

SUNOCO INC
Form 425
September 04, 2012

Energy Transfer Partners, L.P.
Barclays CEO Energy
Power Conference
September 4, 2012
Filed by Energy Transfer Partners, L.P.

Edgar Filing: SUNOCO INC - Form 425

pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12 under the
Securities Exchange Act of 1934
Subject Company: Sunoco, Inc.
Commission File No.: 1-06841

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Legal Disclaimer

SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS

This document may include certain statements concerning expectations for the future that are forward-looking statements as defined by federal law. Such forward-looking statements are subject to a variety of known and unknown risks, uncertainties, and other factors that are difficult to predict and many of which are beyond ETP management's control. An extensive list of factors that can affect future results are discussed in the Annual Reports on Form 10-K and other documents filed by ETP and Energy Transfer Equity Partners, L.P. (ETE) from time to time with the Securities and Exchange Commission (SEC).

Statements in this document regarding the proposed transaction between ETP and Sunoco, Inc. (Sunoco) the expected timetable for completing the proposed transaction, future financial and operating results, benefits and synergies of the proposed transaction, future opportunities for the combined company, and any other statements about ETP, ETE, Sunoco Logistics Partners, L.P. (SLP)

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Energy Transfer Overview

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Energy Transfer Overview

Energy Transfer Partners, L.P. (ETP) is one of the largest and most diversified investment grade MLPs

Enterprise
value
of
\$17.2
billion

1,2

Recent strategic transactions combined with organic growth projects have transformed Energy Transfer into a geographically diversified midstream logistics platform with the best in class natural gas, crude oil, NGL and refined product capabilities

Strategic transactions resulted from a need to diversify both operationally and geographically and our customers desire for fully integrated midstream capabilities

In addition, ETP has announced more than \$3.0 billion of growth projects since late 2010, with a focus on liquids-rich opportunities in the Eagle Ford, Permian, and Woodford areas

In excess of \$1.0 billion of additional capex will be spent on new projects to be placed into service by Q1 2013

These transactions and growth projects have transformed Energy Transfer into a much larger and more diversified midstream energy partnership well positioned for future growth

1 As of August 30, 2012. Excludes the value of the general partner interest and incentive distribution rights (IDRs) held by ET

2 Includes net debt as of June 30, 2012.

ETP Has Rapidly Evolved

ETP
has
undertaken
several
initiatives
to
expand
the
services

we
can
provide
to
our
customers
with
an
emphasis
on
geographic and fee-based diversification

Joint acquisition of LDH Energy (LDHE) in May 2011 with Regency Energy Partners LP (RGP)

Diversified into natural gas liquids and enhanced NGL capabilities with emphasis on fee based income
Contribution of propane business to AmeriGas in January 2012

Minimized exposure to weather sensitive non-core business and deleveraged balance sheet through tender offer
ETE s acquisition of Southern Union (SUG) and drop down of a 50% interest in Citrus to ETP in March 2012

Expanded geographic reach with emphasis on fee based income
Announced the pending acquisition of Sunoco, Inc. (SUN) in April 2012; scheduled to close October 2012

Creates best in class
natural gas, crude oil, NGL and refined product logistics and transportation platform

Announced
the
pending
dropdown
of
a
portion
of
SUG
to
ETP
HoldCo
Corp,
a
new
ETP-controlled
entity
to
be
jointly
owned by ETP and ETE, in June 2012

Transfers operational control of SUG assets to ETP and begins simplification of overall structure
2004
2007
2008

2009

2010

2011

2012

Acquired TUFCO Pipeline, Houston Pipeline and Transwestern Interstate Pipeline

Completed the first 42-inch diameter natural gas pipeline in the state of Texas in 2007

Initiated open season for new interstate gas pipeline, Midcontinent Express Pipeline (MEP), a 50/50 joint venture with Kinder Morgan Energy Partners (KMP)

