

Edgar Filing: SHAMROCK LOGISTICS LP - Form SC 13D

SHAMROCK LOGISTICS LP
Form SC 13D
April 26, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Shamrock Logistics, L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

819357 10 4

(CUSIP Number)

Curtis V. Anastasio
President and Chief Executive Officer
6000 North Loop 1604 West
San Antonio, Texas 78249
(210) 592-2000

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

April 16, 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).

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SCHEDULE 13D

CUSIP NO. 819357 10 4

PAGE 2 OF 24 PAGES

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

Ultramar Diamond Shamrock 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

7 SOLE VOTING POWER

4,424,322 Common Units of Shamrock Logistics, L.P.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

4,424,322 Common Units of Shamrock Logistics, L.P.

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,424,322 Common Units of Shamrock Logistics, 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

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HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

3

SCHEDULE 13D

CUSIP NO. 819357 10 4

PAGE 3 OF 24 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

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

4,424,322 Common Units of Shamrock Logistics, L.P.

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

4,424,322 Common Units of Shamrock Logistics, L.P.

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4,424,322 Common Units of Shamrock Logistics, L.P.

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

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

46.1%

14 TYPE OF REPORTING PERSON

HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

4

SCHEDULE 13D

CUSIP NO. 819357 10 4

PAGE 4 OF 24 PAGES

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*

OO; 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

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

4,424,322 Common Units of Shamrock Logistics, L.P.

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

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4,424,322 Common Units of Shamrock Logistics, L.P.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,424,322 Common Units of Shamrock Logistics, 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!

5

SCHEDULE 13D

CUSIP NO. 819357 10 4

PAGE 5 OF 24 PAGES

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

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY

8 SHARED VOTING POWER

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OWNED BY EACH REPORTING PERSON WITH 4,424,322 Common Units of Shamrock Logistics, L.P.

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

4,424,322 Common Units of Shamrock Logistics, L.P.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,424,322 Common Units of Shamrock Logistics, 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!

6

SCHEDULE 13D

CUSIP NO. 819357 10 4

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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

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Delaware

7 SOLE VOTING POWER
-0-
NUMBER OF
SHARES -----
8 SHARED VOTING POWER
4,424,322 Common Units of Shamrock Logistics, L.P.

BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON 9 SOLE DISPOSITIVE POWER
WITH
-0-

10 SHARED DISPOSITIVE POWER
4,424,322 Common Units of Shamrock Logistics, L.P.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,424,322 Common Units of Shamrock Logistics, 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!

7

SCHEDULE 13D

CUSIP NO. 819357 10 4

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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*

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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

7 SOLE VOTING POWER

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

4,424,322 Common Units of Shamrock Logistics, L.P.

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

4,424,322 Common Units of Shamrock Logistics, L.P.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,424,322 Common Units of Shamrock Logistics, 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, PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP NO. 819357 10 4

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

TPI Pipeline Corporation

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

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(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

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

4,424,322 Common Units of Shamrock Logistics, L.P.

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

4,424,322 Common Units of Shamrock Logistics, L.P.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,424,322 Common Units of Shamrock Logistics, 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!

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SCHEDULE 13D

CUSIP NO. 819357 10 4

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1 NAME OF REPORTING PERSON
S.S. OR 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

| | | | |
|--|----|--|--|
| | 7 | SOLE VOTING POWER | |
| | | -0- | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER | |
| | | 4,424,322 Common Units of Shamrock Logistics, L.P. | |
| | 9 | SOLE DISPOSITIVE POWER | |
| | | -0- | |
| | 10 | SHARED DISPOSITIVE POWER | |
| | | 4,424,322 Common Units of Shamrock Logistics, L.P. | |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,424,322 Common Units of Shamrock Logistics, 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, limited liability company

*SEE INSTRUCTIONS BEFORE FILLING OUT!

ORIGINAL REPORT ON SCHEDULE 13D

Item 1. Security and Issuer

This statement on Schedule 13D is being filed by Ultramar Diamond Shamrock Corporation, TPI Petroleum, Inc., TPI Pipeline Corporation, Diamond Shamrock Refining and Marketing Company, Sigmor Corporation, The Shamrock Pipe Line Corporation, Diamond Shamrock Refining Company, L.P. and UDS Logistics, LLC (collectively, the "Reporting Persons"). This statement relates to the common units representing limited partner interests (the "Common Units") of Shamrock Logistics, L.P., a Delaware limited partnership (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. Ultramar Diamond Shamrock Corporation ("UDS") is principally engaged in the refining and retailing of high-quality refined products and convenience store merchandise. The executive officers and directors of Ultramar Diamond Shamrock Corporation are listed on Appendix A hereto.

