SUNOCO LOGISTICS PARTNERS L.P. Form 424B3 August 23, 2010 Table of Contents

> Filed Pursuant to Rule 424(b)(3) Registration Statement No. 333-155644

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities, and we are not soliciting an offer to buy these securities, in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated August 23, 2010

PROSPECTUS SUPPLEMENT

(To Prospectus Dated February 1, 2010)

Sunoco Logistics Partners L.P.

1,750,000 Common Units

Representing Limited Partner Interests

We are selling 1,750,000 common units representing limited partner interests in Sunoco Logistics Partners L.P. Our common units are listed on the New York Stock Exchange under the symbol SXL. The last reported sales price of our common units on the New York Stock Exchange on August 20, 2010 was \$75.91 per common unit.

Investing in our common units involves risk. See <u>Risk Factors</u> beginning on page S-12 of this prospectus supplement and on page 4 of the accompanying prospectus.

	Per Common Unit	Total
Public offering price	\$	\$
Underwriting discount	\$	\$
Proceeds to Sunoco Logistics Partners L.P. (before expenses)	\$	\$

We have granted the underwriters a 30-day option to purchase up to an additional 262,500 common units from us on the same terms and conditions as set forth above if the underwriters sell more than 1,750,000 common units in this offering.

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 are truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the common units on or about

, 2010.

Joint Book-Running Managers

Barclays Capital

UBS Investment Bank

Co-Managers

Citi J.P. Morgan

Wells Fargo Securities

Prospectus Supplement dated

, 2010

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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 common units. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this offering of common units. Generally, when we refer only to the prospectus, we are referring to both parts combined. If the information about the common unit 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 prepared by us. 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 common units, and seeking offers to buy the common units, only in jurisdictions where offers and sales are permitted. You should not assume that the information included in this prospectus supplement or the accompanying 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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FORWARD-LOOKING STATEMENTS

All of the statements, other than statements of historical fact, included or incorporated by reference in 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 schedule, expect, project, and available to, management. Words such as may, will, anticipate, believe, plan, estimate, 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 to be reasonable, they are based upon a number of assumptions, any or all of which ultimately may prove to be inaccurate. These statements are subject to numerous assumptions, uncertainties and risks that could cause actual results to differ materially from any results projected, forecasted, estimated or budgeted, including, but not limited to, the following:

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 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;

the loss of Sunoco as a customer or a significant reduction in its current level of throughput and storage with us;

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

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 concerning required composition of refined petroleum 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;

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

global and domestic economic repercussions, including disruptions in the crude oil and petroleum products 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);

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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; changes in our or Sunoco, Inc. 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 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, is a party.

These factors are not necessarily all of the important factors that could cause 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 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-12 of this prospectus supplement and page 4 of the accompanying prospectus for more information about important risks that you should consider before buying our common units. Unless the context otherwise indicates, the information included in this prospectus supplement assumes that the underwriters do not exercise their option to purchase additional common units.

As used in this prospectus supplement, unless the context otherwise indicates, the terms we, us, our and similar terms mean Sunoco Logistics Partners L.P., together with our operating subsidiaries. References to Operating Partnership mean Sunoco Logistics Partners Operations L.P., our wholly owned subsidiary. References to Sunoco mean Sunoco, Inc., the owner of our general partner. References to Sunoco R&M mean Sunoco, Inc. (R&M), a wholly owned subsidiary of Sunoco, through which Sunoco conducts its refining and marketing operations.

Sunoco Logistics Partners L.P.

We are a Delaware limited partnership that owns, operates and acquires a geographically diverse portfolio of complementary pipeline, terminalling, and crude oil acquisition and marketing assets. We are principally engaged in the transportation, terminalling and storage of refined products and crude oil and the purchase and sale of crude oil and refined products.

Our business is currently comprised of three segments, consisting of our Refined Products Pipeline System, our Terminal Facilities and our Crude Oil Pipeline System.

The *Refined Products Pipeline System* serves the operations of Sunoco and other select third parties and consists of: approximately 2,200 miles of refined product pipelines, including a two-thirds undivided interest in the 80-mile refined product Harbor Pipeline; 58 miles of interrefinery pipelines between two of Sunoco s refineries; and equity interests in four other joint venture refined products pipelines.