MEP completed and placed in-service

Completed Phoenix and San Juan projects, expanding Transwestern Pipeline

Initiated open season for new interstate gas pipeline, Tiger Pipeline

Initiated open season for new interstate gas pipeline, Fayetteville Express Pipeline (FEP), a 50/50 joint venture with KMP

FEP and Tiger completed ahead of schedule and significantly under budget
ETP and Regency acquired LDHE and formed Lone Star NGL JV

Lone Star NGL JV announced new Mont Belvieu fractionation plant and West Texas NGL pipeline projects to significantly expand liquids platform
Expansion of Eagle Ford shale projects with the Rich Eagle Ford Mainline (REM) pipeline and new processing facility in Jackson County, TX

Completed contribution of propane business to AmeriGas Partners, L.P.

ETP acquired 50% interest in Citrus, which owns Florida Gas Transmission

Announced a second Mont Belvieu fractionation plant and expansion of Eagle Ford projects supported by long-term fee-based contracts

ETP announces acquisition of SUN, expanding into crude oil, NGLs and refined product logistics and transportation

5

Creating a More Diversified and Integrated
Asset Footprint

6

Note:

Joint

venture

assets

shown

on

consolidated

basis;
Includes
previously
announced
projects
under
construction.

Pro
forma
for
Sunoco

Pro Forma Summary Asset Overview

* Throughput and storage capacity converted on a 6:1 Mcf:Bbl basis.
acquisition and Southern Union dropdown. Consolidates Sunoco Logistics.

Mileage

Asset Composition

Throughput*

Storage*

Pipelines (miles):

Natural Gas

39,994

Natural Gas Distribution (LDCs)

15,173

NGL

2,150

Crude Oil

5,400

Refined Products

2,500

Total

65,217

Operating Metrics:

Natural Gas Throughput (Bcf/d)

28

NGL Throughput (Mbb/d)

784

LNG Throughput (Bcf/d)

2

Crude Oil Throughput (Mbb/d)

1,747

Refined Products Throughput (Mbb/d)

522

Natural Gas Processing Capacity (MMcf/d)

3,417

Natural Gas Treating Capacity (MMcf/d)

2,570

Natural Gas Conditioning Capacity (MMcf/d)

846

NGL Processing Capacity (Mbb/d)

251

Natural Gas Storage (Bcf)

176

NGL Storage (Mbbbl)

48,000

LNG Storage Capacity (Bcf)

9

Crude Oil Storage (Mbbbl)

25,000

Refined Products Storage (Mbbbl)

16,000

Facilities:

Natural Gas Storage Facilities

9

NGL Storage Facilities

3

Crude Oil Storage Facilities

4

Refined Products Storage Facilities

44

Natural Gas Process., Treat., Cond. Facilities

45

NGL Processing Facilities

4

Retail Marketing Outlets

4,900

52%
47%
38%
26%
14%
21%
22%
15%
16%
14%
21%

25%

18%

18%

13%

5%

4%

10%

20%

0%

25%

50%

75%

100%

2009

2010

2011

Pro Forma 2011

Intrastate

Midstream

Interstate

Propane

NGL

Retail Marketing

Crude/Refined Products

1

7

With an Enhanced Business Profile

Business Performance by Operating Segment

Note: Adjusted EBITDA reconciliation in appendix. ETP adjusted EBITDA excludes Other ; 2011 ETP pro forma for contri
AmeriGas Partners, L.P. and Citrus acquisition. Excludes distributions from AmeriGas Partners, L.P. Assumes full consolidati

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Better Positioned to Deliver on Our
Financial Objectives

Retain an attractive cash flow profile
Financial Objectives
Capital Deployed 2005
June 2012
Equity & Excess
Cash Flow

51%
Debt
49%
Total = \$16.0 billion

2
1 Excludes maintenance capex.

