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VALERO L P
Form 8-K
August 06, 2003

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

Form 8-K

Current Report Pursuant to Section 13 or 15(d) of
the Securities Act of 1934

Date of Report (Date of earliest event reported): August 5, 2003

Valero L.P.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-16417 (Commission File Number)	74-2956831 (I.R.S. Employer Identification No.)
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One Valero Place San Antonio, Texas (Address of principal executive offices)	78212 (Zip Code)
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(210) 370-2000
(Registrant's telephone number, including area code)

Item 5. Other Events.

Valero L.P. (the "Partnership"), is filing this Current Report on Form 8-K in connection with the public offering (the "Offering") of up to an aggregate of 1,236,250 common units (the "Offered Units") representing limited

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partner interests in the Partnership, including common units issuable pursuant to an over-allotment option granted to the underwriter, under the Partnership's shelf registration statement on Form S-3 (Registration No. 333-89978) (the "Registration Statement"), as supplemented by the Prospectus Supplement dated August 5, 2003 relating to the Offered Units filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended. The sale price of the common units was \$41.15 per unit with an underwriting discount of \$1.85.

The opinions of Andrews & Kurth L.L.P. attached as exhibits to this Current Report relate to the Offering, and the opinion as to certain tax matters (Exhibit 8.1) replaces, with respect to the Offering, the opinions as to tax matters previously filed as exhibits to the Registration Statement. The opinions of Andrews & Kurth L.L.P. are being filed as exhibits to this Current Report in lieu of filing them as exhibits to the Registration Statement by means of a post-effective amendment. Instead, upon filing, this Current Report on Form 8-K is incorporated by reference into the Registration Statement. Accordingly, such exhibits are also incorporated by reference into the Registration Statement as exhibits thereto.

Item 7. Financial Statements and Exhibits.

(c) Exhibit

Exhibit No.	Description
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1.1	Underwriting Agreement dated August 5, 2003 by and among Val Riverwalk Logistics, L.P., Valero GP, LLC, Valero Logistics Operatio Valero GP, Inc., and Lehman Brothers Inc.
5.1	Opinion of Andrews & Kurth L.L.P. as to the legality of the registered.
8.1	Opinion of Andrews & Kurth L.L.P. as to certain tax matters.
23.1	Consent of Andrews & Kurth L.L.P. (included in Exhibits 5.1 and 8.1).
23.2	Consent of Ernst & Young LLP
99.1	Consolidated Balance Sheet of Riverwalk Logistics, L.P. as of March 3

Signatures

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 thereunto duly authorized.

Valero L.P.

By: Riverwalk Logistics, L.P.

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its general partner

By: Valero GP, LLC
its general partner

Dated: August 6, 2003

By: /s/ Bradley C. Barron

Name: Bradley C. Barron
Title: Corporate Secretary