

SUNOCO LOGISTICS PARTNERS L.P.

Form 424B5

January 08, 2013

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CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Aggregate offering price	Amount of registration fee^(a)
3.45% Senior Notes due 2023	\$350,000,000	\$349,909,000	\$47,740
Guarantee of 3.45% Senior Notes due 2023 ^(b)			
4.95% Senior Notes due 2043	\$350,000,000	\$347,560,500	\$47,740
Guarantee of 4.95% Senior Notes due 2043 ^(b)			

(a) The filing fee, calculated in accordance with Rule 457(r), has been transmitted to the SEC in connection with the securities offered from Registration Statement File No. 333-185192 by means of this prospectus supplement.

(b) Pursuant to Rule 457(n), no separate fee for the guarantee is payable.

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**Filed Pursuant to Rule 424(B)(5)
Registration No. 333-185192
333-185192-01**

Prospectus supplement

(To prospectus dated November 29, 2012)

\$700,000,000

Sunoco Logistics Partners Operations L.P.

\$350,000,000 3.45% Senior Notes due 2023

\$350,000,000 4.95% Senior Notes due 2043

Guaranteed By

Sunoco Logistics Partners L.P.

This is an offering by Sunoco Logistics Partners Operations L.P. of \$350,000,000 of 3.45% Senior Notes due 2023 (the 2023 notes) and \$350,000,000 of 4.95% Senior Notes due 2043 (the 2043 notes and, together with the 2023 notes, the notes). Interest is payable on the notes on January 15 and July 15 of each year beginning July 15, 2013. Interest on the notes will accrue from January 10, 2013. The 2023 notes will mature on January 15, 2023, and the 2043 notes will mature on January 15, 2043.

We may redeem all or part of the notes of either series at any time or from time to time at the applicable redemption prices described in this prospectus supplement under the caption Description of the notes Optional redemption. The notes will not be entitled to the benefit of any sinking fund payment.

The notes will be our senior unsecured obligations and will rank equally in right of payment with all of our existing and future senior debt and senior to any future subordinated debt that we may incur. The notes will be fully and unconditionally guaranteed by our parent, Sunoco Logistics Partners L.P., on a senior unsecured basis so long as it guarantees any of our other long-term debt. The guarantee will rank equally in right of payment with all of the existing and future senior debt of the guarantor.

Investing in the notes involves risks. Please read Risk factors beginning on page S-10 of this prospectus supplement and on page 5 of the accompanying prospectus.

	Per 2023 note	Total	Per 2043 note	Total
Public offering price(1)	99.974%	\$ 349,909,000	99.303%	\$ 347,560,500

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Underwriting discount	0.650%	\$ 2,275,000	0.875%	\$ 3,062,500
Proceeds to Sunoco Logistics Partners Operations L.P. (before expenses)	99.324%	\$347,634,000	98.428%	\$344,498,000

(1) Plus accrued interest from January 10, 2013 if delivery occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes will not be listed on any national securities exchange. Currently, there is no public market for the notes.

It is expected that delivery of the notes will be made to investors in registered book-entry form only through the facilities of The Depository Trust Company on or about January 10, 2013.

Joint book-running managers

J.P. Morgan

Citigroup

Mitsubishi UFJ Securities

Mizuho Securities

RBS

Co-managers

**Deutsche Bank Securities
Scotiabank**

**Goldman, Sachs & Co.
TD Securities**

**PNC Capital Markets LLC
US Bancorp**

Prospectus supplement dated January 7, 2013.

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This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of notes. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this offering of notes. Generally, when we refer only to the prospectus, we are referring to both parts combined. If the information about the notes offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus and any free writing prospectus relating to this offering. We have not authorized anyone to provide you with additional or different information. If anyone provides you with additional, different or inconsistent information, you should not rely on it. We are offering to sell the notes, and seeking offers to buy the notes, only in jurisdictions where offers and sales are permitted. You should not assume that the information included in this prospectus supplement, the accompanying prospectus or any free writing prospectus is accurate as of any date other than the dates shown in these documents or that any information we have incorporated by reference is accurate as of any date other than the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since such dates.