Achieve and maintain a 1.05x distribution coverage

Grow distributable cash flow

Target
Debt/Adjusted
EBITDA
ratio
of
4.00x

4.25x

Preserve financial flexibility to successfully manage

Maintain a strong balance sheet

Generate stable cash flows from a diversified
of return and that are complementary to our
existing asset base

Target projects/assets that provide for attractive rates
ratio
growth projects and acquisitions

Manage commodity price exposure
based contracts

Support growth projects with long-term fee-
asset base

2 See page 19 for reconciliation.

1

9
With
a
Robust
Portfolio
of
Attractive
Organic
Growth Projects

Announced more than \$3.0 billion of investment in

midstream and NGL projects

The remaining projects are proceeding on time and on budget with a majority of the projects schedule to be in service over the next 6-9 months

\$900 million

- \$1.1 billion remaining to be spent in 2012

\$1.5 billion

- \$1.7 billion to be spent in 2013 and beyond on announced projects

Projects further diversify the business mix and expand service offerings across the midstream value chain

Allow us to offer a full scope of services to our customers

Acquisitions have created numerous incremental commercial opportunities for further growth

2012 Growth Capex

Announced Growth Projects Since Q4 2010

Lone Star

38%

Midstream

50%

NGL

12%

Total = \$3,077 million

(\$ millions)

2012 YTD

(Q1 -

Q2)
2012
2
Half
(Q3 -
Q4)
Growth Capital Expenditures
Intrastate / Midstream
551
\$
\$ 450 -
500
Interstate
3
-
NGL
670
700 -
800
Propane & Other
2
-
Total
1,226
\$
\$ 1,150 -
1,300
Contributions from Noncontrolling
1
(151)
(200 -
250)
Total (net)
1,075
\$
\$ 900 -
1,100
nd
Interest in Lone Star
1 Represents
Regency s 30% noncontrolling interest in Lone Star.

Eagle Ford Shale Projects
10

In Q1 2012, the Chisholm natural gas processing plant was completed on time and on budget

The Chisholm plant, along with the Dos Hermanas, Chisholm, and REM Phase I

pipelines, which were already in-service, represent more than \$400 million of Eagle Ford projects that are now generating cash flow

Phase II of the REM pipeline, phase I of the Jackson County processing plant, and the Karnes County processing plant are scheduled for completion in Q4 2012 and/or 1st quarter 2013

Woodford Shale Project

11

117 miles of 30-inch pipe and 22 miles of 24-inch loop of existing system

450 MMcf/d of initial pipeline capacity

Originating in Carter County, OK

and terminating in Johnson
County at the Godley Plant

200 MMcf/d Cryo plant at Godley

Expected pipeline in-service by
Q4 2012

Expected Godley expansion in-
service by Q3 2013

Estimated cost ~\$360 million

Supported by long-term
agreement with XTO/Exxon

ETP NGL and Lone Star Pipeline Projects

12

Approximately 570 miles of 16-inch pipe with an initial capacity of 200,000 Bbl/d

Originating in Winkler County and terminating in Jackson County, Texas

Lone Star has secured capacity through ETP s Justice NGL pipeline from Jackson County to

Mont Belvieu

Estimated cost (100%) ~\$917
million

Expected in-service Q4 2012

130 mile 20-inch NGL pipeline

340,000 Bbl/d design capacity

Expected in-service Q4 2012

Project cost ~\$300 million

West Texas Gateway Project

(NGL) Pipeline

Justice Pipeline

13

Two 100,000 Bbl/d NGL fractionators to be constructed at Mont Belvieu

A substantial amount of the fractionation capacity will be utilized for NGLs from ETP's Justice Pipeline

Estimated cost (100%):
Frac I ~\$390 million

Frac II ~\$350 million

Expected in-service:

Frac

I

Q1

2013

(100%

contracted)

Lone Star Fractionation Projects

Frac

II

Q1

2014

(~70%

contracted)

14
Investment Considerations
Well Positioned
For Future
Growth

Attractive
portfolio
of
organic
growth

projects
with
an
emphasis
on
fee-based
opportunities
in
liquids
rich emerging shale plays

Majority of the projects scheduled to be in service over the next 6-9 months

Recent transactions provide numerous incremental commercial opportunities with a complementary
asset base
Balanced
Business Profile

