

SUNOCO LOGISTICS PARTNERS LP

Form 8-K

February 21, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

February 21, 2006

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**SUNOCO LOGISTICS PARTNERS L.P.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction

of incorporation)

**1-31219**  
(Commission file number)

**23-3096839**  
(IRS employer

identification number)

**Mellon Bank Center**

**1735 Market Street - Suite LL**

**Philadelphia, PA**  
(Address of principal executive offices)

**(866) 248-4344**

**19103-7583**  
(Zip Code)

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(Registrant's telephone number, including area code)

**NOT APPLICABLE**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events**

During the preparation of the annual financial statements for Sunoco Logistics Partners L.P. (the Partnership), management discovered an error in the calculation of capitalized interest, a non-cash item. As a result, previously reported net income for the 2005 third and fourth quarters will decrease by \$0.4 million and \$1.0 million, respectively. This adjustment will reduce net income per limited partner unit on a diluted basis by \$0.01 to \$0.56 in the third quarter, and by \$0.04 to \$0.52 in the fourth quarter of 2005. After giving effect to this adjustment, net income for the full year will be \$61.7 million, or \$2.35 per limited partner unit on a diluted basis.

**Forward-Looking Statements**

Statements contained in the this report that state the Partnership's or its management's expectations or predictions of the future are forward-looking statements. The Partnership's actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include those mentioned in the documents that the Partnership has filed with the Securities and Exchange Commission.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SUNOCO LOGISTICS PARTNERS LP.**

By: Sunoco Partners LLC,  
its General Partner

/s/ JENNIFER L. ANDREWS  
Jennifer L. Andrews  
Comptroller

Date: February 21, 2006