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: October 26, 2009
(Date of earliest event reported): October 26, 2009

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)**

1735 Market Street, Suite LL, Philadelphia, PA	**19103-7583**
(Address of principal executive offices)	**(Zip Code)**

(215) 977-3000
(Registrant's telephone number, including area code)

N/A
(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))**

Item 2.02. Results of Operations and Financial Condition.

On October 26, 2009, Sunoco Logistics Partners L.P. (the “Partnership”) issued a press release announcing its financial results for the third quarter of 2009. A copy of this press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On October 26, 2009, the Partnership issued a press release announcing its financial results for the third quarter 2009. Additional information concerning the Partnership’s third quarter earnings was presented in a slide presentation to investors during a teleconference on October 26, 2009. A copy of the slide presentation is attached as Exhibit 99.2 and is incorporated herein by reference.

The information in this report, being furnished pursuant to Items 2.02, 7.01, and 9.01 related thereto, of Form 8-K, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, and is not incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit
99.1	**Press release dated October 26, 2009.**
99.2	**Slide presentation given October 26, 2009 during investor teleconference.**

Forward-Looking Statements

Statements contained in the exhibits to this report that state the Partnership’s or its management’s expectations or predictions of the future are forward-looking statements. The Partnership’s actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include those mentioned in the documents that the Partnership has filed with the Securities and Exchange Commission.

SIGNATURE

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 thereunto duly authorized.

SUNOCO LOGISTICS PARTNERS LP.

By: Sunoco Partners LLC,
its General Partner

By: /s/ MICHAEL D. GALTMAN
Michael D. Galtman
Controller

October 26, 2009
Philadelphia, PA

EXHIBIT INDEX

Exhibit No.	Exhibit
99.1	Press release dated October 26, 2009.
99.2	Slide presentation given October 26, 2009 during investor teleconference.

Exhibit 99.1

News Release
Sunoco Logistics Partners L.P.
1735 Market Street
Philadelphia, Pa. 19103-7583

For further information contact:
Thomas Golembeski (media) 215-977-6298
Neal Murphy (investors) 215-977-6322

For release: 9:00 a.m. October 26, 2009

No. 22

SUNOCO LOGISTICS PARTNERS L.P. REPORTS EARNINGS FOR THE THIRD QUARTER 2009 AND DECLARES INCREASED THIRD QUARTER DISTRIBUTION

PHILADELPHIA, October 26, 2009 – Sunoco Logistics Partners L.P. (NYSE: SXL) (the "Partnership") today announced net income for the third quarter ended September 30, 2009 of $48.5 million, or $1.13 per limited partner unit on a diluted basis, compared with $50.3 million, or $1.41 per limited partner unit on a diluted basis, for the third quarter ended September 30, 2008. Operating income for the third quarter ended September 30, 2009 increased by $2.0 million from the prior year's third quarter. Distributable cash flow ("DCF"), which represents the cash generated during the quarter which is available to pay distributions, increased $1.9 million to $54.4 million compared to the third quarter of 2008.

For the nine months ended September 30, 2009, net income increased 40.9 percent to $196.0 million compared to the same period in 2008. Operating income for this period increased $66.2 million, or 40.8 percent, when compared to the prior year period. DCF for the first nine months of 2009 increased 34.6 percent to $216.0 million compared to the prior year period.

Sunoco Partners LLC, the general partner of Sunoco Logistics Partners L.P., declared a cash distribution for the third quarter of 2009 of $1.065 per common partnership unit ($4.26 annualized), which is an 10.4 percent increase over the third quarter of 2008 and a 2.4 percent increase over the prior quarter. The distribution is payable November 13, 2009 to unit holders of record on November 6, 2009.

"Distributable cash flow for the third quarter continues to be strong and is an excellent indicator of the health of our business." said Deborah M. Fretz, President and Chief Executive Officer. "Quarterly net income was negatively impacted by timing of contango crude oil inventory positions and will reverse in the next two quarters."

"The addition of two acquisitions during the quarter, the Excel crude oil pipeline in Oklahoma and the refined products terminal in Romulus, Michigan, will provide additional opportunities for cash flow growth. In addition, we completed construction on a new pipeline from our Nederland terminal to Motiva's Port Arthur refinery, as well as new tanks at the Nederland terminal. We continue to invest in organic growth opportunities across our system which will translate to growing cash flows. The increase in our distribution continues to affirm our confidence in the future of the business. This is the twenty-fifth distribution increase in the past twenty-six quarters."

