



---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

---

**FORM 8-K**

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

Date of Report (Date of earliest event reported):  
May 9, 2005 (May 6, 2005)

**SUNOCO LOGISTICS PARTNERS L.P.**

---

(Exact name of registrant as specified in its charter)

|   |  |                                      |
|---|--|--------------------------------------|
| Delaware  | 1-31219  | 23-3096839                           |
| (State or other jurisdiction of incorporation)        | (Commission file number)                             | (IRS employer identification number) |
| Ten Penn Center, 1801 Market Street, Philadelphia, PA |  | 19103-1699                           |
| (Address of principal executive offices)              |  | (Zip Code)                           |
|   | (215) 977-3000                                       |                                      |
|   | (Registrant's telephone number, including area code) |                                      |
|   | NOT APPLICABLE                                       |                                      |

---

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

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

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

## **TABLE OF CONTENTS**

[Item 1.01 Entry into a Material Definitive Agreement](#)

[Item 7.01 Regulation FD Disclosure.](#)

[Item 9.01 Financial Statements and Exhibits](#)

[SIGNATURES](#)

[Press Release](#)

---

**Item 1.01 Entry into a Material Definitive Agreement**

On May 6, 2005, Sunoco Pipeline L.P. (“SPLP”), a subsidiary of Sunoco Logistics Partners L.P. (the “Partnership”) executed a Purchase and Sale Agreement (the “Agreement”) with Mobil Pipe Line Company (the “Seller”), an affiliate of ExxonMobil Corporation, to purchase the following, together with certain other real and personal property interests and related assets, for a purchase price of \$100 million, payable in immediately available funds on the closing date:

- (1) Seller’s Corsicana, TX to Wichita Falls, TX crude oil pipeline system, consisting of approximately 187 miles of 16-inch pipe, having an operating capacity of 125,000 barrels per day (the “Corsicana to Wichita Falls Pipeline”); and
- (2) Seller’s Corsicana, TX crude oil terminal, consisting of approximately 2.9 million barrels of shell capacity for crude oil storage; and
- (3) Seller’s 104-mile, 12-inch crude oil pipeline extending from Kilgore, TX to Corsicana, which is currently idle.

These assets are being sold on an “as-is, where-is” basis, and SPLP is assuming certain environmental liabilities. SPLP is purchasing these assets for its own account and benefit.

SPLP and/or the Seller have made customary representations regarding due incorporation, valid existence, requisite authority to consummate the transaction, required third-party consents and approvals, pending or threatened litigation, title to properties, payment of taxes, and similar matters relating to their respective ability to perform the Agreement.

Under the Agreement, SPLP has a specified timeframe, prior to closing, in which to complete an operational assessment of the assets . Closing of the transaction is subject to satisfactory completion of due diligence, and a number of other customary conditions that must be met in order for the closing to occur. The parties currently expect to close on this transaction during the third quarter of 2005.

This acquisition is expected to be funded through a combination of cash on hand, revolving credit facility or other borrowings, and/or proceeds from the issuance of additional common units, representing limited partnership interests in the Partnership.

A copy of the Agreement will be filed as an exhibit to the Partnership’s Quarterly Report on SEC Form 10-Q for the quarter ended March 31, 2005. The Partnership currently anticipates filing this Form 10-Q on or before May 10, 2005.

In connection with this acquisition, on May 6, 2005, SPLP executed a Throughput and Deficiency Agreement with a shipper. SPLP’s obligations under this agreement are specifically conditioned upon the closing of SPLP’s purchase from Mobil Pipe Line Company of the Corsicana to Wichita Falls Pipeline and related assets. A copy of this Throughput and Deficiency Agreement will be filed as an exhibit to the Partnership’s Quarterly Report on SEC Form 10-Q for the quarter ended March 31, 2005. The Partnership currently anticipates filing this Form 10-Q on or before May 10, 2005.

[Table of Contents](#)

**Item 7.01 Regulation FD Disclosure.**

On May 9, 2005, the Partnership issued a press release (the 'Potential Acquisition Press Release') announcing the execution of the Agreement. A copy of the Potential Acquisition Press Release is furnished herewith as Exhibit 99.1.

The information furnished pursuant to this Item 7.01 "Regulation FD Disclosure," including Exhibit 99.1, shall not be deemed to be "filed" for the purposes of Section 18 of the Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that section and shall not be deemed to be incorporated by reference into any filing of the Partnership under the Exchange Act or under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits**

**(c) Exhibits**

99.1 Press Release dated May 9, 2005

This report contains certain forward-looking statements relating to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and other matters that are not historical facts. These forward-looking statements reflect the current views of the Company and the Partnership, about future events and are subject to risks, uncertainties, assumptions and changes in circumstances that may cause future events, achievements or results to differ materially from those expressed or implied by the forward-looking statements. The Partnership does not intend to, and disclaims any duty or obligation to, update or revise any forward-looking statements set forth in this report to reflect new information, future events or otherwise. Investors are directed to consider the risks and uncertainties discussed in other documents the Partnership has filed with the Securities and Exchange Commission, including particularly, the Partnership's Annual Report on Form 10-K for the year ended December 31, 2004.