UDS holds the 4,424,322 Common Units, representing a 46.1% ownership interest in the Partnership, through UDS Logistics, LLC, its indirect wholly owned subsidiary. UDS 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, UDS and each of the following direct and indirect subsidiaries of UDS, 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 acquired by UDS Logistics.

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

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officers and directors of TPI Petroleum, Inc. are listed on Appendix B hereto.

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.

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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 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 and (ii) Common Units and the subordinated units of the Partnership.

(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

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The Reporting Persons 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.

Item 4. Purpose of Transaction

The Reporting 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.

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Item 5. Interest in Securities of the Company

(a) There were 9,599,322 Common Units outstanding as of April 16, 2001, the date of the initial public offering. 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 April 24, 2001. 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 Reporting Persons 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

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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: Joint Filing Agreement, dated April 26, 2001.

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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: April 26, 2001

ULTRAMAR DIAMOND SHAMROCK CORPORATION

/s/ William R. Klesse

Name: William R. Klesse
Title: Executive Vice President, Operations

TPI PETROLEUM, INC.

/s/ C. V. Anastasio

Name: C. V. Anastasio
Title: Vice President

DIAMOND SHAMROCK REFINING AND MARKETING COMPANY

/s/ C. V. Anastasio

Name: C. V. Anastasio
Title: Vice President

SIGMOR CORPORATION

/s/ Steve Blank

Name: Steve Blank
Title: Vice President and Treasurer

THE SHAMROCK PIPE LINE CORPORATION

/s/ C. V. Anastasio

Name: C. V. Anastasio
Title: President

DIAMOND SHAMROCK REFINING COMPANY, L.P.

/s/ Steve Blank

 Name: Steve Blank
 Title: Vice President and Treasurer

TPI PIPELINE CORPORATION

/s/ C. V. Anastasio

 Name: C. V. Anastasio
 Title: President

UDS LOGISTICS, LLC

/s/ Raymond Gaddy

 Name: Raymond Gaddy
 Title: President

SCHEDULE I

| NAME ----- | STATE OF INCORPORATION ----- | BUSINESS ADDRESS ----- |
|---|------------------------------------|--|
| Ultramar Diamond Shamrock Corporation | Delaware | 6000 North Loop 1604 West San Antonio, Texas 78249-1112 |
| TPI Petroleum, Inc. | Michigan | P.O. Box 696000 San Antonio, Texas 78269-6000 |
| Diamond Shamrock Refining and Marketing Company | Delaware | P.O. Box 696000 San Antonio, Texas 78269-6000 |
| Sigmor Corporation | Delaware | P.O. Box 696000 San Antonio, Texas 78269-6000 |
| The Shamrock Pipe Line Corporation | Delaware | P.O. Box 696000 San Antonio, Texas 78269-6000 |
| Diamond Shamrock Refining Company, L.P. | Delaware | P.O. Box 696000 San Antonio, Texas 78269-6000 |

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| | | |
|--------------------------|----------|--|
| TPI Pipeline Corporation | Michigan | P.O. Box 696000 San Antonio, Texas 78269-6000 |
| 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 Ultramar Diamond Shamrock Corporation

| | |
|-------------------------|--|
| Jean R. Gaulin | President, Chief Executive Officer and Director (Chairman) |
| W. Paul Eisman | Executive Vice President - Corporate Development |
| Timothy J. Fretthold | Executive Vice President and Chief Administrative and Legal Officer |
| Christopher L. Havens | Executive Vice President - Marketing and Retail Operations |
| William R. Klesse | Executive Vice President - Operations |
| Robert S. Shapard | Executive Vice President and Chief Financial Officer |
| Byron Allumbaugh | Director |
| E. Glenn Biggs | Director |
| W. E. Bradford | Director |
| H. Frederick Christie | Director |
| W. H. Clark | Director |
| Russel H. Herman | Director |
| Bob Marbut | Director |
| Katherine D. Ortega | Director |
| Madeleine Saint-Jacques | Director |
| C. Barry Schaefer | Director |

Each of the foregoing persons is a United States citizen with the exception of Ms. Saint-Jacques, who is a Canadian citizen. The principal business address of Messrs. Gaulin, Eisman, Fretthold, Havens, Klesse and Shapard is 6000 North Loop 1604 West, San Antonio, Texas 78249-1112, and the

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present principal occupation or employment of each such person is serving as an employee of Ultramar Diamond Shamrock Corporation.

The business address of Messrs. Bradford, Christie, Allumbaugh and Herman and Ms. Ortega is 6000 North Loop 1604 West, San Antonio, Texas 78249-1112. Each such person is retired.

