



Distributor/Dealer Spotlight

- Countywide Petroleum: Lyndhurst Valero
- Powell-Christensen



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Valero donates \$3 million to Feeding America

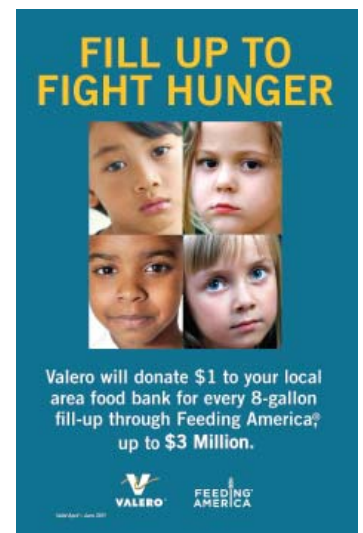
Motorists across America had the chance to fight hunger in their communities simply by filling up with fuel at participating Valero-branded outlets during our “Fill Up to Fight Hunger” campaign which ran April through June.

For each 8-gallon fuel purchase made at participating Valero locations, Valero donated \$1 to the local food bank in that area, up to \$3 million nationally. By partnering with Feeding America, the nation’s largest hunger-relief organization, Valero is able to distribute funds to the local level. Feeding America serves more than 200 member food banks supporting 61,000 agencies that address hunger in communities across the country.

“Valero has always believed in giving back in the communities where we do business, and this campaign helped local food banks address some of the increased demand for their services that typically occur when the kids are out of school for the summer,” said David Parker, Valero Senior VP for supply and wholesale marketing. “The great thing about this program was it encouraged our customers to help their communities, simply by stopping in and filling up.”

Wholesale distributors who opted in through Valero Promotions Plus (VP+) received free point-of-purchase signage to support the program. With more than 3,000 Valero wholesale and retail locations taking part, the promotion was a great success.

Valero presented Feeding America with a check for \$3 million on August 11, during one of our “Stuff the Truck” food collection drives held on the front lawn at Valero headquarters in San Antonio. Valero employees generously donated 13,907 pounds of food for the local food bank that morning.



Refinery News

Recent Valero Acquisitions

Valero Completes Purchase of Meraux Refinery and Related Assets

Valero announced on October 1, 2011 that we have completed our acquisition of the Meraux Refinery in Louisiana, as well as an adjacent product terminal, and interests in the Collins Product Pipeline, T&M terminal and the Louisiana Offshore Oil Port (LOOP).

We expect Meraux and related business to be a terrific and profitable addition to our company. The refinery's location on the Mississippi River only 40 miles away from our St. Charles Refinery should provide immediate synergies between the two plants. The complex refinery configuration combined with good crude and product logistics will fit well into our family of Valero refineries. Finally, Meraux will become a part of our Gulf Coast system which will provide additional opportunities to improve operations. In short, we believe that it will be a perfect fit for Valero.

The purchase brings the number of Valero refineries to 16, with a total throughput capacity of approximately 3 million barrels per day. The Meraux plant employs 275 people, plus contractors.

Valero Acquires Kentucky Fuel Terminal

Valero has successfully completed the acquisition of Chevron USA Inc.'s Louisville and Lexington, Ky., product terminals and acquired Chevron's minority interest in the LouLex Pipeline system, which connects the two terminal facilities. The terminals began operating under Valero on Saturday, June 25, 2011.

The Louisville terminal receives its products from waterborne barge and pipeline deliveries. It has 10 tanks totaling about 500,000 barrels of storage. Lexington's inbound products arrive from the LouLex Pipeline, and the terminal includes six tanks containing about 130,000 barrels of storage. Both terminals can supply ethanol-blended gasoline.

The ownership and operation of these bulk petroleum storage and distribution facilities will enable us to expand our wholesale marketing presence in eastern Kentucky with product supplied primarily from the Valero Memphis Refinery.

Welcome to Valero

New Distributors & Dealers

Please join us in welcoming the following distributors to the Valero brand family! We are truly excited to have them on board and are looking forward to providing you with updates on their success. Congratulations!

- Beach Express Oil Company—Woodstock, GA
- Florida Fuel Partners—Miami, FL
- Kars Petro Distributors —Cocoa, FL
- NZR Retail of Toledo Inc.—Toledo, OH
- Sampson-Bladen Oil Co., Inc.—Elizabethtown, NC



Our customers are not just the best, they're legendary!