**SIGNATURES**

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

SUNOCO LOGISTICS PARTNERS LP.

By: Sunoco Partners LLC,  
its General Partner

By: /s/ SEAN P. McGRATH  
Sean P. McGrath  
Comptroller

Date: May 9, 2005

For release: 7:30 a.m., May 9, 2005

For further information contact:  
Jerry Davis (media) 215-977-6298  
Colin Oerton (investors) 866-248-4344

**No. 8****SUNOCO LOGISTICS PARTNERS L.P. TO ACQUIRE  
TEXAS CRUDE OIL PIPELINE SYSTEM AND STORAGE FACILITY**

PHILADELPHIA, May 9, 2005 — Sunoco Logistics Partners L.P. (NYSE: SXL) announced today that it has signed a definitive agreement with Mobil Pipe Line Company, to purchase a crude oil pipeline system and storage facility, located in Texas. Closing of the transaction is expected within the next 100 days, subject to customary closing conditions.

The system consists of a 187-mile, 16-inch pipeline, with operating capacity of 125 mbpd, originating at the Corsicana terminal and terminating at Wichita Falls. The Corsicana, Texas terminal consists of 2.9 million shell barrels of crude oil storage.

“We are very excited about the synergistic opportunities this acquisition will provide. The pipeline will become an integral part of our Texas crude oil pipelines and our Nederland, Texas Terminal investment platforms,” said Deborah M. Fretz, President and Chief Executive Officer. “We anticipate sourcing crude oil through Nederland and the Nederland to Wortham section of the West Texas Gulf Pipe Line. In addition, we will construct a new \$18 million, 20-mile pipeline connecting the West Texas Gulf Pipe Line at Wortham to Corsicana. This strategy will enable domestic refiners to source both foreign and Gulf of Mexico crude oil.”

An investor call with management regarding this acquisition is scheduled for Monday afternoon, May 9, 2005, at 3:00 pm EDT. Those wishing to listen can access the call by dialing (USA toll free) 1-877-297-3442; International (USA toll) 1-706-643-1335 and requesting “Sunoco Logistics Partners Conference Call, Conference Code #6207681.” This event may also be accessed by a webcast, which will be available at [www.sunocologistics.com](http://www.sunocologistics.com). A number of presentation slides will accompany the audio portion of the call and will be available to be viewed and printed shortly before the call begins. Individuals wishing to listen to the call on the Partnership’s web site will need Windows Media Player, which can be downloaded free of charge from Microsoft or from Sunoco Logistics Partners’ conference call page. Please allow at least fifteen minutes to complete the download.

Audio replays of the conference call will be available for two weeks after the conference call beginning approximately two hours following the completion of the call. To access the replay, dial 1-800-642-1687. International callers should dial 1-706-645-9291. Please enter Conference ID #6207681.

Sunoco Logistics Partners L.P. (NYSE: SXL), headquartered in Philadelphia, was formed to acquire, own and operate substantially all of Sunoco, Inc.'s refined product and crude oil pipelines and terminal facilities. The Eastern Pipeline System consists of approximately 1,900 miles of primarily refined product pipelines and interests in four refined products pipelines, consisting of a 9.4 percent interest in Explorer Pipeline Company, a 31.5 percent interest in Wolverine Pipe Line Company, a 12.3 percent interest in West Shore Pipe Line Company and a 14.0 percent interest in the Yellowstone Pipe Line Company. The Terminal Facilities consist of 8.9 million barrels of refined product terminal capacity and 16.0 million barrels of crude oil terminal capacity (including 12.5 million barrels of capacity at the Texas Gulf Coast Nederland Terminal). The Western Pipeline System consists of approximately 2,450 miles of crude oil pipelines, located principally in Oklahoma and Texas and a 43.8 percent interest in the West Texas Gulf Pipe Line Company. For additional information visit Sunoco Logistics' web site at [www.sunocologistics.com](http://www.sunocologistics.com).

NOTE: Those statements made in this release that are not historical facts are forward-looking statements. Although Sunoco Logistics Partners L.P. (the "Partnership") believes that the assumptions underlying these statements are reasonable, investors are cautioned that such forward-looking statements are inherently uncertain and necessarily involve risks that may affect the Partnership's business prospects and performance causing actual results to differ from those discussed in the foregoing release. Such risks and uncertainties include, by way of example and not of limitation: whether or not the transactions described in the foregoing news release will be cash flow accretive; increased competition; changes in demand for crude oil and refined products that we store and distribute; changes in operating conditions and costs; changes in the level of environmental remediation spending; potential equipment malfunction; potential labor issues; the legislative or regulatory environment; plant construction/repair delays; nonperformance by major customers or suppliers; and political and economic conditions, including the impact of potential terrorist acts and international hostilities. These and other applicable risks and uncertainties have been described more fully in the Partnership's Form 10-K filed with the Securities and Exchange Commission on March 4, 2005. Partnership undertakes no obligation to update any forward-looking statements in this release, whether as a result of new information or future events.

- END -