Operating
model
with
businesses
across
the
midstream
value
chain
diversifies
and
strengthens
overall cash flow profile

Significant portion of operating income derived from fee-based sources with long-term contracts
anchored by a high-quality customer base with strong credit profile

Hedge positions provide for further cash flow stability in commodity price sensitive areas
Strong Balance
Sheet

Recent transactions viewed as favorable by the rating agencies and further strengthens overall
credit profile

Track record of a balanced approach to funding organic growth projects

Demonstrated commitment to maintaining investment grade credit metrics
Diversified And
Complementary
Asset Footprint

Pro

forma
asset
base
will
be
a
best
in
class
natural
gas,
crude
oil,
NGL
and
refined
products
logistics platform

Integrated and complementary asset network will provide connections to multiple end markets for natural gas, crude oil and refined products

A full suite of NGL capabilities to meet the needs of liquids rich shale production

Supplemental Information

Pro Forma Organizational Structure
Southern Union Company
Southern
Union Gas
Services
Panhandle
Energy
LDC Divisions
Energy Transfer Equity, L.P.
(NYSE: ETE)
Public

LP
unitholders
Lone Star
NGL LLC
30%
interest
70%
interest
50%
interest
49.99%
interest
HPC
Midcontinent
Express
Pipeline
Gathering &
Processing
Regency Energy
Partners LP
(NYSE: RGP)
NGL
Interstate
Fayetteville
Express
Pipeline
50%
interest
Citrus Corp
50%
interest
Public
LP
unitholders
Energy Transfer
Partners, L.P.
(NYSE: ETP)
FGT
ETP
HoldCo Corp
Sunoco Logistics Partners L.P.
(NYSE: SXL)
LP Interest
GP Interest
IDRs
Public
LP
unitholders
Sunoco, Inc.
Retail &

Marketing
LP Interest
GP Interest
IDRs
LP Interest
GP Interest
IDRs
60% Ownership
40% Ownership
(Board Majority)
Intrastate
Midstream
Contract
Treating
Contract
Compression
JVs
16
Public
LP
unitholders

17
Announced Projects
Project
Description
Capacity
Expected
Completion
(\$ mm)
Midstream
Dos Hermanas
Pipeline

50-mile, 24-inch pipeline originating in northwest Webb County and extending to ETP's existing

Houston Pipeline rich gas gathering system in eastern Webb County

400 MMcf/d

In-service

Q4 2010

\$43

Chisholm Pipeline

83 mile, 20-inch pipeline extending from DeWitt County to ETP's La Grange Processing Plant in Fayette County

100 MMcf/d, expandable to

300 MMcf/d

In-service

Q2 2011

\$68

REM Phase I

160-mile, 30-inch pipeline originating in Dimmitt County and extending to the Chisholm Pipeline for

ultimate delivery to ETP's processing plants

400 MMcf/d, expandable to

800 MMcf/d

In-service

Q4 2011

\$220

Chisholm Plant

Natural gas processing plant located adjacent to ETP's existing La Grange Plant in Fayette County

120 MMcf/d

In-service

Q1 2012

\$70

REM Phase II

70 mile, 42-inch pipeline expansion, which will extend from the Chisholm Pipeline in DeWitt County east into Jackson County

800 MMcf/d

Q4 2012

\$170

400 MMcf/d, Phase I

Q1 2013

\$420

200 MMcf/d, Phase II

Q1 2014

200 MMcf/d, Phase III

Q1 2014

Red River Gathering

Pipeline

117-mile, 24-

and 30-inch pipeline from Carter County, Oklahoma to ETP's Godley Plant in Johnson

County, Texas

450 MMcf/d, expandable to

550 MMcf/d

Q4 2012

\$360

Godley Plant

Expansion

Cryogenic processing plant to be constructed at the Godley processing facility in Johnson County,