Brand Promotions

Valero Promotions Plus (VP+)

Visit Valero Promotions Plus (VP+) for pump decals, hardware and Valero brand POP promotions.

VP+ is our online ordering site managed by Pointsmith. The site makes it easy for you to keep the graphics fresh — and CTE-ready! — on your storefront and at the pump with a variety of POP signage, the latest Valero Credit Card ITAs (invitations to apply) and a number of Catalog items such as credit cards accepted decals, pennant strings, wall sign frames, application holders and much more.

To get to VP+:

- Go to **valero.com** and log in to the **Customer Portal**
- Select the **VP+ quick link** in the upper right corner of your home page
- On the VP+ jump page, select the **"Material ordering..." link** to jump to VP+



New Valero Brand Promotions

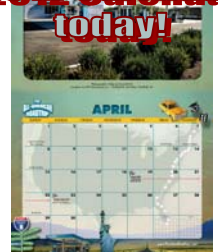
2012 Valero Marketing & Supply Calendar

Again featuring entries of our Valero photo contest, this year's calendar also gives you the option of customizing text on an imprint area at the bottom of the back cover.

Pre-order deadline:

November 15, 2011

Reserve your 2012 Calendar today!



PlanYourRoadTrip.com POP Promo

Pump Topper inserts and take-one Postcards get drivers in the mood for travel while promoting our new trip-planning site, PlanYourRoadTrip.com.

Pre-order deadline:

October 28, 2011



Our most recent Brand promos:



Q3 Valero Credit Card Promo
Expired 9/30. 2,608 Wholesale locations participated. Thanks!



Q4 Valero Gift Card Promo
Display now! Pre-ordered for 892 branded locations.

POS Requirements

Sapphire Upgrade/POS EOL dates



Locations that have a Ruby stand-alone system will need to upgrade by adding a Sapphire to

their system when software version 6.00 is released. Ruby stand-alone systems can not be up-

graded to software version 6.00. Sapphire's technology was designed to expand the investment you made in Ruby through ease of migration and true open systems architecture. There are many benefits to a Sapphire including remote data access, save time processing multiple transaction types, expanded peripheral control, increased number of PLUs, integrated and customizable loyalty features, and standard and custom reports for real-time tracking of inventory, sales, promotions, and more.

EPOS Systems End Life Dates			
EPOS Systems	EOL Dates	PCI Compliant Software	Date Available
Gilbarco Passport	Long-Term Certified	8.02	Current
VeriFone Ruby w/Sapphire	Long-Term Certified	5.04.xx	Current
VeriFone Topaz	Long-Term Certified	5.04.xx	Current
VeriFone Omni 3750	12/31/2011	5.03.02	Current
VeriFone Omni Vx570	N/A	5.xx	Q1 2012
Dresser Wayne Nucleus	Long-Term Certified	GB0400AY	Current



Order your Sapphire today! For more information, logon to the Customer portal. Choose between our direct purchase program or managed services program in which you can lease a Sapphire for the low price of \$295 per month.

Value Add Programs

New Interior Décor Program

In July, we launched a new program to give Valero branded marketers a source for obtaining high impact, professional convenience store graphics. Breathe new life into your stores with Valero's Wholesale Interior Décor Program designed to suit every location and budget.

Signs, background treatments and more can be ordered individually, or mixed and matched to create just the right combination inside your stores.

Décor Program Benefits

- Interior graphics are designed to complement Valero's premier image bringing the Valero brand experience to life both inside and outside your stores.
- Exciting new retail environment offers consumers a bright, colorful reception coupled with an inviting shopping atmosphere.
- Streamlines your customers' shopping experience by communicating the products/services available and their exact location within your stores.
- Eye-catching graphics spotlight high-margin categories by attracting your customers' attention and pocketbooks to areas such as your coffee, fountain and food service bars.
- Affordable and flexible, the program lets you pick and choose the design elements best suited to your operation. Many options are available in terms of signage, background treatments and installation as outlined in the enclosed program guide.

Getting Started

To learn more about the program and its many benefits, start by calling or emailing the following Valero Point-of-Contact assigned to your market area.

If you're interested in taking the next step, your Valero Contact will put you in touch with our program partner, **Infiniti Décor**, a one stop design, graphics and store fixtures resource with a state-of-the-art manufacturing capability.

Infiniti Décor's knowledgeable representatives will help you with the selection and layout of design elements tailored to your operation. Professional installation is available, or materials can be shipped to be installed at your discretion.