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Prospectus dated November 29, 2012

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Forward-looking statements

All of the statements, other than statements of historical fact, included or incorporated by reference into this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference contain forward-looking statements. These forward-looking statements discuss our goals, intentions and expectations as to future trends, plans, events, results of operations or financial condition, or state other information relating to us, based on the current beliefs of our management as well as assumptions made by, and information currently available to, our management. Words such as may, anticipates, believes, expects, estimates, planned, intends, projects, phrases or expressions identify forward-looking statements. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference.

Although we believe these forward-looking statements are reasonable, they are based upon a number of assumptions, any or all of which ultimately may prove to be inaccurate. These statements are also subject to numerous assumptions, uncertainties and risks that may cause future results to be materially different from the results projected, forecasted, estimated or budgeted, including, but not limited to, the following:

changes in demand for, or supply of, crude oil, refined petroleum products and natural gas liquids that impact demand for our pipeline, terminalling and storage services;

changes in the short-term and long-term demand for crude oil, refined petroleum products and natural gas liquids we buy and sell;

an increase in the competition encountered by our terminals, pipelines and acquisition and marketing operations;

our ability to successfully consummate announced acquisitions or expansions and integrate them into our existing business operations;

delays related to construction of, or work on, new or existing facilities and the issuance of applicable permits;

changes in the financial condition or operating results of joint ventures or other holdings in which we have an equity ownership interest;

changes in the general economic conditions in the United States;

changes in laws and regulations to which we are subject, including federal, state and local tax, safety, environmental and employment laws;

changes in regulations governing the composition of the products that we transport, terminal and store;

improvements in energy efficiency and technology resulting in reduced demand for petroleum products;

our ability to manage growth and/or control costs;

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the ability of Energy Transfer Partners, L.P. (ETP) to successfully integrate our operations and employees, and realize anticipated synergies;

the effect of changes in accounting principles and tax laws and interpretations of both;

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global and domestic economic repercussions, including disruptions in the crude oil, refined petroleum products and natural gas liquids markets, from terrorist activities, international hostilities and other events, and the government's response thereto;

changes in the level of operating expenses and hazards related to operating facilities (including equipment malfunction, explosions, fires, spills and the effects of severe weather conditions);

the occurrence of operational hazards or unforeseen interruptions for which we may not be adequately insured;

the age of, and changes in the reliability and efficiency of, our operating facilities;

changes in the expected level of capital, operating or remediation spending related to environmental matters;

changes in insurance markets resulting in increased costs and reductions in the level and types of coverage available;

risks related to labor relations and workplace safety;

non-performance by or disputes with major customers, suppliers or other business partners;

changes in our tariff rates implemented by federal and/or state government regulators;

the amount of our debt, which could make us vulnerable to adverse general economic and industry conditions, limit our ability to borrow additional funds, place us at competitive disadvantages compared to competitors that have less debt, or have other adverse consequences;

restrictive covenants in our credit agreements and other debt agreements;

changes in our or ETP's credit ratings, as assigned by ratings agencies;

the condition of the debt capital markets and equity capital markets in the United States, and our ability to raise capital in a cost-effective way;

performance of financial institutions impacting our liquidity, including those supporting our credit facilities;

the effectiveness of our risk management activities, including the use of derivative financial instruments to hedge commodity risks;

changes in interest rates on our outstanding debt, which could increase the costs of borrowing; and

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the costs and effects of legal and administrative claims and proceedings against us or any entity in which we have an ownership interest, and changes in the status of, or the initiation of new litigation, claims or proceedings, to which we, or any entity in which we have an ownership interest, are a party.

