placement and
are restricted
securities.
Certain
transfer
restrictions,
voting rights
of the
Reporting
Persons and
registration
rights granted
by the
Partnership and
to which the
Partnership is
entitled are
set forth in
the Second
Amended and
Restated
Agreement of
Limited
Partnership of
the
Partnership, a
copy of the
form of which
is included as
Appendix A to
the
Registration
Statement on
Form S-1 which
has been
incorporated by
reference to
this Schedule
13D. Item 7.
Material to be
filed as
Exhibits
Exhibit A:
Registration
Statement on
Form S-1 for
Shamrock
Logistics, L.P.
(333-43668)
incorporated
herein by
reference.
Exhibit B:
Registration
Statement on
Form S-1 for
Shamrock
Logistics, L.P.
(333-58588)
incorporated
herein by
reference.
Exhibit C:
Agreement and
Plan of Merger
dated as of May
6, 2001, by and
between Valero
Energy
Corporation and
Ultramar
Diamond
Shamrock
Corporation

incorporated
herein by
reference.
Exhibit D:
Joint Filing
Agreement,
dated January
10, 2002.

Pages

SIGNATURES

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:

January 10,
2002 VALERO
ENERGY

CORPORATION /S/
Jay D. Browning

--- Name: Jay
D. Browning
Title:

Secretary TPI
PETROLEUM, INC.
/S/ Todd Walker

--- Name: Todd
Walker Title:

Secretary
DIAMOND
SHAMROCK
REFINING AND
MARKETING
COMPANY /S/
Todd Walker ---

Name: Todd
Walker Title:

Secretary
SIGMOR
CORPORATION /S/
Todd Walker ---

Name: Todd
Walker Title:

Secretary THE
SHAMROCK PIPE
LINE
CORPORATION /S/
Todd Walker ---

Name: Todd
Walker Title:

Secretary

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Pages DIAMOND
SHAMROCK
REFINING
COMPANY, L.P.
/S/ Todd Walker

--- Name: Todd
Walker Title:
Secretary TPI
PIPELINE
CORPORATION /S/
Todd Walker ---

Name: Todd
Walker Title:
Secretary UDS
LOGISTICS, LLC
/S/ Corky Davis

--- Name: Corky
Davis Title:
Secretary

Page 15 of 25
Pages SCHEDULE
I STATE OF NAME
INCORPORATION
BUSINESS

ADDRESS ----- --

Valero Energy
Corporation
Delaware One
Valero Place
San Antonio,
Texas 78212 TPI
Petroleum, Inc.
Michigan One
Valero Place
San Antonio,
Texas 78212
Diamond
Shamrock
Refining and
Marketing
Delaware One
Valero Place
Company 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

Greehey.....Chairman of the Board, President and Chief Executive Officer Keith D.

Booke.....Executive Vice President and Chief Administrative Officer John D.

Gibbons.....Executive Vice President and Chief Financial Officer Gregory C.

King.....Executive Vice President and General Counsel William R. Klesse.....Executive Vice President - Refining and Commercial Operations 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 - Product Supply and Trading W. Paul Eisman.....Senior Vice President - Planning and Economics John F. Hohnholt.....Senior Vice President - Developmental and Technical Support John H. Krueger.....Senior Vice President and Controller William N. Latham.....Senior Vice President and Chief Information Officer Richard J. Marcogliese.....Senior Vice President - Refining Operations Kenneth A. Applegate.....Vice President - Wholesale Marketing Steven A. Blank.....Vice President - Finance Stephan Motz.....Vice President - Retail Marketing Donna M. Titzman.....Treasurer Jay D. Browning.....Secretary Daniel L. Wojciechowski.....Assistant Controller NAME OFFICE - - - - - E. Glenn Biggs.....Director W.E. Bradford.....Director Ronald K. Calgaard.....Director Donald M. Carlton.....Director Jerry D. Choate.....Director W.H. Clark.....Director Robert G. Dettmer.....Director Ruben M. Escobedo.....Director Bob Marbut.....Director Susan Kaufman Purcell.....Director William B.

Richardson.....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 officer is serving as an employee of Valero Energy Corporation.

Page 17 of 25 Pages 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. 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. and Chairman of Hearst-Argyle Television, Inc., corporations 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. The principal business address of William B. Richardson is 1775 Pennsylvania Ave., N.W., Suite 450, Washington, D.C. 20006, and he is a principal of Kissinger McLarty & Richardson, a business engaged in political consulting services.

