

REGISTRATION NO. 333-

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

FORM S-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SHAMROCK LOGISTICS, L.P.
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)	4610 (Primary Standard Industrial Classification Code Number)	74-2958817 (I.R.S. Employer Identification No.)
---	---	---

6000 NORTH LOOP 1604 WEST
SAN ANTONIO, TEXAS 78249-1112
(210) 592-2000
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

CURTIS V. ANASTASIO
PRESIDENT AND CHIEF EXECUTIVE OFFICER
6000 NORTH LOOP 1604 WEST
SAN ANTONIO, TEXAS 78249
(210) 592-2000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:

ANDREWS & KURTH L.L.P.
600 TRAVIS, SUITE 4200
HOUSTON, TEXAS 77002
(713) 220-4200
ATTN: GISLAR DONNENBERG

BAKER BOTTS L.L.P.
ONE SHELL PLAZA, 910 LOUISIANA
HOUSTON, TEXAS 77002
(713) 229-1234
ATTN: JOSHUA DAVIDSON

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering. 333-43668

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER COMMON UNIT(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(2)	AMOUNT OF REGISTRATION FEE(3)
Common Units representing limited partnership interests.....	5,175,000	\$24.50	\$2,587,500	\$646.88

-
- (1) Includes Common Units issuable upon exercise of the Underwriters' over-allotment option.
 - (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o).
 - (3) The registrant previously paid a registration fee of \$25,502.40 upon the initial filing of the registration statement on Form S-1 (333-43668) (the "Initial Registration Statement") August 14, 2000. An additional \$5,606.25 was paid upon the filing of Amendment No. 4 to the Initial Registration Statement on February 28, 2001 and an additional \$1,293.75 upon the filing of Amendment No. 5 to the Initial Registration Statement on March 29, 2001. The additional fee of \$646.88 was calculated pursuant to Rule 457(o) by multiplying the \$2,587,500 increase in the maximum aggregate offering price by the current SEC fee.
-
-

EXPLANATORY NOTE

This registration statement is being filed with respect to the registration of additional Common Units representing limited partner interests in Shamrock Logistics, L.P., a Delaware limited partnership, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registration statement on Form S-1 (Registration No. 333-43668) filed by Shamrock Logistics, L.P. with the Securities and Exchange Commission on August 14, 2000, as amended by Amendment No. 1 thereto filed on October 11, 2000, Amendment No. 2 thereto filed on November 6, 2000, Amendment No. 3 thereto filed on December 19, 2000, Amendment No. 4 thereto filed on February 28, 2001 and Amendment No. 5 thereto filed on March 29, 2001 which was declared effective on April 9, 2001 are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Antonio, State of Texas, on April 9, 2001.

SHAMROCK LOGISTICS, L.P.

By: RIVERWALK LOGISTICS, L.P.
its general partner

By: SHAMROCK LOGISTICS GP, LLC

By: /s/ CURTIS V. ANASTASIO

Name: Curtis V. Anastasio
Title: President, Chief Executive
Officer and
Director

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, AS AMENDED, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BELOW BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

SIGNATURE -----	TITLE -----	DATE -----
* ----- William R. Klesse	Chairman of the Board	
/s/ CURTIS V. ANASTASIO ----- Curtis V. Anastasio	President, Chief Executive Officer and Director (Principal Executive Officer)	April 9, 2001
* ----- Steven Blank	Chief Accounting and Financial Officer and Director (Principal Accounting and Financial Officer)	
* ----- Timothy J. Fretthold	Director	
* ----- Robert S. Shapard	Director	
By: /s/ CURTIS V. ANASTASIO		
----- Curtis V. Anastasio Attorney-in-fact Dated: April 9, 2001		

INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----
1.1*	-- Form of Underwriting Agreement
3.1*	-- Certificate of Limited Partnership of Shamrock Logistics, L.P.
3.2*	-- Certificate of Amendment to Certificate of Limited Partnership of Shamrock Logistics, L.P.
3.3*	-- Form of Second Amended and Restated Agreement of Limited Partnership of Shamrock Logistics, L.P. (included as Appendix A to the Prospectus)
3.4*	-- Certificate of Limited Partnership of Shamrock Logistics Operations, L.P.
3.5*	-- Certificate of Amendment to Certificate of Limited Partnership of Shamrock Logistics Operations, L.P.
3.6*	-- Form of Second Amended and Restated Agreement of Limited Partnership of Shamrock Logistics Operations, L.P.
3.7*	-- Certificate of Limited Partnership of Riverwalk Logistics, L.P.
3.8*	-- Agreement of Limited Partnership of Riverwalk Logistics, L.P.
3.9*	-- Certificate of Formation of Shamrock Logistics GP, LLC
3.10*	-- Amended and Restated Limited Liability Company Agreement of Shamrock Logistics GP, LLC
5.1	-- Opinion of Andrews & Kurth L.L.P. as to the legality of the securities being registered
8.1	-- Opinion of Andrews & Kurth L.L.P. relating to tax matters
10.1*	-- Credit Agreement dated as of December 15, 2000 among Shamrock Logistics Operations, L.P., the Lenders party thereto, and The Chase Manhattan Bank, as Administrative Agent, Royal Bank of Canada, as Syndication Agent, Suntrust Bank, as Documentation Agent, Chase Securities Inc., as Arranger
10.2*	-- Form of Contribution Agreement
10.3*	-- Form of Shamrock Logistics GP, LLC Long-Term Incentive Plan
10.4*	-- Form of Shamrock Logistics GP, LLC Short-Term Incentive Plan
10.5*	-- Employment Agreement (Curtis V. Anastasio), as amended by Amendment No. 1 and Amendment No. 2
10.6*	-- Form of Pipelines and Terminals Usage Agreement
10.7*	-- Form of Omnibus Agreement
10.8*	-- Form of Services Agreement
10.9*	-- Form of Shamrock Logistics GP, LLC Intermediate-Term Incentive Plan
10.10*	-- First Amendment to Credit Agreement dated as of February 23, 2001
21.1*	-- List of subsidiaries of Shamrock Logistics, L.P.
23.1	-- Consent of Arthur Andersen LLP
23.2	-- Consent of Andrews & Kurth L.L.P. (contained in Exhibit 5.1 and 8.1)
24.1*	-- Powers of Attorney (included on the signature page)
27.1*	-- Financial Data Schedule

 * Incorporated by reference to the like number exhibit filed with the registrant's registration statement on Form S-1 (SEC File No. 333-43668).

ANDREWS & KURTH L.L.P.
600 Travis, Suite 4200
Houston, Texas 77002

April 9, 2001

Shamrock Logistics, L.P.
6000 North Loop 1604 West
San Antonio, Texas 78249-1112

Gentlemen:

We have acted as special counsel to Shamrock Logistics, L.P., a Delaware limited partnership (the "Partnership"), Riverwalk Logistics, L.P., a Delaware limited partnership and the general partner of the Partnership (the "General Partner"), and Shamrock Logistics GP, LLC, a Delaware limited liability company and the general partner of the General Partner, in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of the offering and sale of up to an aggregate of 5,175,000 common units representing limited partner interests in the Partnership (the "Common Units").

As the basis for the opinion hereinafter expressed, we have examined such statutes, regulations, corporate records and documents, certificates of corporate and public officials, and other instruments as we have deemed necessary or advisable for the purposes of this opinion. In such examination we have assumed the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as copies.

Based on the foregoing and on such legal considerations as we deem relevant, we are of the opinion that:

1. The Partnership has been duly formed and is validly existing as a limited partnership under the Delaware Revised Uniform Limited Partnership Act (the "Delaware Act").