Segmented Third Quarter Results

Refined Products Pipeline System

Operating income for the Refined Products Pipeline System increased $3.8 million to $13.3 million for the third quarter ended September 30, 2009 compared to the prior year's third quarter. Sales and other operating revenue increased by $6.3 million to $32.0 million due primarily to results from the Partnership's acquisition of the MagTex refined products pipeline and terminals system in November 2008 and increased pipeline fees. Other income increased $1.6 million due primarily to increased income associated with the Partnership's joint venture interests. Operating expenses increased $3.3 million to $14.4 million for the third quarter 2009 due primarily to the MagTex acquisition and a reduction in refined product operating gains. Depreciation and amortization expense increased for the three months ended September 30, 2009 primarily due to the MagTex acquisition.

Terminal Facilities

Operating income for the Terminal Facilities segment increased by $7.0 million to $20.7 million for the third quarter ended September 30, 2009 compared to the prior year's third quarter. Sales and other operating revenue increased by $5.6 million to $46.2 million due primarily to increased throughput, higher fees and additional tankage at the Nederland terminal facility. Results from the MagTex refined products terminals further contributed to the increase in revenues. Cost of goods sold and operating expenses decreased by $2.2 million to $15.7 million for the third quarter of 2009 due to absence of charges associated with hurricane damages recognized in 2008, which was partially offset by cost associated with the MagTex acquisition. Depreciation and amortization expense increased to $5.2 million for the third quarter of 2009 due to increased tankage at the Nederland facility and the MagTex acquisition.

Crude Oil Pipeline System

Operating income for the Crude Oil Pipeline system decreased $8.8 million to $26.0 million for the third quarter of 2009 compared to the prior year's third quarter due to lower lease acquisition results and lower operating gains. Lower lease acquisition income resulted from minimal income during the quarter from the contango market structure due to timing of inventory accounting. However, contango inventory positions put in place during the quarter will result in $10.0 million of additional income which is expected to be recognized over the next two quarters. Other income increased $0.9 million compared to the prior year's quarter due primarily to increased equity income associated with the Partnership's joint venture interests.

Lower crude oil prices were a key driver of the overall decrease in total revenue, cost of products sold and operating expenses from the prior year's quarter. The average price of West Texas Intermediate crude oil at Cushing, Oklahoma decreased to $68.29 per barrel for the third quarter of 2009 from $118.13 per barrel for the third quarter of 2008.

Segmented Nine Month Results

Refined Products Pipeline System

Operating income for the Refined Products Pipeline System increased $9.7 million to $34.4 million for the nine months ended September 30, 2009 compared to the prior year period. Sales and other operating revenue increased by $21.1 million to $94.6 million due primarily to results from the MagTex acquisition described above, along with increased pipeline fees. Other income increased $2.7 million compared to the prior year period as a result of an increase in equity income associated with the Partnership's joint venture interests. Operating expenses increased by $10.1 million to $43.7 million due primarily to the MagTex acquisition, a reduction in refined products operating gains and increased environmental remediation expenses. Depreciation and amortization expense increased $2.9 million during the first nine months of 2009 due primarily to the MagTex acquisition.

Terminal Facilities

Operating income for the Terminal Facilities segment increased by $20.3 million to $63.1 million for the nine months ended September 30, 2009 compared to the prior year period. Sales and other operating revenue increased by $20.1 million to $139.4 million due primarily to increased terminal fees, additional tankage at the Nederland terminal facility, along with the MagTex acquisition. Other income increased $0.6 million from the first nine months of 2009 as a result of an insurance recovery associated with the Partnership's refinery terminals. Cost of goods sold and operating expenses increased by $2.9 million to $48.4 million for the period ended September 30, 2009 due primarily to the MagTex acquisition partially offset by reduced expenses associated with hurricane damages noted above. Depreciation and amortization expense increased to $14.5 million for the first nine months of 2009 due to the MagTex acquisition and increased tankage at the Nederland facility. During 2008, a $5.7 million non-cash impairment charge was recognized related to the Partnership's decision to discontinue efforts to expand LPG storage capacity at its Inkster, Michigan facility.