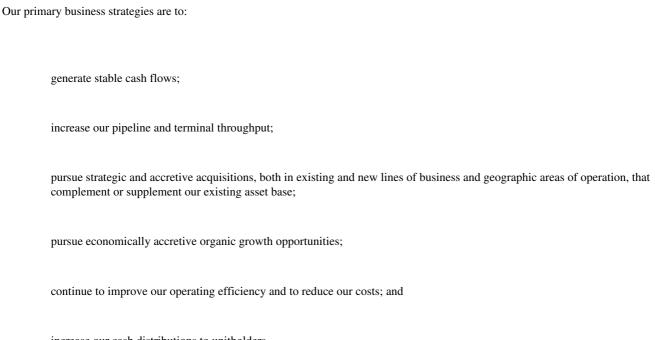
The *Terminal Facilities* consist of: 41 active refined product terminals with an aggregate storage capacity of 7 million shell barrels, primarily serving our Refined Products Pipeline System; the Nederland Terminal, a 20 million barrel marine crude oil terminal on the Texas Gulf Coast; a 2 million barrel refined product terminal serving Sunoco s Marcus Hook refinery near Philadelphia, Pennsylvania; one inland and two marine crude oil terminals with a combined capacity of 3 million barrels, and related pipelines, that serve Sunoco s Philadelphia refinery; a 1 million barrel liquefied petroleum gas terminal near Detroit, Michigan; and our recently acquired butane blending business.

The *Crude Oil Pipeline System* gathers, purchases, sells, and transports crude oil principally in Oklahoma and Texas and consists of: approximately 3,850 miles of crude oil trunk pipelines, including a 37 percent undivided interest in the 80-mile Mesa Pipe Line system, and approximately 500 miles of crude oil gathering lines that supply the trunk pipelines; approximately 110 crude oil trucks; approximately 120 crude oil truck unloading facilities; and majority ownership interests in two joint venture crude oil pipelines.

We are principally engaged in the transport, terminalling and storage of refined products and crude oil in 13 states located in the northeastern, midwestern and southwestern United States. 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 purchasing and selling domestic crude oil, refined petroleum products and natural gas liquids. Generally, as we purchase crude oil, we simultaneously enter into corresponding sale transactions involving physical deliveries of crude oil, thereby minimizing our exposure to crude oil price volatility after the initial purchase. We do not enter into futures contracts or other derivative instruments in connection with these purchases and sales unless they result in the physical delivery of crude oil. We use derivative instruments and physical delivery contracts to minimize our exposure to price fluctuation with respect to refined petroleum products and natural gas liquids. We purchase only commodity products for which we have a market and do not hold derivative instruments for speculative trading purposes.

Our Business Strategies



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 unique strategic relationship with Sunoco and its affiliates. Many of our refined product and crude oil pipelines and terminals are directly connected to Sunoco R&M s refineries and afford Sunoco R&M a cost-effective means to access crude oil and distribute refined products. In addition, we and Sunoco and its affiliates can jointly bid on potential acquisitions, and we are entitled to purchase from Sunoco and its affiliates any significant crude oil or refined product pipeline and terminalling assets, which we often refer to as logistics assets, associated with acquisitions made by Sunoco and its affiliates.

Our refined product pipelines and terminal facilities are strategically located in areas with high demand. We have a strong presence in the northeastern and midwestern United States, and our transportation and distribution assets in these regions operate at high utilization rates, providing us with a base of stable cash flows. Additionally, our 2008 acquisition of the MagTex products pipeline system expanded our presence in the growing refined product markets in the southwestern United States.

We have a complementary portfolio of assets that are both geographically and operationally diverse. 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 and crude oil pipelines in Oklahoma, Texas and Michigan. We also own equity interests in four refined product pipelines and two crude oil pipelines located in the central and western regions of the United States. This geographic and asset diversity contributes to the stability of our 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

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facilities and many 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.

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 believe that we have the expertise to execute our business strategies and manage our assets and operations effectively. Our general partner has adopted incentive compensation plans to closely align the interests of its executive officers with the interests of our unitholders.

Our Relationship with Sunoco and its Affiliates

We have a strong and mutually beneficial relationship with Sunoco, a leading transportation fuel provider, with operations located primarily in the East Coast and Midwest regions of the United States. Sunoco operates its businesses through a number of operating subsidiaries, the primary one being Sunoco R&M, which markets transportation fuels and convenience store merchandise through more than 4,700 branded retail locations in 23 states. This retail network is principally supplied by Sunoco-owned refineries with a combined crude oil processing capacity of 675,000 barrels per day. Substantially all of Sunoco s business activities with us are conducted through Sunoco R&M and the majority of our operations are strategically located within Sunoco R&M s refining and marketing supply chain.