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.....Chairman of
the Board and Executive Vice President Michael S.
Ciskowski.....Senior Vice President John F.
Hohnholt.....Senior Vice President John H.
Krueger.....Senior Vice President and
Controller William N. Latham.....Senior Vice
President Richard J. Marcogliese.....Senior Vice
President Martin E. Loeber.....Vice President
W. Rudd Marlowe.....Vice President Norman L.
Renfro.....Vice President T. Wyatt
Stripling.....Vice President and Tax Director
Donna M. Titzman.....Vice President and
Treasurer Daniel J. Townsend.....Vice President
Richard T. Webb.....Vice President Todd
Walker.....Secretary 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 19 of 25 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.....Chairman of
the Board and Executive Vice President 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 W. Paul
Eisman.....Senior Vice President John H.
Krueger.....Senior Vice President and
Controller Charles Adams.....Vice President
Kenneth A. Applegate.....Vice President Anthony
Bartys.....Vice President Steven A.
Blank.....Vice President Paul W.
Brattlof.....Vice President Dennis
Dominic.....Vice President Ronald A.
Frisk.....Vice President Mary Hartman
Hime.....Vice President Gregory W.
Kaneb.....Vice President Martin E.
Loeber.....Vice President R. Rudd
Marlowe.....Vice President Jerry
McVicker.....Vice President Stephan
Motz.....Vice President Clifford E.
Neubauer.....Vice President Kenneth
Noble.....Vice President Norman L.
Renfro.....Vice President Craig
Stanich.....Vice President Michael T.
Stone.....Vice President T. Wyatt
Stripling.....Vice President and Tax Director
Cheryl Thomas.....Vice President Michael
Thompson.....Vice President Donna M.
Titzman.....Vice President and Treasurer Wade
E. Upton.....Vice President Todd
Walker.....Secretary Each of the foregoing
persons is a United States citizen with the exception of Messrs. Motz and
Thompson, who are Canadian citizens. 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.

Jr.....Chief Executive Officer, President and
Director Stephan Motz.....Senior Vice
President and Controller Doug
Miller.....Vice President and Director R.
Rudd Marlowe.....Vice President T. Wyatt
Stripling.....Vice President and Tax Director
Cheryl Thomas.....Vice President Donna M.
Titzman.....Vice President and Treasurer Todd
Walker.....Secretary Gregory C.
King.....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 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.

Klesse.....Chairman of the Board, Chief Executive Officer and President John D.

Gibbons.....Executive Vice President Gregory C. King.....Executive Vice President and Director Michael S. Ciskowski.....Senior Vice President John H. Krueger.....Senior Vice President and Controller William N.

Latham.....Senior Vice President Richard J.

Marcogliese.....Senior Vice President Eugene W.

Cotton.....Vice President W. Rudd

Marlowe.....Vice President Norman L.

Renfro.....Vice President T. Wyatt

Stripling.....Vice President and Tax Director

Donna M. Titzman.....Vice President and

Treasurer Todd Walker.....Secretary 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.

Klesse.....	Chairman of the Board, Chief Executive Officer and President John D.
Gibbons.....	Executive Vice President Gregory C. King.....
	Executive Vice President and Director Michael S. Ciskowski.....
	Senior Vice President John H. Krueger.....
	Senior Vice President and Controller William N. Latham.....
	Senior Vice President Richard J. Marcogliese.....
	Senior Vice President Eugene W. Cotten.....
	Vice President W. Rudd Marlowe.....
	Vice President Norman L. Rengro.....
	Vice President T. Wyatt Stripling.....
	Vice President and Tax Director Donna M. Titzman.....
	Vice President and Treasurer Todd Walker.....
	Secretary 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.

Gaddy.....President, Manager Corky
Davis.....Secretary, Treasurer, Manager As
a limited liability company, UDS Logistics, LLC does not have any directors.
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.

EXHIBIT INDEX EXHIBIT NUMBER DESCRIPTION OF EXHIBIT - -----
----- 99.h Joint Filing Agreement

EXHIBIT H
JOINT FILING AGREEMENT

Each of the undersigned agrees that (i) the statement on Schedule 13D relating to the Common Units representing limited partner interests in Valero, L.P., has been adopted and filed on behalf of each of them, (ii) all future amendments to such statement on Schedule 13D will, unless written notice to the contrary is delivered as described below, be jointly filed on behalf of each of them, and (iii) the provisions of Rule 13d-1 (k) (1) under the Securities Exchange Act of 1934 apply to each of them. This agreement may be terminated with respect to the obligations to jointly file future amendments to such statement on Schedule 13D as to any of the undersigned upon such person giving written notice thereof to each of the other persons signature hereto, at the principal office thereof.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: January 10, 2002

VALERO ENERGY CORPORATION

/S/ Jay D. Browning

Name: Jay D. Browning
Title: Secretary

TPI PETROLEUM, INC.

/S/ Todd Walker

Name: Todd Walker
Title: Secretary

DIAMOND SHAMROCK REFINING AND MARKETING COMPANY

/S/ Todd Walker

Name: Todd Walker
Title: Secretary

SIGMOR CORPORATION

/S/ Todd Walker

Name: Todd Walker
Title: Secretary

THE SHAMROCK PIPE LINE CORPORATION

/S/ Todd Walker

Name: Todd Walker
Title: Secretary

DIAMOND SHAMROCK REFINING COMPANY, L.P.

/S/ Todd Walker

Name: Todd Walker
Title: Secretary

TPI PIPELINE CORPORATION

/S/ Todd Walker

Name: Todd Walker
Title: Secretary

UDS LOGISTICS, LLC

/S/ Corky Davis

Name: Corky Davis
Title: Secretary