Texas

200 MMcf/d

Q3 2013

Karnes County

Processing Plant

Natural gas processing plant located in Karnes County

200 MMcf/d

Q4 2012

\$210

REM Expansion

37 mile, 30-inch pipeline expansion

Q4 2013

Sub-total

\$1,561

NGL (ETP)

Freedom Pipeline

43-mile, 8-inch NGL pipeline connecting the Liberty pipeline to ETP's La Grange & Chisholm plants

40 Mbb/d

In-service

Q3 2011

\$30

Liberty Pipeline

93-mile, 12-inch NGL pipeline owned through a 50/50 JV with Copano. Connects

the Freedom pipeline

to the Formosa plant

90 Mbb/d

In-service

Q3 2011

\$26

Justice Pipeline

130-mile, 20-inch NGL pipeline from the Jackson Plant to Mont Belvieu

340 Mbb/d

Q4 2012

\$300

Sub-total

\$356

NGL (100%)

West Texas Gateway

570-mile, 16-inch NGL pipeline originating in Winkler County and terminating in Jackson County

200 Mbb/d

Q4 2012

\$917

Frac I

Mont Belvieu NGL fractionator

100 Mbb/d

Q1 2013

\$390

Frac II

Mont Belvieu NGL fractionator

100 Mbb/d

Q1 2014

\$350

Contribution from Regency for its 30% interest

(\$497)

Sub-total

\$1,160

Total announced ETP growth projects since Q4 2010 (including 70%
of Lone Star)

\$3,077

Jackson Plant

Natural gas processing plant located in Jackson County

Estimated Cost

18

Adjusted EBITDA Reconciliation

The Partnership has disclosed in this press release EBITDA, as adjusted, and distributable cash flow which are non-GAAP financial measures. Adjusted EBITDA is a non-GAAP financial measure. Management believes Adjusted EBITDA provides useful information to investors, including companies that may have different

financing
and
capital
structures.

The
presentation
of
Adjusted
EBITDA
also
allows
investors
to
view
our
performance
in
a

manner similar to the methods used by management and provides additional insight to our operating results.

There are material limitations to using measures such as Adjusted EBITDA, including the difficulty associated with using it as
company

to
another,
and
the
inability
to
analyze
certain
significant
items
that
directly
affect

a
company's
net
income
or
loss
or
cash
flows.

In
addition,
our
calculation
of
Adjusted

EBITDA may not be consistent with similarly titled measures of other companies and should be viewed in conjunction with m

GAAP, such as gross margin, operating income, net income, and cash flow from operating activities.

Definition of Adjusted EBITDA

The Partnership defines Adjusted EBITDA as total partnership earnings before interest, taxes, depreciation, amortization, and expense, gains and losses on disposals of assets, the allowance for equity funds used during construction, unrealized gains and non-cash impairment charges, and other non-operating income or expense items. Unrealized gains and losses on commodity and losses on commodity derivatives and inventory fair value adjustments (excluding lower of cost or market adjustments).

LTM + 2008-2011 Annual

Years Ended December 31,

(\$ millions)

2008

2009

2010

2011

6/30/2012

Net income

866.0

\$

791.5

\$

617.2

\$

697.2

\$

1,543.2

\$

Interest expense, net of interest capitalized

265.7

394.3

412.6

474.1

521.5

Income tax expense

6.7

12.8

15.5

18.8

16.6

Depreciation and amortization

262.2

312.8

343.0

430.9

431.0

Non-cash compensation expense

23.5

24.0

27.2

37.5

37.7

(Gains) losses on deconsolidation/disposals of assets

1.3

1.6

5.0

3.2

(1,054.9)

Gains on non-hedged interest rate derivatives

51.0

(39.2)

(4.6)

77.4

89.3

Unrealized (gains) losses on commodity risk management activities

(35.5)

(30.0)

78.3

11.4

90.0

Goodwill impairment loss

11.4

-

-

-

-

Impairment of investment in affiliate

-

-

52.6

5.4

5.4

Proportionate share of unconsolidated affiliates' interest, depreciation
and allowance for equity funds used during construction