Crude Oil Pipeline System

Operating income for the Crude Oil Pipeline system increased $36.2 million to $131.1 million for the first nine months of 2009 compared to the prior year period due primarily to significantly higher lease acquisition earnings primarily as a result of the contango market structure and increased pipeline fees, which were partially offset by a reduction in pipeline operating gains. Other income decreased $1.8 million compared to the prior year's quarter due primarily to decreased equity income associated with the Partnership's joint venture interests and an insurance gain recognized in 2008.

Lower crude oil prices were a key driver of the overall decrease in total revenue, cost of products sold and operating expenses from the prior year period. The average price of West Texas Intermediate crude oil at Cushing, Oklahoma decreased to $57.13 per barrel for the first nine months of 2009 from $113.38 per barrel for the first nine months of 2008.

Other Analysis

Financing Costs

Net interest expense increased $9.4 million to $32.6 million for the nine months ended September 30, 2009, compared to the prior year period. The increase was due primarily to higher borrowings associated with the $185.4 million MagTex acquisition, increased contango inventory positions and organic growth projects.

At September 30, 2009, the Partnership had total debt outstanding of $889.4 million, which consisted of $599.4 million of Senior Notes and $290.0 million of borrowings under the Partnership's credit facilities as compared to $747.6 million at December 31, 2008. The Partnership had available borrowing capacity of $167.5 million under its credit facilities as of September 30, 2009 and a Debt to EBITDA ratio of 2.5x for the twelve months ended September 30, 2009.

Capital Expenditures

Maintenance capital expenditures for the nine months ended September 30, 2009 were $15.3 million. The Partnership expects that maintenance capital spending will be approximately $32.0 million for the full year.

Expansion capital expenditures for the first nine months of 2009 were $143.5 million compared to $73.4 million for the first nine months of 2008. Expansion capital for 2009 includes the acquisitions of a refined products terminal in Romulus, MI and Excel Pipeline LLC, the owner of a crude oil pipeline which services Gary Williams' Wynnewood, OK refinery. Expansion capital also includes construction costs associated with the completed project to connect the Nederland terminal to Motiva's Port Arthur, Texas refinery, construction of two additional storage tanks at Nederland and refined products terminal optimization projects.

Sunoco Logistics Partners L.P.
Financial Highlights
(in thousands, except units and per unit amounts)
(unaudited)

	Three Months Ended September 30, 2009	Three Months Ended September 30, 2008	Nine Months Ended September 30, 2009	Nine Months Ended September 30, 2008
Income Statement				
Sales and other operating revenue	$ 1,420,064	$ 2,829,507	$ 3,740,794	$ 8,539,317
Other income	8,759	6,245	21,298	19,854
Total Revenues	1,428,823	2,835,752	3,762,092	8,559,171
Cost of products sold and operating expenses	1,342,002	2,752,609	3,450,490	8,316,720
Depreciation and amortization	12,240	10,010	35,328	29,499
Selling, general and administrative expenses	14,700	15,270	47,616	44,827
Impairment Charge	—	—	—	5,674
Total costs and expenses	1,368,942	2,777,889	3,533,434	8,396,720
Operating income	59,881	57,863	228,658	162,451
Interest cost and debt expense, net	12,592	8,506	36,278	25,904
Capitalized interest	(1,171)	(977)	(3,629)	(2,613)
Net Income	$ 48,460	$ 50,334	$ 196,009	$ 139,160
Calculation of Limited Partners' interest:				
Net Income	$ 48,460	$ 50,334	$ 196,009	$ 139,160
Less: General Partner's interest (1)	(13,368)	(9,724)	(38,885)	(26,185)
Limited Partners' interest in Net Income	$ 35,092	$ 40,610	$ 157,124	$ 112,975
Net Income per Limited Partner unit (1)				
Basic	$ 1.13	$ 1.42	$ 5.22	$ 3.94
Diluted	$ 1.13	$ 1.41	$ 5.19	$ 3.92
Weighted average Limited Partners' units outstanding:				
Basic	30,981,265	28,657,485	30,084,613	28,647,578
Diluted	31,190,187	28,845,559	30,288,345	28,830,653
Capital Expenditure Data:				
Maintenance capital expenditures	$ 6,304	$ 7,884	$ 15,326	$ 15,655
Expansion capital expenditures	82,100	28,665	143,477	73,389
Total	$ 88,404	$ 36,549	$ 158,803	$ 89,044

	September 30, 2009	December 31, 2008
Balance Sheet Data (at period end):		
Cash and cash equivalents	$ 2,000	$ 2,000
Total Debt	889,374	747,631
Total Partners' Capital	852,993	669,900

(1) Effective January 1, 2009, the Partnership changed its calculation of earnings per unit to conform to updated accounting guidance that requires undistributed earnings to be allocated to the limited partner and general partner interests in accordance with the Partnership agreement. Prior period amounts have been restated for comparative purposes. This change resulted in an increase in net income per diluted LP unit of $0.22 and $0.56 for the three and nine months ended September 30, 2008 respectively.