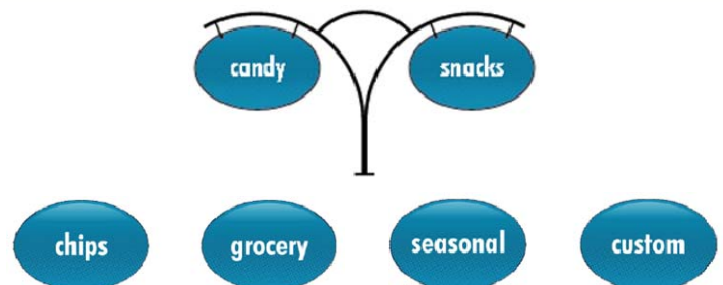
Add a splash of color above your reach-in with a choice of cooler signs and optional backgrounds.



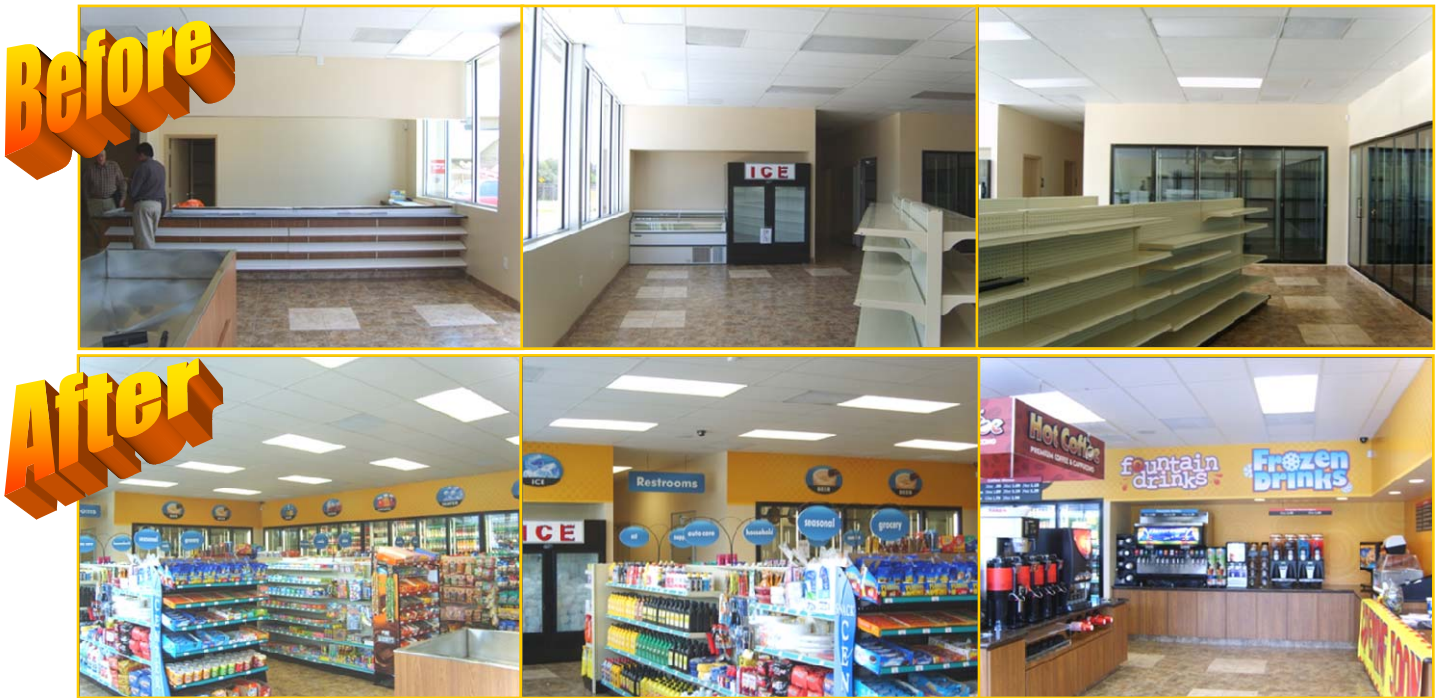
Direct store patrons to high margin areas such as your coffee, fountain and food service bars.



Help consumers quickly locate the products they seek with a wide assortment of gondola toppers.



Value Add Programs New Interior Décor Program



Infiniti Décor also offers custom décor packages, including the design and fabrication of custom millwork, samples of which can be viewed on their website at www.infinitidecor.com.

Funding

All items purchased through the Valero Wholesale Interior Décor Program are eligible for **50% reimbursement** with available BDP funds. This includes costs associated with wall preparation, paint, installation and labor.

Financial assistance is also available for qualified applicants

from lenders specializing in the convenience store and petroleum marketing industry. Ask your **Valero Point-of-Contact** for details.

Valero Points-of-Contact

Call toll-free at **1-800-333-3377** / enter **Ext. #** when prompted

Region	States	Point-of-Contact
Northeast	ME, NH, VT, MA, NY, NJ, RI, CT, DE, PA, MD	Doug Ford Ext. 3861 / douglas.ford@valero.com
South	NM, TX, LA, MS, AL	Shelly Neu Ext. 4596 / shelly.neu@valero.com
Mid-Continent	OK, AR, TN, MO, KS, CO, OH, IN, IL, KY, IA, NE, MI, WI, MN, SD, ND, WV	Gary Utz Ext. 4809 / gary.utz@valero.com
West	AZ, CA, NV, OR, WA	Jennifer Vargas Ext. 5775 / jennifer.vargas@valero.com
Southeast	VA, NC, SC, GA, FL	

Valero Credit Card Marketing Insta-Credit Program

The Insta-Credit program is going strong, with units deployed to new Valero-branded stores across the country in California, Nevada, Oklahoma, Texas, Louisiana, Arkansas, Mississippi, Indiana, Michigan, Ohio, Pennsylvania, New York, Virginia, North Carolina, South Carolina, Georgia and Florida.

As you're imaging a new store, be sure to ask your Valero sales manager about the availability of an Insta-Credit kiosk to help you convert your loyal customers into Valero Credit Card holders.



A big thanks to **Sandy Rosario** of **Westbury 106 Valero**, a **Tibar Marketing Corp.** location in Westbury, NY.

Sandy was creating a buzz with customers by becoming a walking billboard to push the new insta-credit program as well as the current credit card promotion. Sandy is the GM for their Oakdale and Holbrook stores. Great Job!

Value Added Programs Dealer Training School



Sands Petroleum and Victory Petroleum employees and dealers attended NACS LJT Management—School of Dealer and Manager Development held on Sept 9-11, 2011 at Coral Gables, FL.

The purpose of the school is to give retailers new to the convenience store industry a complete school of fundamentals to operate in today's environment and to provide existing retailers an opportunity for further education in the convenience store business.

The ultimate goal is to educate these retailers in utilizing and implementing "Best Practices" in daily, monthly and yearly operations of their retail sites.

Value Added Programs VeriFone ASM/HD Program

Valero has recently partnered with VeriFone to offer a new Annual Software Maintenance Program. This new software maintenance program will keep your locations updated with the necessary compliant software with the then current applicable PA-DSS requirements, as well as 24/7 Helpdesk support. This service plan does not include on-site maintenance services that may be required to correct equipment issues or download and/or activate software.

The VeriFone cost of the program is \$1,044 per site, per year. However, Valero has negotiated pricing with VeriFone to bring you the software maintenance program for \$900 per site, per year, which is the low cost of **\$75 per month**.

How to enroll:

- Go to Valero.com and Sign in to the **Customer Portal**
- Select **Software Maintenance and Helpdesk Support Agreement** in the **Quick Forms** section of the home page.
- E-mail your completed agreement to your Valero Contract Administrator.

Dealer Spotlight

Lyndhurst Valero—Countywide Petroleum



Paul Elhindi

Paul Elhindi has owned Lyndhurst Valero at 5615 Mayfield Rd in Lyndhurst, Ohio, since 1990. He had flown the colors of many brands over the years, until he joined Valero in 2006. This site was one of the first convenience stores in Ohio to brand Valero.

His 4,200 square foot store is a powerhouse when it comes to both merchandising and marketing. Lyndhurst Valero offers Subway, a vast selection of wine, movie rentals, dairy items, a complete coffee bar and a sit down dining area. Paul is a multiple Subway restaurant franchisee and employs about 65 people. The site also offers cash/credit pricing where customers can enjoy a discount for using cash. His price sign was recently refaced with Valero's new modular sign so he can post the cash

price at the street. Lyndhurst Valero is a very high volume station—during peak hours, Paul has as many as 14 employees working in the store.

Paul has always provided outstanding opportunities for Valero in terms of his marketing expertise. Paul consistently works to share his knowledge with the AFPD and its members gleaned through his relationships with Countywide and Valero. Our connection to the AFPD through Paul has been invaluable as a partnership. Members are always asking Paul for advice. Countywide's experience with Lyndhurst Valero puts them at the top of their "GO TO" list when trying new programs and promotions. They are super business people & sincere friends. Countywide is pleased to serve Lyndhurst Valero.

-Countywide Petroleum

Paul serves as Vice Chair Membership of Petroleum/Auto Repair. He is also Executive Committee for Associated Food & Petroleum Dealers, Inc. (AFPD). AFPD represents 4,000 retailers operating in Michigan and Ohio and is the "voice for the food, beverage, and petroleum industry." Paul is very active in the community and also very active in lobbying on behalf of other members in the industry.

Paul offers a world of wisdom to all dealers - "Adding a food service offering to your location moving forward is a must."



Paul runs his business like a successful business should be run. It's clean, it's bright, has the right offerings, offers excellent customer service and consistent pricing. For the 20 years I have known him, he has always run his business this way. He has not deviated from his plan and that is what makes him so successful. Paul is a great dealer and a outstanding asset for Valero.

- Bob Franczkowski, Valero Territory Sales Manager



Distributor Spotlight Powell-Christensen



Stetson Valero at 395 W Stetson Ave, Hemet, CA

R.E. Powell Distributing was founded in 1935 by Ray E. Powell, purchased by the Christensen family in 1980 and has been a Valero customer since 2007. Their service area includes all of Washington, Oregon and northern Idaho.

R.E. Powell is very active in the community where they live and work. They give to the United Way, are active with the American Cancer Society's Relay for Life, and are strong supporters of the local 4H and FFA organizations, just to name a few. They have a culture of strong community participation.

One example of how R.E. Powell Distributing gives back to their community came after a February 12 fire left more than 145 people homeless in White Swan, Washington. The distributor and its customers immediately came to their aid, developing a 2-part project they called the White Swan Fire Relief Effort which raised more than \$25,000 in donations and also collected more than 2,000 pounds of food and clothing.

Powel Distributing challenged each of their Yakima Nation convenience store dealers to donate ½ cent per gallon for every gallon of fuel sold over a 60-day period. R.E. Powell then matched the donation from each of the stores by adding another ½ cent per gallon on fuel purchased from R.E. Powell. They also placed donation barrels at 16 of their locations and their partners' locations throughout the Yakima Valley and Columbia Basin. The donation drive collected more than 2,000 pounds of food and clothing.

Valero is committed to taking a leadership role in the communities in which we live and work by providing company support and encouraging employee involvement. Powel Distributing did an excellent job in coming together to help their community during a time of need.

“This one really hit home as we had friends, family members, and customers who were affected, in a community that we have serviced for a long time.”

- Justin Christensen



Check presentation for White Swan Fire Relief Effort

R.E. POWELL DISTRIBUTING CORE VALUES

- Safety and Compliance
- Accountability
- Value Creation
- Entrepreneurship
- Customer Focus
- Growth
- Adaptability
- Efficiency

Brand Promotion

Valero Marketers Promote the Brand

Rocky Patel, pictured below, owner of Whitecreek Market Valero in Shawsville, Virginia, poses with Virginia Tech's mascot, HokieBird, during a customer appreciation event at his Valero station on August 7, 2011. During the 2-hour promotion the store had a spin-n-win wheel with more than \$400 in prizes. Prizes ranged from school supplies to candy to \$25 Valero Gift Cards. Every customer had a chance to spin the wheel and every spin was a winner. This store is located in the scenic Blue Ridge Mountains only 20 miles from Blacksburg, home of Virginia Tech. It was only fitting to have the HokieBird as the guest of honor. HokieBird welcomed all customers with autographs and photo opportunities. Whitecreek Market Valero is distributed by The Little Oil Company of Richmond, VA.



Show us your



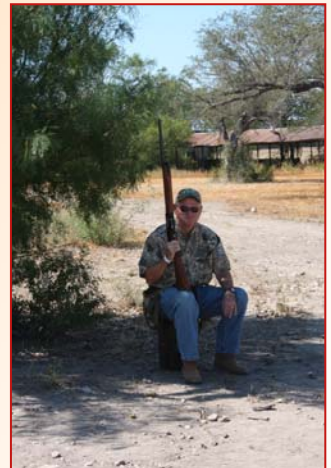
Spirit!

If you have a photo you would like to share which demonstrates how you promote the Valero brand, please email the photograph and a brief description to Jenni Koepf at jenni.koepf@valero.com.

Regional Trade Shows/Events

Valero Wholesale Sales Team On the Road

Valero hosts hunters at the 7th Annual Dove Hunt held at The Nooner Ranch in Hondo, TX on September 8, 2011



Regional Trade Shows/ Events

Valero Wholesale Sales Team On the Road



The Valero Wholesale Marketing team joined distributors at the Florida Petroleum Marketers Association (FPMA) in Kissimmee, Florida.



Valero Volleyball Tournament at the Louisiana Oil Marketers & C-Store Association (LOMSCA) Annual Convention in Pensacola, FL.



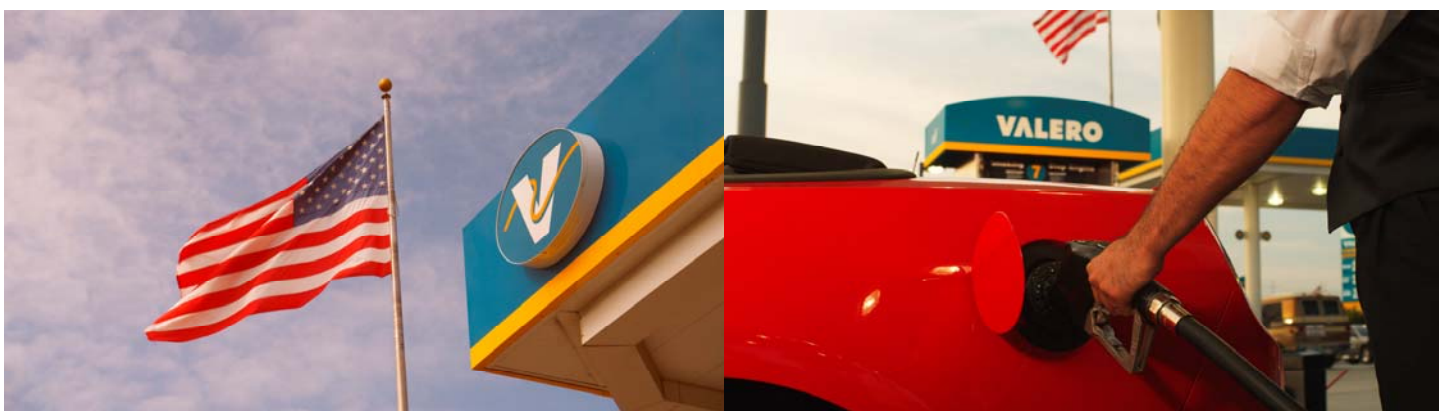
Valero customers enjoyed a little southern hospitality at the Valero Customer Reception held during TPCA on August 1, 2011, in the Lonesome Dove Room in San Antonio, TX.



Calendar of Events

Convention & Trade Show Schedule

Association / Event	Date	Location
PMAA - Petroleum Marketers Assoc of America	Sept 30—Oct 1	Chicago, IL
NACS/PMAA – National Assoc of C-Stores/Petro Marketers Assoc of America	Oct 1-4	Chicago, IL
SCSPC/The Show – Southern C-Store & Petro Show	Oct 19-20	Macon, GA
IOMANE – Independent Oil Marketers of New England	Oct 12	Westborough, MA
NDPMA – North Dakota Petro Marketers Assoc—Convention/Trade Show	Oct 25-26	Grand Fork, ND
SIGMA – Society of Independent Gasoline Marketers	Nov 3-6	Washington, DC



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CONTACT US:

For editorial contributions or comments,
 please contact:

Carolyn J. Allen
 Senior Manager, Wholesale Brands
 Valero Marketing & Supply
 One Valero Way
 San Antonio, TX 78249
 Phone: 210-345-5819
 E-mail: carolyn.allen@valero.com

Valero Energy Corporation is an international manufacturer and marketer of transportation fuels, other petrochemical products and power. Valero is based in San Antonio with approximately 20,000 employees. The company operates 16 refineries with a combined throughput capacity of approximately 3 million barrels per day. Valero is also a leading ethanol producer with 10 ethanol plants in the Midwest with a combined capacity of 1.2 billion gallons per year, and is one of the nation's largest retail operators with approximately 6,800 retail and branded wholesale outlets in the United States, Canada, United Kingdom, Ireland and the Caribbean under the Valero, Diamond Shamrock, Shamrock, Ultramar, and Beacon brands. Please visit www.valero.com for more information.