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VALERO ENERGY CORP/TX
Form 8-K/A
August 12, 2003

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

FORM 8-K/A

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, 2003

VALERO ENERGY CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|-------------------------------------|--|
| DELAWARE (State or other jurisdiction of incorporation) | 1-13175 (Commission File Number) | 74-1828067 (IRS Employer Identification No.) |
|---|-------------------------------------|--|

| | |
|--|---------------------|
| ONE VALERO PLACE SAN ANTONIO, TEXAS (Address of principal executive offices) | 78212 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (210) 370-2000

This Form 8-K/A amends the Form 8-K of Valero Energy Corporation dated July 1, 2003 and filed with the Securities and Exchange Commission on July 15, 2003. That Form 8-K reported under Item 2 the acquisition of assets from Orion Refining Corporation. This report provides the financial statements and the pro forma financial information as required under Item 7.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial statements of business acquired.

Orion Refining Corporation
Report of Independent Accountants
Balance Sheets as of December 31, 2002 and 2001
Statements of Operations for the Years Ended December 31, 2002, 2001 and 2000
Statements of Stockholders' Deficit for the Years Ended December 31, 2002, 2001 and 2000
Statements of Cash Flows for the Years Ended December 31, 2002, 2001 and 2000
Notes to Financial Statements

Balance Sheets as of March 31, 2003 (unaudited) and December 31, 2002
Statements of Operations for the Three Months Ended March 31, 2003 and 2002 (unaudited)
Statements of Cash Flows for the Three Months Ended March 31, 2003 and 2002 (unaudited)
Notes to Financial Statements

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(b) Pro forma financial information.

Unaudited Pro Forma Combined Balance Sheet as of March 31, 2003
Unaudited Pro Forma Combined Statement of Income for the Three Months
Ended March 31, 2003
Unaudited Pro Forma Combined Statement of Income for the Year Ended
December 31, 2002
Notes to Unaudited Pro Forma Combined Financial Statements

(c) Exhibits.

| EXHIBIT NO. | DESCRIPTION |
|-------------|---|
| ----- | ----- |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 99.1 | Financial statements of business 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 Current Report on Form 8-K/A to be signed on
its behalf by the undersigned hereunto duly authorized.

VALERO ENERGY CORPORATION

By: /s/ Jay D. Browning

Jay D. Browning
Vice President and
Corporate Secretary

Dated: August 12, 2003

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EXHIBIT INDEX

Valero Energy Corporation

Exhibit No.

23.1 Consent of PricewaterhouseCoopers LLP

99.1 Financial statements of business acquired

Orion Refining Corporation

Report of Independent Accountants
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Balance Sheets as of March 31, 2003 (unaudited) and December 31, 2002

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Statements of Operations for the Three Months Ended March 31, 2003 and 2002 (unaudited)

Statements of Cash Flows for the Three Months Ended March 31, 2003 and 2002 (unaudited)

Notes to Financial Statements

99.2 Pro forma financial information

Unaudited Pro Forma Combined Balance Sheet as of March 31, 2003

Unaudited Pro Forma Combined Statement of Income for the Three Months Ended March 31, 2003

Unaudited Pro Forma Combined Statement of Income for the Year Ended December 31, 2002

Notes to Unaudited Pro Forma Combined Financial Statements

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