These factors are not necessarily all of the important factors that could cause our actual results to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors could also have material adverse effects on our future results. We undertake no obligation to update publicly any forward-looking statement whether as a result of new information or future events.

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Summary

This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus. It does not contain all of the information that you should consider before making an investment decision. You should read the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference for a more complete understanding of this offering. Please read Risk factors beginning on page S-10 of this prospectus supplement and page 5 of the accompanying prospectus for more information about important risks that you should consider before investing in the notes.

As used in this prospectus supplement, unless the context otherwise indicates, the terms we, us, our and similar terms mean Sunoco Logistics Partners Operations L.P., together with our operating subsidiaries. References to the master partnership, our parent, or Sunoco Logistics Partners refer to Sunoco Logistics Partners L.P. References to ETP mean Energy Transfer Partners, L.P., which owns and controls the general partner of the master partnership. Except where the context otherwise requires, references to, and descriptions of, our assets, operations and financial results include the assets, operations and financial results of the master partnership and its subsidiaries and predecessors.

Sunoco Logistics Partners Operations L.P.

Formed in December 2001 by Sunoco Logistics Partners, we are a Delaware limited partnership that owns and operates a logistics business, consisting of complementary pipeline, terminalling and acquisition and marketing assets, used in the purchase, sale, transportation and storage of crude oil, refined petroleum products and natural gas liquids. Our portfolio of geographically diverse assets earns revenues in 30 states located throughout the United States. Sunoco Logistics Partners conducts substantially all of its business through us. We are the borrower under the master partnership's revolving credit facilities, and we are the issuer of the master partnership's publicly traded notes, all of which are guaranteed by Sunoco Logistics Partners. Our financial results do not differ materially from those of Sunoco Logistics Partners. The number and dollar amount of reconciling items between our consolidated financial statements and those of Sunoco Logistics Partners are insignificant. All financial results presented or incorporated by reference in this prospectus supplement and the accompanying prospectus are those of Sunoco Logistics Partners.

Our business is comprised of four segments:

The *Crude Oil Pipelines* segment consists of approximately 5,400 miles of crude oil pipelines, located principally in Oklahoma and Texas.

The *Crude Oil Acquisition and Marketing* business gathers, purchases, markets and sells crude oil using our fleet of approximately 200 crude oil transport trucks and third-party assets; and approximately 120 crude oil truck unloading facilities.

The *Terminal Facilities* consist of an aggregate crude oil and refined petroleum products storage capacity of approximately 40 million barrels, including the 22 million barrel Nederland, Texas crude oil terminal; the 5 million barrel Eagle Point, New Jersey refined products and crude oil terminal; approximately 40 active refined petroleum products marketing terminals located in the northeast, midwest and southwest United States; and several refinery terminals located in the northeast United States.

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The *Refined Products Pipeline System* consists of approximately 2,500 miles of refined product pipelines and joint venture interests in four refined products pipelines.

We generate revenues by charging tariffs for transporting refined products, crude oil and other hydrocarbons through our pipelines and by charging fees for storing refined products, crude oil and other hydrocarbons in, and for providing other services at, our terminals. We also generate revenues by acquiring and marketing domestic crude oil, refined petroleum products and natural gas liquids. Our policy is to purchase only commodity product for which we have a market and to structure our sales contracts so that price fluctuations for those products do not materially affect the margin we receive. We also seek to maintain a position that is substantially balanced within our various commodity purchase and sales activities. We do not enter into futures contracts or other derivative instruments to speculate on crude oil or refined products prices, as these activities could expose us to significant losses. We do use derivative contracts as economic hedges against price changes related to our forecasted refined products purchase and sale activities. These derivatives are intended to have equal and opposite effects on the purchase and sale activities.

Our business strategies

Our primary business strategies are to:

generate stable cash flows;

increase our pipeline and terminal throughput;

utilize our crude oil gathering assets to maximize value for producers;

pursue economically accretive organic growth opportunities;

continue to improve our operating efficiency and to reduce our costs; and

increase our cash distributions to unitholders.