2. The Common Units will, when issued and paid for as described in the Partnership's Registration Statement on Form S-1 (File No. 333-43668) (such Registration Statement, as amended at the effective date thereof and together with the registration statement filed under Rule 462(b) under the Securities Act of 1933, as amended, being collectively referred to herein as the "Registration Statement") relating to the Common Units, as amended, be duly authorized, validly issued, fully paid and nonassessable, except as such nonassessability may be affected by the matters described below:

- o If a court were to determine that the existence or exercise of the right provided under the Second Amended and Restated Agreement of Limited Partnership of the Partnership (the "Partnership Agreement") by the holders of Common Units and subordinated units (the "Limited Partners") of the Partnership as a group (i) to remove or replace the General Partner, (ii) to approve certain amendments to the Partnership Agreement or (iii) to take certain other actions under the Partnership Agreement constitutes "participation in the control" of the Partnership's business for the purposes of the Delaware Act, then the Limited Partners could be held personally liable for the Partnership's obligations under the laws of Delaware, to the same extent as the General Partner with respect to persons who transact business with the Partnership reasonably believing, based on the conduct of any of the Limited Partners, that such Limited Partner is a general partner;
- o Section 17-607 of the Delaware Act provides that a limited partner who receives a distribution and knew at the time of the distribution that it was made in violation of the Delaware Act shall be liable to the limited partnership for three years for the amount of the distribution; and
- o Limitations on the liability of limited partners for the obligations of a limited partner have not been clearly established in many jurisdictions. If a court were to determine that the Partnership was, by virtue of its limited partner interest in Shamrock Logistics Operations, L.P. or otherwise, conducting business in any state without compliance with the applicable limited partnership statute, then the Limited Partners could be held personally liable for the Partnership's obligations under the law of that jurisdiction to the same extent as the General Partner under the circumstances.

This opinion is limited in all respects to the Delaware Act and the federal laws of the United States of America insofar as such laws are applicable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement and to the reference to us under the caption "Validity of the Common Units" in the Prospectus. In giving such consent, we do not hereby admit that we are in the category of such persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Andrews & Kurth L.L.P.

ANDREWS & KURTH L.L.P.
600 Travis, Suite 4200
Houston, Texas 77002

April 9, 2001

Shamrock Logistics, L.P.
6000 North Loop 1604 West
San Antonio, Texas 78249-1112

RE: SHAMROCK LOGISTICS, L.P.; REGISTRATION STATEMENT ON FORM S-1

Ladies and Gentlemen:

We have acted as special counsel in connection with the Registration Statement on Form S-1, Registration No. 333-43668 (such Registration Statement, as amended at the effective date thereof and together with the registration statement filed under Rule 462(b) under the Securities Act of 1933, as amended, being collectively referred to herein as the "Registration Statement") of Shamrock Logistics, L.P. (the "Partnership"), relating to the registration of the offering and sale (the "Offering") of 4,500,000 common units (5,175,000 common units if the underwriters' over-allotment option is exercised in full) representing limited partner interests in the Partnership (the "Common Units"). In connection therewith, we prepared the discussion set forth under the caption "Tax Considerations" (the "Discussion") in the Registration Statement. Capitalized terms used and not otherwise defined herein are used as defined in the Registration Statement.

The Discussion, subject to the qualifications stated therein, constitutes our opinion as to the material United States federal income tax consequences for purchasers of Common Units pursuant to the Offering.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name in the Discussion. The issuance of such consent does not concede that we are an "expert" for the purposes of the Securities Act of 1933.

Very truly yours,

/s/ ANDREWS & KURTH L.L.P.

Andrews & Kurth L.L.P.

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our report dated February 23, 2001 on the financial statements of Shamrock Logistics Operations, L.P. (successor to the Ultramar Diamond Shamrock Logistics Business) as of December 31, 1999 (predecessor) and 2000 (successor) and for the years ended December 31, 1998 and 1999 and the six months ended June 30, 2000 (predecessor) and for the six months ended December 31, 2000 (successor) and our reports dated March 21, 2001 on the financial statements of Shamrock Logistics, L.P. and Riverwalk Logistics, L.P. and subsidiaries as of December 31, 2000 (and to all references to our firm) included in or made a part of this registration statement.

/s/ ARTHUR ANDERSEN LLP

San Antonio, Texas
April 6, 2001