Sunoco Logistics Partners L.P.
Earnings Contribution by Business Segment
(in thousands, unaudited)

	Three Months Ended September 30, 2009	Three Months Ended September 30, 2008	Nine Months Ended September 30, 2009	Nine Months Ended September 30, 2008
Refined Products Pipeline System:				
Sales and other operating revenue	$ 32,032	$ 25,685	$ 94,648	$ 73,578
Other income	3,844	2,271	9,191	6,521
Total Revenues	35,876	27,956	103,839	80,099
Operating expenses	14,425	11,102	43,747	33,608
Depreciation and amortization	3,201	2,215	9,593	6,649
Selling, general and administrative expenses	4,970	5,156	16,057	15,092
Operating Income	$ 13,280	$ 9,483	$ 34,442	$ 24,750
Terminal Facilities:				
Sales and other operating revenues	$ 46,198	$ 40,634	$ 139,389	$ 119,290
Other Income	12	—	1,404	825
Total Revenues	46,210	40,634	140,793	120,115
Cost of products sold and operating expenses	15,714	17,938	48,438	45,539
Depreciation and amortization	5,151	4,198	14,489	12,191
Selling, general and administrative expenses	4,635	4,760	14,721	13,853
Impairment Charge	—	—	—	5,674
Operating Income	$ 20,710	$ 13,738	$ 63,145	$ 42,858
Crude Oil Pipeline System:				
Sales and other operating revenue	$ 1,341,834	$ 2,763,188	$ 3,506,757	$ 8,346,449
Other income	4,903	3,974	10,703	12,508
Total Revenues	1,346,737	2,767,162	3,517,460	8,358,957
Cost of products sold and operating expenses	1,311,863	2,723,569	3,358,305	8,237,573
Depreciation and amortization	3,888	3,597	11,246	10,659
Selling, general and administrative expenses	5,095	5,354	16,838	15,882
Operating Income	$ 25,891	$ 34,642	$ 131,071	$ 94,843

Sunoco Logistics Partners L.P.
Operating Highlights
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Refined Products Pipeline System: (1)(2)(3)				
Total shipments (barrel miles per day) (4)	56,848,807	43,769,684	58,145,900	44,128,921
Revenue per barrel mile (cents)	0.612	0.638	0.595	0.609
Terminal Facilities:				
Terminal throughput (bpd):				
Refined product terminals (3)	465,206	437,018	462,969	428,146
Nederland terminal	559,874	545,105	619,297	541,517
Refinery terminals (5)	609,020	646,478	597,191	647,891
Crude Oil Pipeline System: (1)(2)(6)				
Crude oil pipeline throughput (bpd)	611,000	649,274	648,232	672,877
Crude oil purchases at wellhead (bpd)	176,643	176,739	183,047	175,209
Gross margin per barrel of pipeline throughput (cents) (7)	46.5	57.2	77.6	52.2

(1) Excludes amounts attributable to equity ownership interests in corporate joint ventures.
(2) Effective January 1, 2009, the Partnership realigned its operating segments as discussed above. Prior period amounts have been recast to reflect the current operating segments.
(3) Includes results from the Partnership’s purchase of the Romulus, MI terminal and the MagTex refined products pipeline and terminals system from the acquisition date.
(4) Represents total average daily pipeline throughput multiplied by the number of miles of pipeline through which each barrel has been shipped.
(5) Consists of the Partnership’s Fort Mifflin Terminal Complex, the Marcus Hook Tank Farm and the Eagle Point Dock.
(6) Includes results from the Partnership’s purchase of the Excel pipeline from the acquisition date.
(7) Represents total segment sales minus cost of products sold and operating expenses and depreciation and amortization divided by crude oil pipeline throughput.

