F06000000633

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10/19/06--01004--012   **43.75

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts OCT 2 0 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Valero Terminaling and Distribution Company
_____
(Name of Corporation)

DOCUMENT NUMBER: F06000000633
_____

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

Molly Barnes
_____
(Name of Person)

Valero Energy Corporation
_____
(Firm/Company)

One Valero Place, Mail Station A2-101D
_____
(Address)

San Antonio, Texas 78249-1616
_____
(City/State and Zip code)

For further information concerning this matter, please call:

Molly Barnes   at (210   ) 345-2639
_____
(Name of Person)   (Area Code & Daytime Telephone Number)

STREET ADDRESS: **MAILING ADDRESS:**
Amendment Section   Amendment Section
Division of Corporations   Division of Corporations
P.O. Box 6327   Clifton Building
Tallahassee, FL 32314   2661 Executive Center Circle
                                         Tallahassee, FL 32301

⚙ VALERO TERMINALING AND DISTRIBUTION COMPANY

October 16, 2006

VIA OVERNIGHT UPS DELIVERY (850-245-6050)
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Valero Terminaling and Distribution Company ("VTDC"), a Delaware corporation that qualified
to do business in Florida on February 1, 2006; File Number F06000000633

Dear Sir or Madam:

Valero Terminaling and Distribution Company desires to withdraw its application to do business in
Florida. Enclosed are the following items to be filed with your office: (i) one original and one copy of
the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct
Affairs in Florida of VTDC; (ii) the required cover letter; and (iii) our company check in the amount of
$43.75 to cover the $35 filing fee and $8.75 certified copy fee.

Please forward a file-stamped copy of the application any other acknowledgement material to me at the
following address:

<div align="center">

Molly Barnes
Valero Energy Corporation
#A2-101D
P.O. Box 696000
San Antonio, Texas 78269-6000

</div>

If you have questions or require additional information, please contact me at 210-345-2639. Thank you.

<div align="center">

Very truly yours,

Molly Barnes

Molly Barnes
Senior Corporate Legal Records Coordinator
Office of the Corporate Secretary/Corporate Law Dept.

</div>

/MB
Enclosure

cc: J. Stephen Gilbert (without enclosure)
V:\OCS\FILINGS\ARIZONA\2006 Arizona Corp Comm Withdrawal of VTDC.doc

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

Valero.Terminaling and Distribution Company
_____
(Name of Corporation)

F06000000633
_____
(Document Number of Corporation (if known)

Delaware
_____
(Incorporated Under Laws of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

One Valero Way, Mail Station A2-101D
_____
(Mailing Address)

San Antonio, Texas 78349-1616
_____
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

_____
(Signature of a director, president or other officer - if in the hands of a
receiver or other court appointed fiduciary by that fiduciary)

October 3, 2006
_____
(Date)

Jay D. Browning
_____
(Typed or printed name of person signing)

Senior Vice President and Secretary
_____
(Title of person signing)

FILING FEE $35