

VALERO L P  
Form 8-K/A  
September 16, 2005

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **July 1, 2005**

**Valero L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1-16417**  
(Commission File Number)

**74-2956831**  
(I.R.S. Employer  
Identification No.)

**One Valero Way, San Antonio, Texas**  
(Address of Principal Executive Offices)

**78249**  
(Zip Code)

Registrant's Telephone Number, including Area Code: **(210) 345-2000**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Explanatory Note**

This Form 8-K/A amends the Current Report on Form 8-K of Valero L.P. dated July 1, 2005, and filed with the Securities and Exchange Commission on July 1, 2005. That Form 8-K reported Valero L.P.'s completion of its acquisition of Kaneb Services LLC ( KSL ) and Kaneb Pipe Line Partners, L.P. ( KPP ). This report provides the financial statements and the pro forma financial information required under Item 9.01.

**Item 9.01. Financial Statements and Exhibits.**

**(a) Financial statements of businesses acquired.**

1. Audited consolidated financial statements of KSL and KPP as of December 31, 2004 and 2003, and for the years ended December 31, 2004, 2003 and 2002, and the report of the independent registered public accounting firm are filed herewith in Exhibit 99.1.
2. Unaudited condensed consolidated financial statements of KSL and KPP as of June 30, 2005 and December 31, 2004, and for the three and six months ended June 30, 2005 and 2004 are filed herewith in Exhibit 99.1.

**(b) Pro forma financial information.**

Unaudited pro forma condensed consolidated financial statements of Valero L.P. as of and for the six months ended June 30, 2005, and for the year ended December 31, 2004 are filed herewith in Exhibit 99.2.

**(c) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
2.01	Agreement and Plan of Merger dated as of October 31, 2004, by and among Valero L.P.; Riverwalk Logistics, L.P.; Valero GP, LLC; VLI Sub A LLC; and Kaneb Services LLC incorporated by reference to Exhibit 99.1 to Valero L.P.'s Current Report on Form 8-K dated October 31, 2004, and filed November 4, 2004.
2.02	Agreement and Plan of Merger dated as of October 31, 2004, by and among Valero L.P.; Riverwalk Logistics, L.P.; Valero GP, LLC; VLI Sub B LLC; Kaneb Pipe Line Partners, L.P.; and Kaneb Pipe Line Company LLC incorporated by reference to Exhibit 99.2 to Valero L.P.'s Current Report on Form 8-K dated October 31, 2004, and filed November 4, 2004.
23.1	Consent of KPMG LLP
23.2	Consent of KPMG LLP
99.1	Financial statements of businesses acquired
99.2	Pro forma financial information

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

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Valero L.P.

By: Riverwalk Logistics, L.P., its general partner

By: Valero GP, LLC, its general partner

Date: September 16, 2005

By: /s/ Thomas R. Shoaf

Name:

Thomas R. Shoaf

Title:

Vice President and Controller

**EXHIBIT INDEX**



**Valero L.P.**

23.1 Consent of KPMG LLP

23.2 Consent of KPMG LLP

99.1 Financial statements of businesses acquired

**Kaneb Services LLC**

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**Kaneb Pipe Line Partners, L.P.**

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**Kaneb Services LLC**

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99.2 Unaudited Proforma Combined Balance Sheet as of June 30, 2005

Unaudited Proforma Combined Statement of Income for the Six Months Ended June 30, 2005  
Unaudited Proforma Combined Statement of Income for the Year Ended December 31, 2004  
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