Sunoco Logistics Partners L.P.
Non-GAAP Financial Measures
(in thousands, unaudited)

Distributable Cash Flow ("DCF")

	Three Months Ended September 30, 2009	Three Months Ended September 30, 2008	Nine Months Ended September 30, 2009	Nine Months Ended September 30, 2008
Net Income	$ 48,460	$ 50,334	$ 196,009	$ 139,160
Add: Interest cost and debt expense; net	11,421	7,529	32,649	23,291
Add. Depreciation and amortization	12,240	10,010	35,328	29,499
Add: Impairment charge	—	—	—	5,674
EBITDA	72,121	67,873	263,986	197,624
Less: Interest cost and debt expense; net	(11,421)	(7,529)	(32,649)	(23,291)
Less: Maintenance Capital	(6,304)	(7,884)	(15,326)	(15,655)
Add: Sunoco reimbursements	—	—	—	1,851
Distributable Cash Flow ("DCF")	$ 54,396	$ 52,460	$ 216,011	$ 160,529

Earnings before interest, taxes, depreciation and amortization ("EBITDA")

	Twelve Months Ended September 30, 2009
Net Income	$ 271,329
Add: Interest cost and debt expense, net	45,341
Less: Capitalized interest	(4,871)
Add: Depreciation and amortization	45,883
EBITDA	**$ 357,682**
Total Debt as of September 30, 2009	**$ 889,374**
Total Debt to EBITDA Ratio	**2.5x**

An investor call with management regarding the third-quarter results is scheduled for Monday afternoon, October 26 at 2:00 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 request “Sunoco Logistics Partners Earnings Call, Conference Code 34719298”. This event may also be accessed by a webcast, which will be available at 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 #34719298

Sunoco Logistics Partners L.P. (NYSE: SXL), headquartered in Philadelphia, is a master limited partnership formed to acquire, own and operate refined product and crude oil pipelines and terminal facilities. The Refined Products Pipeline System consists of approximately 2,200 miles of refined product pipelines located in the Northeastern and Midwestern United States, the recently acquired MagTex Pipeline System, 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 Yellowstone Pipe Line Company. The Terminal Facilities consist of approximately 10.1 million shell barrels of refined products terminal capacity and approximately 22.4 million shell barrels of crude oil terminal capacity (including approximately 19.0 million shell barrels of capacity at the Texas Gulf Coast Nederland Terminal). The Crude Oil Pipeline System consists of approximately 3,850 miles of crude oil pipelines, located principally in Oklahoma and Texas, a 55.3 percent interest in Mid-Valley Pipeline Company, a 43.8 percent interest in the West Texas Gulf Pipe Line Company and a 37.0 percent interest in the Mesa Pipe Line System. For additional information visit Sunoco Logistics’ web site at www.sunocologistics.com.

Portions of this document constitute forward-looking statements as defined by federal law. Although Sunoco Logistics Partners L.P. 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-Q filed with the Securities and Exchange Commission on August 5, 2009. The Partnership undertakes no obligation to update any forward-looking statements in this release, whether as a result of new information or future events.

- END -

Exhibit 99.2

Sunoco Logistics Partners L.P.

Third Quarter 2009

Earnings Conference Call

October 26, 2009

Forward-Looking Statement

You should review this slide presentation in conjunction with the third quarter 2009 earnings conference call for Sunoco Logistics Partners L.P., held on October 26 at 2:00 p.m. EDT. You may listen to the audio portion of the conference call on our website at www.sunocologistics.com **or by dialing (USA toll-free) 1-877-297-3442. International callers should dial 1-706-643-1335. Please enter Conference ID #34719298.**

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 # 34719298.