Our competitive strengths

We believe that we are well-positioned to execute our business strategies successfully because of the following competitive strengths:

We have a complementary portfolio of geographically and operationally diverse pipelines and terminal facilities that are strategically located in areas with high demand. Our assets include refined product pipelines and terminals in the northeastern, midwestern and southwestern United States, a crude oil terminal on the Texas Gulf Coast, crude oil pipelines in Oklahoma, Texas and Michigan, and a crude oil pipeline that originates in Longview, Texas and passes through Louisiana, Arkansas, Mississippi, Tennessee, Kentucky and Ohio and terminates in Samaria, Michigan. We also own equity interests in four refined product pipelines located in the central and western regions of the United States. This geographic and asset diversity provides us with a base of stable cash flows.

Our pipelines and terminal facilities are efficient and well-maintained. In recent years, we have made significant investments to upgrade our asset base. All of our refined product pipelines and terminal facilities and most of our crude oil pipelines are automated to provide continuous, real-time, operational data. We continually undertake internal inspection programs and other procedures to monitor the integrity of our pipelines.

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Our integrated operations provide the energy industry with an efficient and cost-effective means to move products from the wellhead to the wholesale marketplace. We provide diversified services for end users and consumers of crude oil, including the purchase and sale of crude oil gathered from the wellhead, transportation to refineries via truck and pipeline, and storage at terminals. Our pipeline systems also transport refined products from refineries to various terminals for distribution to the wholesale refined products markets.

Our executive officers and directors have extensive energy industry experience. Our executive officers and directors have broad experience in the energy industry. As a result, we have the expertise to execute our business strategies and manage our assets and operations effectively. The master partnership's general partner has adopted incentive compensation plans to closely align the interests of its executive officers with the interests of its other stakeholders.

2013 expansion capital plan

Our \$700 million 2013 expansion capital plan consists of the following previously announced projects, as well as the continued expansion of our butane blending business, our Nederland Terminal and our Eagle Point Terminal:

Mariner East. This is a pipeline project to deliver propane and ethane from the Marcellus Shale areas in Western Pennsylvania to Marcus Hook, Pennsylvania, where it will be processed, stored and distributed to various domestic and waterborne markets.

Mariner West. This is pipeline project to deliver ethane from the Marcellus Shale processing and fractionation areas in Western Pennsylvania to the Sarnia, Ontario petrochemical market.

Allegheny Access. This is a pipeline project to transport refined products from the Midwest to eastern Ohio and western Pennsylvania markets.

Permian Express Phase I. This is a pipeline project to transport West Texas crude oil to Gulf Coast markets, providing continuous pipeline service from Wichita Falls, Texas to the Nederland/Beaumont, Texas markets.

West Texas Crude expansion projects. These are pipeline projects being developed to deliver crude oil from West Texas to our Nederland Terminal, to the Mid-Valley Pipeline at Longview, Texas and to the Houston, Texas market.

Recent developments

Acquisition of Sunoco, Inc.

On October 5, 2012, Sunoco, Inc. was acquired by ETP. Prior to this transaction, Sunoco, Inc., through its wholly-owned subsidiary, Sunoco Partners LLC, served as the master partnership's general partner and owned a two percent general partner interest, all of the incentive distribution rights and a 32.4 percent limited partner interest in the master partnership. In connection with the acquisition, Sunoco, Inc.'s interests in the general partner and the master partnership were contributed to ETP, resulting in a change of control of the master partnership's general partner. As a result, the master partnership's assets and liabilities are required to be adjusted to fair value on the closing date by application of push-down accounting. The new basis of accounting will be reflected in the master partnership's financial statements beginning in the fourth quarter 2012. Due to these transactions, both the master partnership and Sunoco, Inc. became consolidated subsidiaries of ETP.