-

22.3

22.5

30.0

155.4

Adjusted EBITDA attributable to non-controlling interest

-

-

-

(37.8)

(58.3)

Other, net (includes allowance for equity funds used during construction)

(73.3)

(12.7)

(28.5)

(5.4)

(6.4)

Loss on extinguishment of debt

-

-

-

-

115.0

Adjusted EBITDA

1,378.9

\$

1,477.4

\$

1,540.9

\$

1,742.6

\$

1,885.5

\$

Last Twelve

Months Ended

19
Reconciliation of Capital Deployed and
Funding Sources
Fiscal Years Ended 8/31
Four Months
Years Ended 12/31
YTD 6/30
(\$ millions)
2005
2006

2007
 Ended 12/31/07
 2008
 2009
 2010
 2011
 2012
 Net cash used in investing activities
 1,133.7
 \$
 1,244.4
 \$
 2,158.1
 \$
 995.9
 \$
 2,015.6
 \$
 1,345.8
 \$
 1,493.8
 \$
 3,552.4
 \$
 1,402.4
 \$
 Proceeds from sale of assets and discontinued operations
 196.9
 6.9
 23.1
 21.5
 19.4
 21.5
 27.9
 9.3
 1,455.8
 Non-cash activity
 2.5
 4.0
 -
 1.4
 2.2
 63.3
 (588.7)
 -
 105.0
 Maintenance capital expenditures
 (41.0)
 (51.8)
 (89.2)

(49.0)

(141.0)

(102.7)

(99.3)

(134.2)

(54.3)

Capital deployed

1,292.1

\$

1,203.5

\$

2,092.0

\$

969.8

\$

1,896.2

\$

1,327.9

\$

833.8

\$

3,427.5

\$

2,909.0

\$

Net cash provided by operating activities

169.4

\$

543.9

\$

1,112.7

\$

245.7

\$

1,258.1

\$

826.9

\$

1,202.3

\$

1,344.4

\$

599.5

\$

Maintenance capital expenditures

(41.0)

(51.8)

(89.2)

(49.0)

(141.0)

(102.7)
(99.3)
(134.2)
(54.3)
Distributions paid
(207.0)
(343.8)
(622.5)
(176.0)
(879.2)
(957.3)
(1,066.0)
(1,159.5)
(646.0)
Net proceeds from sale of assets and discontinued operations²
196.9
6.9
23.1
21.5
19.4
21.5
27.9
9.3
705.8
Excess cash flow
118.3
\$
155.2
\$
424.1
\$
42.2
\$
257.3
\$
(211.6)
\$
64.9
\$
60.0
\$
605.1
\$
Net proceeds from issuance of common units
507.7
\$
132.4
\$
1,200.0
\$

234.9
 \$
 373.1
 \$
 936.3
 \$
 1,152.2
 \$
 1,467.0
 \$
 93.6
 \$
 Capital contributions from general partner
 10.4
 2.8
 24.5
 -
 8.0
 3.4
 8.9
 -
 -
 Capital contributions from noncontrolling interest
 -
 -
 -
 -
 -
 -
 -
 645.3
 151.3
 Non-cash activity¹
 2.5
 4.0
 -
 1.4
 2.2
 63.3
 (588.7)
 -
 105.0
 Equity issued
 520.6
 \$
 139.2
 \$
 1,224.5
 \$
 236.3

\$
383.3
\$
1,003.0
\$
572.5
\$
2,112.2
\$
349.9
\$
1

1 Non-cash activity comprises issuances of common units in connection with certain acquisitions (2012, 2009, 2008, four months and 2006) and redemption of common units in connection with the transfer of the investment in MEP (year ended 12/31/10).

2 YTD
6/30/2012,
net
proceeds
from
sale
of
assets
and
discontinued
operations
is
net
of
repayment
of
debt
in
January
2012.