Sunoco R&M relies on us to provide transportation and terminalling services that support a significant portion of its refining and marketing operations and a significant portion of our revenues are derived from Sunoco R&M s use of our pipelines and terminal facilities. For the six months ended June 30, 2010, Sunoco R&M accounted for approximately 55 percent of the total revenues of our Refined Products Pipeline System, approximately 53 percent of the total revenues of our Terminal Facilities and less than one percent of the total revenues of our Crude Oil Pipeline System. Sunoco R&M has minimum storage and throughput obligations at our Fort Mifflin Terminal Complex and at our Inkster Terminal. Sunoco R&M does not have any minimum throughput obligations related to our other terminalling and pipeline assets. All of our facilities are well situated to handle Sunoco R&M s current refining and marketing supply channels.

After this offering of common units, Sunoco, through its ownership of our general partner, will have an aggregate 29.5 percent limited partner interest and a 2.0 percent general partner interest in us in addition to its ownership of all of our outstanding incentive distribution rights. Because of its significant equity ownership in us and operational relationship with us, Sunoco has and will continue to have a substantial vested interest in the growth and success of our business. In addition, our general partner and its affiliates, which are indirectly owned by Sunoco, employ approximately 1,300 people who provide direct support to our operations. We do not have any employees.

Recent Developments

Acquisitions

In July 2010, we acquired a butane blending business from Texon L.P. for approximately \$140.0 million plus inventory. The acquired business includes certain intellectual property, customer contracts, butane inventories and related assets. The acquired intellectual property includes patents and associated software and other intellectual property rights relating to butane blending technology. The acquisition will be included within the Terminal Facilities business segment beginning in the third quarter of 2010.

In July and August 2010, we exercised certain rights to increase our ownership interests in Mid-Valley Pipeline Company, West Texas Gulf Pipe Line Company and West Shore Pipe Line Company, in connection with another owner s divestiture of its interests. The aggregate purchase price for these three transactions was

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approximately \$92.6 million, and was initially financed with borrowings under our \$395.0 million revolving credit facility. As a result of these acquisitions, we now own a 91.0 percent equity interest in the Mid-Valley Pipeline Company; a 17.2 percent equity interest in the West Shore Pipe Line Company; and a 60.3 percent equity interest in the West Texas Gulf Pipe Line Company.

Distribution Increase

On July 27, 2010, the board of directors of Sunoco Partners LLC, our general partner, declared a cash distribution for the second quarter of 2010 of \$1.14 per limited partnership common unit (\$4.56 annualized) that was paid on August 13, 2010 to unitholders of record on August 9, 2010. This represents the twenty-first consecutive quarterly distribution increase. The distribution rate is 9.6 percent higher than that of the second quarter of 2009 and is a 2.2 percent increase over the distribution for the first quarter of 2010.

Our Ownership, Structure and Management

Our operations are conducted through, and our operating assets are owned by, our operating partnership and its subsidiaries. Our general partner has sole responsibility for conducting our business and for managing our operations. The senior executives of our general partner manage our business.

Upon consummation of this offering:

There will be 22,939,598 publicly held common units outstanding, representing an aggregate 68.5 percent limited partner interest;

Sunoco, through its ownership of our general partner, will own 9,863,734 common units, representing an aggregate 29.5 percent limited partner interest; and

Our general partner will continue to own a 2.0 percent general partner interest in us and all of the incentive distribution rights.

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The following chart depicts the organization and ownership of us and our subsidiaries after giving effect to this offering but before any exercise of the underwriters option to purchase additional common units.

	Percentage Interest
Ownership of Sunoco Logistics Partners L.P.	
Public Common Units	68.5%
Sunoco Partners LLC Common Units	29.5%
Sunoco Partners LLC General Partner Interest	2.0%
Total	100.0%

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 Offering

Common units offered by us

1.750,000 common units.

2,012,500 common units if the underwriters exercise their option to purchase an additional 262,500 common units.

Units outstanding before this offering

31,053,332 common units

Units outstanding after this offering

32,803,332 common units (33,065,832 common units if the underwriters exercise their

option to purchase additional common units in full)

Use of proceeds

We will use the net proceeds from this common unit offering and the related capital contribution of our general partner to repay indebtedness under our \$395 million revolving credit facility. Please read Use of Proceeds. Affiliates of certain of the underwriters participating in this offering are lenders under our revolving credit facilities.

Please read Underwriting Relationships/FINRA Conduct Rules.

We will use all the net proceeds from any exercise of the underwriters option to purchase additional common units, together with the related capital contribution of our general partner, to repay additional indebtedness under our \$395 million revolving credit facility.