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Distribution payment

On November 7, 2012, Sunoco Partners LLC, the general partner of the master partnership, declared a cash distribution of \$0.5175 per common unit (\$2.07 annualized), representing the distribution for the third quarter 2012. The distribution, in the total amount of \$74 million, was paid on November 14, 2012 to common unitholders of record on November 8, 2012.

Our ownership, structure and management

We are the operating subsidiary of the master partnership. We and our subsidiaries conduct the master partnership's operations and own its operating assets. Our general partner has sole responsibility for conducting our business and for managing our operations. The officers of our general partner are the same as the officers of Sunoco Partners LLC, the general partner of the master partnership. The sole director of our general partner is also a director of Sunoco Partners LLC.

Our principal executive offices are located at 1818 Market Street, Suite 1500, Philadelphia, Pennsylvania 19103, and our phone number is (866) 248-4344.

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The following chart depicts the organization and ownership of us, our subsidiaries and the master partnership as of December 31, 2012.

	Percentage Interest
Ownership of Sunoco Logistics Partners Operations L.P.	
Sunoco Logistics Partners GP LLC General Partner Interest	0.01%
Sunoco Logistics Partners L.P. Limited Partner Interest	99.99%
Total	100.0%
Ownership of Sunoco Logistics Partners L.P.	
Public Common Units	66.3%
Sunoco Partners LLC Common Units	31.7%
Sunoco Partners LLC General Partner Interest	2.0%
Total	100.0%

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The offering

Issuer	Sunoco Logistics Partners Operations L.P.
Securities	\$350,000,000 of 3.45% Senior Notes due 2023. \$350,000,000 of 4.95% Senior Notes due 2043.
Maturity dates	January 15, 2023 for the 2023 notes. January 15, 2043 for the 2043 notes.
Interest payment dates	We will pay interest on the notes in arrears each January 15 and July 15, beginning July 15, 2013.
Mandatory redemption	We will not be required to make mandatory redemption or sinking fund payments on the notes or to repurchase the notes at the option of the holders.
Optional redemption	We may redeem some or all of the notes of either series at any time or from time to time prior to maturity. If we elect to redeem the 2023 notes prior to October 15, 2022 (the date that is three months prior to the maturity date of the 2023 notes) or redeem the 2043 notes prior to July 15, 2042 (the date that is six months prior to the maturity date of the 2043 notes), we will pay an amount equal to the greater of 100% of the principal amount of the notes to be redeemed and the sum of the present values of the remaining scheduled payments of principal and interest on the notes, plus a make-whole premium. If we elect to redeem the 2023 notes on or after October 15, 2022 (the date that is three months prior to the maturity date of the 2023 notes) or redeem the 2043 notes on or after July 15, 2042 (the date that is six months prior to the maturity date of the 2043 notes), we will pay an amount equal to 100% of the principal amount of the notes to be redeemed. We will pay accrued and unpaid interest, if any, on the notes redeemed to the redemption date. Please read Description of the notes Optional redemption.
Guarantees	The notes will be guaranteed by our parent, Sunoco Logistics Partners L.P., on a senior unsecured basis so long as it guarantees any of our other long-term debt. Any of our subsidiaries that in the future become guarantors or co-issuers of our long-term debt must guarantee the notes on the same basis. If we cannot make payments on the notes when they are due, the guarantors must make them instead.
Ranking	The notes will be our general unsecured obligations. The notes will rank equally in right of payment with all our existing and future senior debt, including debt under our revolving credit facilities, our outstanding 8.75% Senior Notes due 2014, 6.125% Senior Notes due

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2016, 5.50% Senior Notes due 2020, 4.65% Senior Notes due 2022, 6.85% Senior Notes due 2040 and 6.10% Senior Notes due 2042 and senior in right of payment to any subordinated debt that we may incur. The parent guarantee of the notes will rank equally in right of payment with the guarantor's existing and future senior debt, including Sunoco Logistics Partners' guarantees of debt under our revolving credit facilities, our outstanding 8.75% Senior Notes due 2014, 6.125% Senior Notes due 2016, 5.50% Senior Notes due 2020, 4.65% Senior Notes due 2022, 6.85% Senior Notes due 2040 and 6.10% Senior Notes due 2042 and senior in right of payment to any subordinated debt the guarantor may incur. Neither we nor the guarantor currently has any secured debt outstanding.