20
ETP Debt Capitalization
1
Net
proceeds
from
the
July
2012
equity

offering
 were
 \$671
 million..
 (\$ millions)
 6/30/2012
 July 2012
 Equity Offering
 1
 August 2012
 Maturity
 Pro Forma
 6/30/2012
 ETP Revolver (\$2.5bn)
 493
 \$
 (493)
 \$
 108
 \$
 108
 \$
 ETP Senior Notes:
 5.65%
 due 2012
 108
 -
 (108)
 -
 6.00%
 due 2013
 350
 -
 -
 350
 8.50%
 due 2014
 292
 -
 -
 292
 5.95%
 due 2015
 750
 -
 -
 750
 6.13%
 due 2017
 400

-
-
400
6.70%
due 2018
600
-
-
600
9.70%
due 2019
400
-
-
400
9.00%
due 2019
450
-
-
450
4.65%
due 2021
800
-
-
800
5.20%
due 2022
1,000
-
-
1,000
6.63%
due 2036
400
-
-
400
7.50%
due 2038
550
-
-
550
6.05%
due 2041
700
-
-

700
6.50%
due 2042
1,000
-
-
1,000
Total ETP Senior Notes
7,800
-
(108)
7,692
ETP Other Long-Term Debt:
Transwestern Senior Notes
870
-
-
870
Other
(12)
-
-
(12)
Total ETP Other Long-Term Debt
858
-
-
858
Total Debt
9,151
\$
(493)
\$
-
\$
8,658
\$

21

Definitions

The following is a list of certain acronyms and terms generally used in the energy industry and throughout

this

presentation

:

/d

per day

Bbl

barrels

Btu

British thermal unit, an energy measurement

Capacity

capacity of a pipeline, processing plant or storage facility refers to the maximum capacity under normal operating conditions and, with respect to pipeline transportation capacity, is subject to multiple factors (including natural gas injections and withdrawals at various delivery points along the pipeline and the utilization of compression) which may reduce the throughout capacity from specified capacity levels.

gpm

gallons per minute

Mcf

thousand cubic feet

MMBtu

million British thermal units

MMcf

million cubic feet

Bcf

billion cubic feet

NGL

natural gas liquid, such as propane, butane and natural gasoline

NYMEX

New York Mercantile Exchange

22
In
connection
with
the
proposed
business
combination
transaction
between
ETP

and
Sunoco,
Inc.
(Sunoco),
ETP
filed
with
the
U.S.
Securities

and Exchange Commission (the SEC) a registration statement on Form S-4 that included a proxy statement/prospectus. The statement was declared effective on August 24, 2012. Sunoco mailed the definitive proxy statement/prospectus to the Sunoco about August 29, 2012. THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS CONTAIN INFORMATION ABOUT ETP, SUNOCO, THE PROPOSED TRANSACTION AND RELATED MATTERS. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY/PROSPECTUS CAREFULLY.

holders
may
obtain
free
copies
of
the
registration
statement
and
the
proxy
statement/prospectus
and
other
documents
filed
with
the
SEC
by
ETP

and Sunoco through the web site maintained by the SEC at www.sec.gov. In addition, investors and security holders may obtain the registration statement and the proxy statement/prospectus by phone, e-mail or written request by contacting the investor relations department of ETP or Sunoco at the following:

Energy Transfer Partners, L.P.
Sunoco, Inc.
3738 Oak Lawn Ave.
1818 Market Street, Suite 1500
Dallas, TX 75219
Philadelphia, PA 19103
Attention: Investor Relations
Attention: Investor Relations
Phone: (214) 981-0795
Phone: (215) 977-6764

Email: InvestorRelations@energytransfer.com

Email: SunocoIR@sunocoinc.com

ETP and Sunoco, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxy for the proposed transactions contemplated by the merger agreement. Information regarding directors and executive officers of ETP is contained in ETP's Form 10-K for the year ended December 31, 2011, which has been filed with the SEC. Information regarding directors and executive officers is contained in Sunoco's definitive proxy statement dated March 16, 2012, which is filed with the SEC. A complete description is available in the registration statement and the proxy statement/prospectus.

Important Additional Information

Filed with the SEC