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VALERO L P
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July 07, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JULY 7, 2005

REGISTRATION NO. 333-

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

VALERO L.P.
(Exact Name of Registrant as Specified in Its Charter)

| | | |
|------------------|---------------------|------------------|
| DELAWARE | 4610 | 74-2956831 |
| (State or Other | (Primary Standard | (I.R.S. Employer |
| Jurisdiction of | Industrial | Identification |
| Incorporation or | Classification Code | Number) |
| Organization) | Number) | |

ONE VALERO WAY
SAN ANTONIO, TEXAS 78249
(210) 345-2000
(Address, Including Zip Code, and Telephone Number, Including
Area Code, of Registrant's Principal Executive Offices)

CURTIS V. ANASTASIO
PRESIDENT AND CHIEF EXECUTIVE OFFICER
VALERO GP, LLC
ONE VALERO WAY
SAN ANTONIO, TEXAS 78249
(210) 345-2000
(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

COPIES TO:

| | | |
|-----------------------------|-------------------------|--------------------------|
| JOHN A. WATSON, ESQ. | GISLAR DONNENBERG, ESQ. | LAWRENCE S. MAKOW, ESQ. |
| FULBRIGHT & JAWORSKI L.L.P. | ANDREWS KURTH LLP | WACHTELL, LIPTON, |
| 1301 MCKINNEY, SUITE 5100 | 600 TRAVIS, SUITE 4200 | ROSEN & KATZ |
| HOUSTON, TEXAS 77010 | HOUSTON, TEXAS 77002 | 51 WEST 52ND STREET |
| (713) 651-5151 | (713) 220-4200 | NEW YORK, NEW YORK 10019 |
| | | (212) 403-1000 |

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after the effectiveness of this Registration Statement and the satisfaction or waiver of all other conditions to the merger of Kaneb Pipe Line Partners, L.P., or Kaneb Partners, with a subsidiary of the Registrant pursuant to the Agreement and Plan of Merger by and among the Registrant, Kaneb Partners and the other parties thereto described in the enclosed document.

If the securities being registered on this form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |X| 333-120726

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT THAT SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Form S-4 Registration Statement No. 333-120726 is filed solely to file Exhibits 8.1a, 8.2a and 8.3a as additional exhibits to the Registration Statement. In accordance with Section 462(d) of the Securities Act of 1933, as amended, this Post-Effective Amendment shall become effective immediately upon filing with the Securities and Exchange Commission.

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

- 2.1 Agreement and Plan of Merger, dated as of October 31, 2004, by and among Valero L.P., Riverwalk Logistics, L.P., Valero GP, LLC, Valero L.P. Sub A LLC and Kaneb Services LLC (attached as Appendix A to the Proxy Statement/Prospectus included in this Registration Statement).
- 2.2 Agreement and Plan of Merger, dated as of October 31, 2004, by and among Valero L.P., Riverwalk Logistics, L.P., Valero GP, LLC, Valero L.P. Sub B LLC, Kaneb Pipe Line Partners, L.P. and Kaneb Pipe Line Company LLC (attached as Appendix B to the Proxy Statement/Prospectus included in this Registration Statement).
- 5.1 Opinion of Bradley C. Barron, Esq. as to the legality of the securities.*
- 8.1 Opinion of Andrews Kurth LLP as to certain tax matters.*
- 8.1a Opinion of Andrews Kurth LLP as to certain tax matters.
- 8.2 Opinion of Wachtell, Lipton, Rosen & Katz as to certain tax matters.*
- 8.2a Opinion of Wachtell, Lipton, Rosen & Katz as to certain tax matters.
- 8.3 Opinion of Fulbright & Jaworski L.L.P. as to certain tax matters.*
- 8.3a Opinion of Fulbright & Jaworski L.L.P. as to certain tax matters.
- 23.1 Consent of Ernst & Young LLP.*
- 23.2 Consent of KPMG LLP for Kaneb Services.*
- 23.3 Consent of KPMG LLP for Kaneb Partners.*
- 23.4 Consent of Bradley C. Barron, Esq. (included in opinion filed as Exhibit 5.1).*
- 23.5 Consent of Andrews Kurth LLP (included in opinion filed as Exhibit 8.1).*
- 23.5a Consent of Andrews Kurth LLP (included in opinion filed as Exhibit 8.1a).

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- 23.6 Consent of Wachtell, Lipton, Rosen & Katz (included in opinion filed as Exhibit 8.2).*
- 23.6a Consent of Wachtell, Lipton, Rosen & Katz (included in opinion filed as Exhibit 8.2a).
- 23.7 Consent of Fulbright & Jaworski (included in opinion filed as Exhibit 8.3).*
- 23.7a Consent of Fulbright & Jaworski (included in opinion filed as Exhibit 8.3a).
- 24.1 Powers of Attorney (included on signature page hereto).*
- 99.1 Form of Proxy for Holders of Valero L.P. common units.*
- 99.2 Form of Proxy for Holders of Kaneb Partners units.*
- 99.3 Form of Proxy for Holders of Kaneb Services common shares.*
- 99.4 Consent of Credit Suisse First Boston LLC.*
- 99.5 Consent of Raymond James & Associates, Inc.*
- 99.6 Consent of Houlihan Lokey Howard & Zukin Financial Advisors, Inc.*

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Valero L.P. has duly caused this Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Antonio, State of Texas, on the 6th day of July, 2005.

VALERO L.P.

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

By: VALERO GP, LLC
its general partner

By: /s/ Curtis V. Anastasio

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

POWER OF ATTORNEY

Each person whose signature appears below hereby appoints Curtis V. Anastasio, Steven A. Blank, Clayton E. Killinger and Bradley C. Barron, and each of them, any of whom may act without the joinder of the others, as his true and lawful attorney-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any Registration Statement (including any amendment thereto) for this offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute and substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

| SIGNATURE | TITLE |
|-----------------------|---|
| * ----- | |
| William E. Greehey | Chairman of the Board and Director |
| * ----- | |
| Curtis V. Anastasio | President, Chief Executive Officer and Director (Principal Executive Officer) |
| * ----- | |
| Steven A. Blank | Senior Vice President and Chief Financial Officer (Principal Financial Officer) |
| * ----- | |
| Clayton E. Killinger | Vice President and Controller (Principal Accounting Officer) |
| * ----- | |
| Dan J. Hill | Director |
| * ----- | |
| William R. Klesse | Director |
| * ----- | |
| Gregory C. King | Director |
| * ----- | |
| H. Frederick Christie | Director |
| * ----- | |
| Rodman D. Patton | Director |
| * ----- | |
| Robert A. Profusek | Director |

Each person above holds his respective position at both Valero GP, LLC (the general partner of Riverwalk Logistics, L.P., the general partner of Valero L.P.) and Valero GP, Inc. (the general partner of Valero Logistics Operations, L.P.).

*By:

/s/ Bradley C. Barron

Bradley C. Barron
ATTORNEY-IN-FACT

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EXHIBIT INDEX

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