Cash distributions

Under our partnership agreement, we must distribute all of our cash on hand as of the end of each quarter after payment of fees and expenses, including payments to our general partner, less reserves established by our general partner in its reasonable discretion. We refer to this cash as available cash, and we define it in our partnership agreement. We expect that the first quarterly distribution payable to purchasers of the common units offered by this prospectus supplement will be paid in November 2010.

To the extent that our quarterly cash distribution exceeds \$0.50 per common unit in any quarter, our general partner receives a higher percentage of the cash distributed in excess of \$0.50 per limited partner unit, in increasing percentages up to 50% if the quarterly cash distribution exceeds \$1.5825 per common unit. For a description of our cash distribution policy, please read Cash Distributions in the accompanying prospectus.

Estimated ratio of taxable income to distributions

We estimate that if you own the common units you purchase in this offering through the record date for the distribution with respect to the fourth calendar quarter of 2013, you will be allocated, on a cumulative basis, an amount of federal taxable income that will be less than 20% of the cash distributed to you with respect to that period. This estimated taxable income amount is largely comprised of

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qualified dividends we receive, which are generally taxable to an individual at a maximum federal income tax rate of 15% through the end of 2010. Thereafter, absent legislation extending the current rates, beginning January 1, 2011, the highest marginal U.S. federal income tax rate applicable to dividends received by individuals will increase to 39.6%. Please read Tax Considerations beginning on page S-16 of this prospectus supplement for the basis for this estimate.

New York Stock Exchange symbol

SXL

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Summary Financial and Operating Data

The following tables set forth summary condensed consolidated financial and operating data of Sunoco Logistics Partners L.P. for the years ended December 31, 2007, 2008 and 2009 and for the six months ended June 30, 2009 and 2010. The summary financial and operating data presented below are derived from (i) the audited financial statements of Sunoco Logistics Partners L.P., which are included in its Annual Report on Form 10-K for the year ended December 31, 2009, and (ii) the unaudited financial statements included in its Quarterly Report on Form 10-Q for the six months ended June 30, 2010. Sunoco Logistics Partners L.P. s Annual Report on Form 10-K for the year ended December 31, 2009 and its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010 and June 30, 2010 are incorporated by reference herein.

The summary financial and operating data should be read together with, and are qualified in their entirety by reference to, the historical financial statements of Sunoco Logistics Partners L.P. and the accompanying notes and Management s Discussion and Analysis of Financial Condition and Results of Operations, which are set forth in its Annual Report on Form 10-K for the year ended December 31, 2009 and its Quarterly Report on Form 10-Q for the quarter ended June 30, 2010.

	Year Ended December 31,					Six Months Ended June 30,					
		2007(1)		2008(2)		2009(3)		2009(4)		2010(5)	
			(unaudited) (\$ in thousands, except per unit amounts)								
Income Statement Data:				(+	, -						
Revenues:											
Sales and other operating revenue:											
Affiliates	\$	1,682,042	\$	2,571,947	\$	705,511	\$	416,404	\$	387,427	
Unaffiliated customers		5,695,413		7,540,373	4	4,696,293		1,904,326		3,321,952	
Other income ⁽⁶⁾		28,381		24,298		27,873		12,539		17,153	
Total revenues	,	7,405,836	1	10,136,618	4	5,429,677		2,333,269		3,726,532	
Costs and expenses:											
Cost of products sold and operating expenses		7,156,142		9,786,014	4	5,023,307	,	2,108,488		3,533,827	
Depreciation and amortization		37,341		40.054	•	48,020	•	23,088		28,469	
Impairment charge		37,341		5,674		40,020		23,000		20,407	
Selling, general and administrative expenses		56,198		59,284		63,306		32,916		36,170	
Total costs and expenses		7,249,681		9,891,026		5,134,633	2	2,164,492		3,598,466	
Operating income		156,155		245,592		295,044		168,777		128,066	
Net interest cost and debt expense		35,280		31,112		44,682		21,228		34,085	
Net income	\$	120,875	\$	214,480	\$	250,362	\$	147,549	\$	93,981	
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Net income per limited partner unit:											
Basic	\$	3.39	\$	6.19	\$	6.52	\$	4.12	\$	2.36	
Diluted	\$	3.37	\$	6.15	\$	6.48	\$	4.09	\$	2.35	
Cook distributions per unit to limited portners:(7)											
Cash distributions per unit to limited partners: ⁽⁷⁾ Paid	\$	3.33	\$	3.67	\$	4.11	\$	2.01	\$	2.21	
raiu	ф	3.33	Ф	3.07	Ф	4.11	Ф	2.01	Ф	2.21	
Declared	\$	3.38	\$	3.79	\$	4.21	\$	2.06	\$	2.26	