Certain covenants

The indenture governing the notes limits our ability and the ability of our subsidiaries, among other things, to:

create liens without equally and ratably securing the notes; and

engage in certain sale and leaseback transactions.

The indenture also limits our ability to engage in mergers, consolidations and certain sales of assets.

These covenants are subject to important exceptions and qualifications, as described under [Description of the notes](#) [Important covenants](#).

Use of proceeds

We will use the net proceeds of this notes offering to repay in full the balance outstanding under our \$350 million revolving credit facility, which was \$93 million as of December 31, 2012, and the balance outstanding under the \$200 million revolving credit facility under which Sunoco Partners Marketing & Terminals L.P. is the borrower, and we are the guarantor. The balance outstanding under this latter facility was \$26 million as of December 31, 2012. We will use the remainder of the net proceeds for general partnership purposes, including to partially finance our \$700 million 2013 expansion capital plan. Please read [Use of proceeds](#), [Capitalization](#) and [Underwriting](#).

Trustee

U.S. Bank National Association.

Governing law

The notes and the indenture will be governed by New York law.

Risk factors

Please read [Risk factors](#) beginning on page S-10 of this prospectus supplement and on page 5 of the accompanying prospectus for a discussion of factors you should carefully consider before investing in the notes.

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Risk factors

An investment in our senior notes involves risks. You should carefully consider all of the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference as provided under "Where you can find more information," including our parent's Annual Report on Form 10-K for the year ended December 31, 2011, as updated by subsequent Quarterly Reports on Form 10-Q and the risk factors described under "Risk Factors" in such reports. This prospectus supplement, the accompanying prospectus and the documents incorporated by reference also contain forward-looking statements that involve risks and uncertainties. Please read "Forward-looking statements." Our actual results could differ materially from those anticipated in the forward-looking statements as a result of certain factors, including the risks described below, elsewhere in this prospectus supplement, in the accompanying prospectus and in the documents incorporated by reference. If any of these risks occur, our business, financial condition, results of operations, cash flows or prospects could be adversely affected.

Risks related to the notes

The notes and the guarantee will be effectively subordinated to any secured debt of ours or the guarantor as well as to any debt of our non-guarantor subsidiaries, and, in the event of our bankruptcy or liquidation, holders of the notes will be paid from any assets remaining after payments to any holders of our secured debt.

The notes and the guarantee will be general unsecured senior obligations of us and the guarantor, respectively, and effectively subordinated to any secured debt that we or the guarantor may have to the extent of the value of the assets securing that debt. The indenture will permit the guarantor and us to incur secured debt provided certain conditions are met. The notes will be effectively subordinated to the liabilities of any of our subsidiaries unless such subsidiaries guarantee the notes in the future.

If we are declared bankrupt or insolvent, or are liquidated, the holders of our secured debt will be entitled to be paid from our assets securing their debt before any payment may be made with respect to the notes. If any of the preceding events occur, we may not have sufficient assets to pay amounts due on our secured debt and the notes.

We do not have the same flexibility as other types of organizations to accumulate cash, which may limit cash available to service the notes or to repay them at maturity.