The principal business address of E. Glenn Biggs is 1250 N.E. Loop 410, Suite 333, San Antonio, TX 78209, and his present principal occupation or employment is serving as President of Biggs & Co., a corporation engaged in developmental projects and financial planning.

The principal business address of W. H. Clark is 20 South Clark Street, Suite 2222, Two First National Plaza, Chicago, IL 60603, and his present principal occupation or employment is serving as President of W. "H" Clark Associates, Ltd., a business engaged in investment activities.

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The principal business address of Bob Marbut is 888 Seventh Avenue, 27th Floor, New York, NY 10106, and his present principal occupation or employment is serving as 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 Madeleine Saint-Jacques is 1600 Rene-Levesque West, Suite 1200, Montreal, Quebec H3H 1P9 Canada, and her present principal occupation or employment is serving as Chairman of the Board of Saint-Jacques Vallee Young and Rubicam Inc., a corporation engaged in advertising.

The principal business address of C. Barry Schaefer is 399 Park Avenue, 18th Floor, New York, NY 10022, and his present principal occupation or employment is serving as Managing Director of The Bridgeford Group, an investment banking concern and President of C.B. Schaefer and Company, Inc., a financial advisory firm.

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APPENDIX B

Executive Officers and Directors of TPI Petroleum, Inc.

| NAME ----- | OFFICE ----- |
|----------------------|--|
| Jean R. Gaulin | Chief Executive Officer and President |
| Timothy J. Fretthold | Executive Vice President, Chief Administrative and Legal Officer and Director |
| William R. Klesse | Executive Vice President and Director |

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| | |
|--------------------------|--|
| Robert S. Shapard | Executive Vice President, Chief Financial Officer and Director |
| Christopher L. Havens | Executive Vice President |
| W. Paul Eisman | Executive Vice President |
| Robert S. Beadle | Senior Vice President |
| Stephan Motz | Senior Vice President |
| Doris Beaulieu | Vice President and Chief Information Officer |
| Curtis V. Anastasio | Vice President |
| Anthony P. Bartys | Vice President |
| Steven A. Blank | Vice President and Treasurer |
| K.K. Eaton | Vice President |
| John Emley | Vice President |
| Robert E. Kerns | Vice President |
| W. Rudd Marlowe | Vice President |
| Jerry D. McVicker | Vice President |
| Thomas M. O'Brien | Vice President and Controller |
| Charles Patry | Vice President |
| Michael D. Thompson | Vice President |
| L. Don Thurmond | Vice President |
| Penelope R. Viteo | Vice President |
| Harold D. Mallory | Secretary |
| Patrick D. Furlong | Assistant Controller |
| Ron Mechler | Assistant Controller |
| Warren Andrew Peters | Assistant Controller |
| Cheryl K. Trevor | Assistant Secretary and Assistant Controller |
| Claudine Ton Nu | Assistant Secretary |
| Daniel F. Frye, III | Assistant Treasurer |
| Margaret J. Gowans | Assistant Treasurer |
| Patti K. Meisetschleager | Assistant Treasurer |

Each of the foregoing persons is a United States citizen with the exception of Messrs. Beaulieu, Motz, Patry and Thompson, who are Canadian citizens. The principal business address of each such persons is P.O. Box 696000, San Antonio, Texas 78269-6000, 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 Ultramar Diamond Shamrock Corporation.

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APPENDIX C

Executive Officers and Directors of Diamond Shamrock Refining and Marketing Company

| NAME | OFFICE |
|----------------------|---|
| ---- | ----- |
| Jean R. Gaulin | Chief Executive Officer and President |
| Timothy J. Fretthold | Executive Vice President, Chief Administrative and Legal Officer and Director |
| William R. Klesse | Executive Vice President and Director |
| Robert S. Shapard | Executive Vice President, Chief Financial Officer and Director |

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| | |
|--------------------------|--|
| Christopher L. Havens | Executive Vice President |
| W. Paul Eisman | Executive Vice President |
| Robert S. Beadle | Senior Vice President |
| Stephan Motz | Senior Vice President |
| Curtis V. Anastasio | Vice President |
| Anthony P. Bartys | Vice President |
| Steven A. Blank | Vice President and Treasurer |
| Richard Boucher | Vice President |
| K.K. Eaton | Vice President |
| Robert E. Kerns | Vice President |
| W. Rudd Marlowe | Vice President |
| Jerry D. McVicker | Vice President |
| Thomas M. O'Brien | Vice President and Controller |
| Michael D. Thompson | Vice President |
| L. Don Thurmond | Vice President |
| Penelope R. Viteo | Vice President |
| Harold D. Mallory | Secretary |
| Rene Noel | Controller |
| Marcel Dupuis | Controller |
| Ron Mechler | Assistant Controller |
| Warren Andrew Peters | Assistant Controller |
| Cheryl K. Trevor | Assistant Secretary and Assistant Controller |
| Claudine Ton Nu | Assistant Secretary |
| Daniel F. Frye, III | Assistant Treasurer |
| Margaret J. Gowans | Assistant Treasurer |
| Patti K. Meisetschleager | Assistant Treasurer |

Each of the foregoing persons is a United States citizen with the exception of Messrs. Motz, Boucher, Thompson, Noel and Dupuis, who are Canadian citizens. The principal business address of each such persons is P.O. Box 696000, San Antonio, Texas 78269-6000, 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 Ultramar Diamond Shamrock Corporation.

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APPENDIX D

Executive Officers and Directors of Sigmor Corporation

| NAME ----- | OFFICE ----- |
|-----------------------|---|
| Jean R. Gaulin | Chief Executive Officer and President |
| Timothy J. Fretthold | Executive Vice President, Chief Administrative and Legal Officer and Director |
| William R. Klesse | Executive Vice President and Director |
| Christopher L. Havens | Executive Vice President |
| W. Paul Eisman | Executive Vice President |
| Robert S. Shapard | Executive Vice President, Chief Financial Officer and Director |
| Robert S. Beadle | Senior Vice President |
| Stephan Motz | Senior Vice President |

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| | |
|---------------------|--|
| Steven Blank | Vice President and Treasurer |
| Anthony P. Bartys | Vice President |
| K.K. Eaton | Vice President |
| Michael D. Thompson | Vice President |
| Penelope R. Viteo | Vice President |
| Thomas M. O'Brien | Vice President and Controller |
| Todd Walker | Secretary |
| Cheryl K. Trevor | Assistant Controller and Assistant Secretary |
| Claudine Ton Nu | Assistant 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 P.O. Box 696000, San Antonio, Texas 78269-6000, 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 Ultramar Diamond Shamrock Corporation.

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APPENDIX E

Executive Officers and Directors of The Shamrock Pipe Line Corporation

| NAME ----- | OFFICE ----- |
|--------------------------|--|
| Curtis V. Anastasio | President |
| Steven A. Blank | Vice President and Treasurer |
| William R. Klesse | Executive Vice President and Director |
| Rodney L. Reese | Vice President |
| Ronald C. McInturff | Vice President |
| Thomas M. O'Brien | Vice President and Controller |
| Todd Walker | Secretary |
| Daniel F. Frye, III | Assistant Treasurer and Assistant Secretary |
| Patti K. Meisetschleager | Assistant Treasurer |
| Robert L. Blaylock | Assistant Controller and Assistant Secretary |
| Cheryl K. Trevor | Assistant Controller and Assistant Secretary |
| Margaret J. Gowans | Assistant Secretary and Assistant Treasurer |
| Dane Williams | Assistant Secretary |
| Claudine Ton Nu | Assistant Secretary |
| Timothy J. Fretthold | Director |
| Robert S. Shapard | Director |

Each of the foregoing persons is a United States citizen. The principal business address of each such persons is P.O. Box 696000, San Antonio, Texas 78269-6000, 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 Ultramar Diamond Shamrock Corporation.

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APPENDIX F

Executive Officers and Directors of TPI Pipeline Corporation

| NAME ----- | OFFICE ----- |
|--------------------------|--|
| Curtis V. Anastasio | President |
| Steven A. Blank | Vice President and Treasurer |
| William R. Klesse | Executive Vice President and Director |
| R.S. Beadle | Senior Vice President |
| Rodney L. Reese | Vice President |
| Ronald C. McInturff | Vice President |
| Thomas M. O'Brien | Vice President and Controller |
| Todd Walker | Secretary |
| Daniel F. Frye, III | Assistant Treasurer and Assistant Secretary |
| Patti K. Meisetschleager | Assistant Treasurer |
| Cheryl K. Trevor | Assistant Controller and Assistant Secretary |
| Margaret J. Gowans | Assistant Secretary and Assistant Treasurer |
| Dane Williams | Assistant Secretary |
| Claudine Ton Nu | Assistant Secretary |
| Timothy J. Fretthold | Director |
| Robert S. Shapard | Director |

Each of the foregoing persons is a United States citizen. The principal business address of each such persons is P.O. Box 696000, San Antonio, Texas 78269-6000, 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 Ultramar Diamond Shamrock Corporation.

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EXHIBIT INDEX

| Ex. No. ----- | Description of Exhibit ----- |
|------------------|---------------------------------|
| 99.c | Joint Filing Agreement |