

SUNOCO LOGISTICS PARTNERS OPERATIONS LP  
Form FWP  
February 04, 2009

Filed Pursuant to Rule 433 of the Securities Act

Registration No. 333-155644

333-155644-01

February 3, 2009

**Final Pricing Terms**

**Sunoco Logistics Partners Operations L.P.**

**Senior Notes Due 2014**

<b>Issuer</b>	Sunoco Logistics Partners Operations L.P.
<b>Security Type</b>	Senior Notes
<b>Ratings</b>	Baa2 / BBB (stable/stable)
<b>Principal Amount</b>	\$175,000,000
<b>Pricing Date</b>	February 3, 2009
<b>Settlement Date</b>	February 6, 2009
<b>Maturity Date</b>	February 15, 2014
<b>Treasury Benchmark</b>	1.75% due January 31, 2014
<b>Benchmark Price</b>	99-17
<b>Benchmark Yield</b>	1.849%
<b>Reoffer Spread to Benchmark</b>	+690.1 bps
<b>Reoffer Yield</b>	8.75%

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<b>Coupon</b>	8.75%
<b>Reoffer Price (%)</b>	99.995%
<b>Gross Spread</b>	0.60%
<b>Price to Sunoco Logistics Partners Operations L.P.</b>	99.395%
<b>All-in Yield</b>	8.901%
<b>CUSIP/ISIN</b>	86765B AF6/US86765BAF67
<b>Make-whole call</b>	Make-Whole Call at any time at the greater of par or a discount rate of Treasury plus 50 basis points
<b>Payment Dates</b>	Semi-annually each February 15 and August 15, beginning August 15, 2009
<b>Jt. Bookrunning Managers</b>	
<b>(Economics)</b>	Citigroup Global Markets Inc. (35.2%)
UBS Securities LLC (35.2%)	

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**Co-Managers (Economics)**

Barclays Capital Inc. (3.7%)

Mitsubishi UFJ Securities International plc (3.7%)

Greenwich Capital Markets, Inc. (3.7%)

CREDIT SUISSE SECURITIES (USA) LLC (3.7%)

Deutsche Bank Securities Inc. (3.7%)

KeyBanc Capital Markets Inc. (3.7%)

SunTrust Robinson Humphrey, Inc. (3.7%)

Wachovia Capital Markets, LLC (3.7%)

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a base prospectus) and a prospectus supplement, with the U.S. Securities and Exchange Commission (SEC) for this offering. Before you invest, you should read the prospectus supplement for this offering, the base prospectus in that registration statement and other documents the issuer (including its parent, Sunoco Logistics Partners L.P.) has filed with the SEC for more complete information about the issuer (including its parent, Sunoco Logistics Partners L.P.) and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at <http://www.sec.gov>. Alternatively, you may obtain a copy of the prospectus supplement from Citigroup Global Markets Inc. by calling 877-858-5407 or UBS Securities LLC by calling 877-827-6444 ext 561-3884.**