Our partnership agreement requires us to distribute, on a quarterly basis, 100% of our available cash to our general partner and Sunoco Logistics Partners within 45 days following the end of every quarter. Sunoco Logistics Partners' partnership agreement requires it to distribute, on a quarterly basis, 100% of its available cash to its unitholders of record within 45 days following the end of every quarter. Available cash with respect to any quarter is generally all of our or Sunoco Logistics Partners', as applicable, cash on hand at the end of such quarter, less cash reserves for certain purposes. The sole director of our general partner and the board of directors of Sunoco Logistics Partners' general partner will determine the amount and timing of such distributions and have broad discretion to establish and make additions to our or Sunoco Logistics Partners', as applicable, reserves or the reserves of our or Sunoco Logistics Partners', as applicable, operating subsidiaries as they determine are necessary or appropriate. As a result, we and Sunoco Logistics Partners do not have the same flexibility as corporations or other entities

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that do not pay dividends or that have complete flexibility regarding the amounts they will distribute to their equity holders. Although our payment obligations to our partners are subordinate to our payment obligations to you, the timing and amount of our quarterly distributions to our partners could significantly reduce the cash available to pay the principal, premium (if any) and interest on the notes.

The notes have no established trading market or history, and liquidity of trading markets for the notes may be limited.

The notes of each series will constitute a new issue of securities with no established trading market. Although the underwriters have indicated that they intend to make a market in the notes of each series, they are not obligated to do so and any of their market-making activities may be terminated or limited at any time. In addition, we do not intend to apply for a listing of the notes on any securities exchange or interdealer quotation system. As a result, there can be no assurance as to the liquidity of markets that may develop for the notes, the ability of noteholders to sell their notes or the prices at which notes could be sold. The notes may trade at prices that are lower than their respective public offering price depending on many factors, including prevailing interest rates and the markets for similar securities. The liquidity of trading markets for the notes may also be adversely affected by general declines or disruptions in the markets for debt securities. Those market declines or disruptions could adversely affect the liquidity of and market for the notes independent of our financial performance or prospects.

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Use of proceeds

We expect to receive net proceeds of approximately \$691 million from the sale of \$700 million in aggregate principal amount of notes we are offering, after deducting the underwriting discounts and estimated offering expenses.

We will use the net proceeds of this notes offering to repay in full the balance outstanding under our \$350 million revolving credit facility, which was \$93 million as of December 31, 2012, and the balance outstanding under the \$200 million revolving credit facility under which Sunoco Partners Marketing & Terminals L.P. is the borrower, and we are the guarantor. The balance outstanding under this latter facility was \$26 million as of December 31, 2012.

We will use the remainder of the net proceeds for general partnership purposes, including to partially finance our \$700 million 2013 expansion capital plan described under Summary 2013 expansion capital plan.

Affiliates of certain of the underwriters participating in this offering are lenders under our revolving credit facilities and, accordingly, will receive a portion of the net proceeds of this offering through our payment on these facilities. Please read Underwriting.

Our \$350 million revolving credit facility matures on August 22, 2016. Within the past year, we have used borrowings under this facility for general partnership purposes. The \$200 million revolving credit facility matures on August 12, 2013. Within the past year, Sunoco Partners Marketing & Terminals L.P. has used borrowings under this facility to finance the purchase from time to time of eligible hedged hydrocarbon inventory. Our West Texas Gulf Pipe Line Company joint venture subsidiary is the borrower under a \$35 million revolving credit facility that expires in April 2015. This credit facility is available to fund West Texas Gulf's general corporate purposes including working capital and capital expenditures. As of December 31, 2012, the aggregate borrowings under all these revolving credit facilities had a weighted average interest rate of 1.75%.

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Ratio of earnings to fixed charges

The ratio of earnings to fixed charges for both Sunoco Logistics Partners L.P. and Sunoco Logistics Partners Operations L.P. for each of the periods indicated is as follows:

	Year Ended December 31,					Nine Months Ended September 30,
	2007	2008	2009	2010	2011	2012
Ratio of earnings to fixed charges	3.77x	6.69x	5.68x	5.20x	4.28x	6.02x

For purposes of calculating the ratio of earnings to fixed charges: