

SUNOCO LOGISTICS PARTNERS L.P.
Form 424B3
July 28, 2011
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Filed Pursuant to Rule 424(B)(3)
Registration No. 333-155644
333-155644-01

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 July 28, 2011

PRELIMINARY PROSPECTUS SUPPLEMENT

(To prospectus dated February 1, 2010)

\$

Sunoco Logistics Partners Operations L.P.

\$ % Senior Notes due 2022

\$ % Senior Notes due 2042

Guaranteed By

Sunoco Logistics Partners L.P.

This is an offering by Sunoco Logistics Partners Operations L.P. of \$ of % Senior Notes due 2022 (the 2022 notes) and \$ of % Senior Notes due 2042 (the 2042 notes and, together with the 2022 notes, the notes). Interest is payable on the notes on and of each year beginning , 2012. Interest on the notes will accrue from , 2011. The 2022 notes will mature on , 2022 and the 2042 notes will mature on , 2042.

We may redeem all or part of the notes of either series at any time at a price of 100% of their principal amount plus a make-whole premium and accrued and unpaid interest to the redemption date. 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-14 of this prospectus supplement and on page 4 of the accompanying prospectus.

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	Per 2022 Note	Total	Per 2042 Note	Total
Public Offering Price(1)	%	\$	%	\$
Underwriting Discount	%	\$	%	\$
Proceeds to Sunoco Logistics Partners Operations L.P. (before expenses)	%	\$	%	\$

(1) Plus accrued interest from _____, 2011 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 _____, 2011.

Joint Book-Running Managers

Barclays Capital

Prospectus Supplement dated _____, 2011.

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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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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 states 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, scheduled, or other similar 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:

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 and petroleum products 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, Inc. (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 terminals, pipelines and commodity 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 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;

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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);

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

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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'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, are 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.

NOTICE FOR NEW HAMPSHIRE RESIDENTS

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES ANNOTATED, 1955, AS AMENDED (RSA 421-B) WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY, OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER, OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

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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-14 of this prospectus supplement and page 4 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 Sunoco mean Sunoco, Inc., the owner of the general partner of the master partnership. 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. 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.

We are a Delaware limited partnership formed by Sunoco Logistics Partners to own and operate a logistics business, consisting of a geographically diverse portfolio of complementary pipeline, terminalling, and crude oil acquisition and marketing assets. We are principally engaged in the transport, terminalling and storage of refined products and crude oil and the purchase and sale of crude oil and refined products in 17 states located in the northeast, midwest, southeast and southwest 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 all 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 in this prospectus supplement and the accompanying prospectus are those of Sunoco Logistics Partners.

Our business is comprised of three segments:

The *Refined Products Pipeline System* serves Sunoco and other third parties and consists of approximately 2,500 miles of refined product pipelines, including a two-thirds undivided interest in the approximately 100-mile refined product Harbor pipeline, joint venture interests in four refined products pipelines in selected areas of the United States and the recently acquired controlling interest in the Inland pipeline system. Please see Recent Developments for a further description.

The *Terminal Facilities* consist of 42 active refined product terminals with an aggregate storage capacity of 7 million barrels, which provide storage, terminalling, blending and other ancillary services primarily to our Refined Products Pipeline System; the Nederland Terminal, a 21 million barrel marine crude oil terminal on the Texas Gulf Coast; the Eagle Point Terminal, a 5 million barrel crude oil and refined products dock and terminal, located on the Delaware River in Westville, New Jersey; 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, which serve Sunoco's Philadelphia refinery; and a 1 million barrel liquefied petroleum gas (LPG) terminal near Detroit, Michigan.

The *Crude Oil Pipeline System* gathers, purchases, sells and transports crude oil principally in Oklahoma and Texas and consists of approximately 4,900 miles of crude oil trunk pipelines, including a

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37 percent undivided interest in the 100-mile Mesa Pipe Line system; approximately 500 miles of crude oil gathering lines that supply the trunk pipelines; approximately 140 crude oil transport trucks; and approximately 100 crude oil truck unloading facilities. 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;

pursue strategic and accretive acquisitions, both in existing and new lines of business and geographic areas of operation that complement or supplement our existing asset base;

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:

Our pipelines and terminal facilities are strategically located in areas with high demand. We have a strong presence in the northeast, midwest and southwest United States, and our transportation and distribution assets in these regions provide us with a base of stable cash flows.

We have a complementary portfolio of assets that are both geographically and operationally diverse. Our assets include refined product pipelines and terminals in the northeast, midwest and southwest 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 five refined product 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.

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We have a unique strategic relationship with Sunoco and its affiliates. Many of our refined product pipelines and terminals in the northeast are directly connected to Sunoco R&M's refineries and afford Sunoco R&M a cost-effective means to 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.

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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.

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. 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.

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 4,900 branded retail locations in 23 states. This retail network is principally supplied by Sunoco-owned refineries with a combined crude oil processing capacity of 505,000 barrels per day. Substantially all of Sunoco's business activities with us are conducted through Sunoco R&M and their refining and marketing supply chain assets are integrated with our operations.

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 portion of our revenues are derived from Sunoco R&M's use of our pipelines and terminal facilities. For the three and six months ended June 30, 2011, Sunoco R&M accounted for approximately 2 percent and 7 percent of our total revenues. Sunoco R&M has minimum storage and throughput obligations at our Fort Mifflin Terminal Complex. 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.

Following our recent acquisition of the Eagle Point tank farm and related assets (discussed below), Sunoco, through its ownership of our parent's general partner, has an aggregate 31.8 percent limited partner interest and a 2.0 percent general partner interest in Sunoco Logistics Partners, in addition to its ownership of all of the outstanding incentive distribution rights. Because of its significant equity ownership in our parent and operational relationship with us, Sunoco has and will continue to have a substantial vested interest in the growth and success of our business. As we have no employees, our parent's general partner and its affiliates, which are indirectly owned by Sunoco, employ approximately 1,400 people who provide direct support to our operations.

Recent Developments

Acquisitions

In July 2011, we signed a definitive agreement with Texon L.P. ("Texon") to acquire its crude oil purchasing and marketing business for \$205 million plus the fair market value of its crude oil inventory. The purchase consists of a lease crude business and gathering assets in 16 states, primarily in the western United States, and will be included within the Crude Oil Pipeline business segment as of the acquisition date. The current total crude oil volume of the business is approximately 75,000 barrels per day at the wellhead. This acquisition would significantly increase our position in key oil producing states and growing shale areas. The transaction is subject to customary closing conditions and is expected to close in the third quarter 2011.

In July 2011, we acquired the Eagle Point tank farm and related assets, located in Westville, N.J., from Sunoco R&M. The Eagle Point tank farm and related assets will be included within the Terminal Facilities

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business segment as of the acquisition date. We anticipate additional capital spending of approximately \$90 million to provide for operational flexibility and to meet regulatory requirements related to the Eagle Point assets. Sunoco R&M contributed the Eagle Point assets to Sunoco Logistics Partners' general partner in exchange for additional membership interests in the general partner with a value of \$100 million. The general partner then contributed the Eagle Point assets to us in exchange for 1.3 million Class A units of Sunoco Logistics Partners valued at \$98 million and an additional general partner interest with a value of \$2 million which resulted in the general partner maintaining its 2% general partner interest in Sunoco Logistics Partners. The Class A units are a new class of limited partner interests in Sunoco Logistics Partners which are not entitled to receive quarterly distributions. The Class A units will automatically convert to common units of Sunoco Logistics Partners one year from the date of issuance. The Class A units otherwise have the same terms as the common units, including voting rights.

In June 2011, we signed a definitive agreement to purchase a 1.2 million barrel refined products terminal located in East Boston, Massachusetts from ConocoPhillips for \$56 million plus the fair market value of the inventory. The East Boston terminal and related assets will be included within the Terminal Facilities business segment as of the acquisition date. This transaction is subject to customary closing conditions and is expected to close in the third quarter of 2011.

In May 2011, we acquired a controlling interest in Inland Corporation through a series of transactions. Inland Corporation owns an active 350-mile refined products pipeline and related facilities in Ohio that serve multiple Ohio refineries and terminal markets. The aggregate purchase price for all of the interests acquired was approximately \$99 million, which was financed by borrowings under our revolving credit facilities. As a result of these transactions, we now own an 83.8 percent economic interest and a 70 percent voting interest in Inland Corporation. As we now have a controlling financial interest in Inland Corporation, the joint venture is reflected as our consolidated subsidiary from the date of acquisition and is included within the Refined Products Pipeline segment.

Second Quarter Earnings

On July 26, 2011, we announced financial results for the quarter and six months ended June 30, 2011. For the quarter ended June 30, 2011, net income attributable to owners increased to \$94 million, or \$2.40 per limited partner unit on a diluted basis, compared to \$51 million, or \$1.29 per limited partner unit on a diluted basis, for the quarter ended June 30, 2010. Operating income for the quarter ended June 30, 2011 increased by \$51 million, to \$121 million, from \$70 million for the quarter ended June 30, 2010.

For the six months ended June 30, 2011, net income attributable to owners increased to \$142 million compared to \$94 million for the six months ended June 30, 2010. Operating income for the six months ended June 30, 2011 increased by \$68 million to \$196 million from \$128 million for the six months ended June 30, 2010.

Our independent public accounting firm has not yet completed its review of our financial statements for the quarterly period ended June 30, 2011. As a result, the financial results for the three and six months ended June 30, 2011 are subject to change.

Distribution Increase

On July 26, 2011, the board of directors of Sunoco Logistics Partners' general partner declared a cash distribution for the second quarter of 2011 of \$1.215 per common unit (\$4.86 annualized), which is payable on August 12, 2011 to unitholders of record of the master partnership on August 8, 2011.

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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. Sunoco, the owner of the master partnership's general partner, receives an annual administrative fee for the provision of various general and administrative services for our benefit. We also reimburse Sunoco and its affiliates for direct expenses they incur on our behalf.

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The following chart depicts the organization and ownership of us, our subsidiaries and the master partnership as of July 27, 2011.

	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	66.2%
Sunoco Partners LLC Common Units	28.1%
Sunoco Partners LLC Class A Units	3.7%
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

Issuer	Sunoco Logistics Partners Operations L.P.
Securities	\$ of % Senior Notes due 2022. \$ of % Senior Notes due 2042.
Maturity Dates	, 2022 for the 2022 notes. , 2042 for the 2042 notes.
Interest Payment Dates	We will pay interest on the notes in arrears each and , beginning , 2012.
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 the notes of either series, in whole or in part, at any time at a price equal to 100% of the principal amount plus accrued and unpaid interest to the date of redemption, plus a make-whole premium as described under 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 7.25% Senior Notes due 2012, 8.75% Senior Notes due 2014, 6.125% Senior Notes due 2016, 5.50% Senior Notes due 2020 and 6.85% Senior Notes due 2040 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 7.25% Senior Notes due 2012, 8.75% Senior Notes due 2014, 6.125% Senior Notes due 2016, 5.50% Senior Notes due 2020 and 6.85% Senior Notes due 2040 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.

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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 \$395 million revolving credit facility, which was \$220 million as of July 27, 2011. We will use the remainder of the net proceeds for general partnership purposes, including to finance the Texon acquisition and future acquisitions. Affiliates of certain of the underwriters participating in this offering are lenders under our \$395 million revolving credit facility and are expected to receive greater than 5% of the net proceeds of this offering through our payment on this facility. 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-14 of this prospectus supplement and on page 4 of the accompanying prospectus for a discussion of factors you should carefully consider before investing in the notes.

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The following tables set forth summary condensed consolidated financial and operating data of Sunoco Logistics Partners L.P. for the years ended December 31, 2008, 2009 and 2010 and for the three months ended March 31, 2010 and 2011. The summary financial and operating data presented below is derived from (i) the audited consolidated 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, 2010 and (ii) the unaudited condensed consolidated financial statements included in its Quarterly Report on Form 10-Q for the three months ended March 31, 2011. Sunoco Logistics Partners L.P.'s Annual Report on Form 10-K for the year ended December 31, 2010 and its Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 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, 2010 and its Quarterly Report on Form 10-Q for the quarter ended March 31, 2011.

	Year Ended December 31,			Three Months Ended	
	2008	2009	2010	2010	2011
	(unaudited)				
	(in millions, except per unit data)				

Income Statement Data:

Revenues:

Sales and other operating revenue:

Affiliates	\$ 2,572	\$ 706	\$ 1,117	\$ 173	\$ 303
Unaffiliated customers	7,540	4,696	6,691	1,507	1,955
Other income ⁽¹⁾					