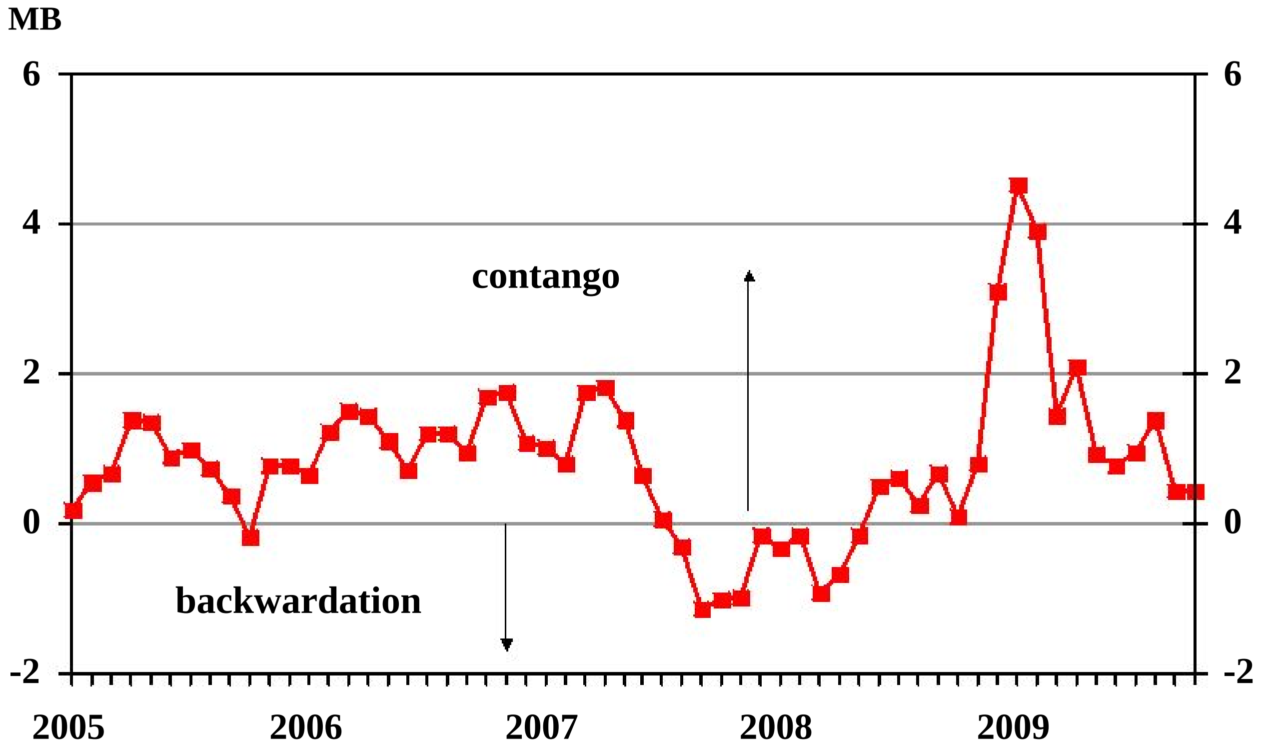
During the call, those statements we make that are not historical facts are forward-looking statements. Although we believe the assumptions underlying these statements are reasonable, investors are cautioned that such forward-looking statements involve risks that may affect our business prospects and performance, causing actual results to differ from those discussed during the conference call. Such risks and uncertainties include, among other things: our ability to successfully consummate announced acquisitions and organic growth projects and integrate them into existing business operations; the ability of announced acquisitions to be cash-flow accretive; increased competition; changes in the demand both for crude oil that we buy and sell, as well as for crude oil and refined products that we store and distribute; the loss of a major customer; changes in our tariff rates; changes in throughput of third-party pipelines that connect to our pipelines and terminals; changes in operating conditions and costs; changes in the level of environmental remediation spending; potential equipment malfunction; potential labor relations problems; the legislative or regulatory environment; plant construction/repair delays; and political and economic conditions, including the impact of potential terrorist acts and international hostilities.

These and other applicable risks and uncertainties are described more fully in our Form 10-Q, filed with the Securities and Exchange Commission on August 5, 2009. We undertake no obligation to update publicly any forward-looking statements whether as a result of new information or future events.

Q3 2009 Assessment

- Net income for the third quarter 2009 was $48.5 million compared to $50.3 million in the prior year's quarter
- Distributable cash flow increased to $54.4 million, a 3.7% increase from third quarter 2008
- Completed construction of the Nederland to Motiva's Port Arthur pipeline and storage project
- Increased total distribution to $1.065 ($4.26 annualized) per unit, an 10.4 percent increase over the prior year's distribution
  - Represents the twenty-fifth distribution increase in the past twenty-six quarters
- Debt to EBITDA ratio of 2.5x for the last twelve months

WTI NYMEX Month 2 vs Month 1



Q3 2009 Financial Highlights

($ in millions, unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	**2008**	**2009**	**2008**
Sales and operating revenue	$ 1,420.0	$ 2,829.5	$ 3,740.8	$ 8,539.3
Other income	8.8	6.3	21.3	19.9
Total revenues	1,428.8	2,835.8	3,762.1	8,559.2
Cost of products sold and other operating expenses	1,342.0	2,752.6	3,450.5	8,316.7
Depreciation and amortization	12.2	10.0	35.3	29.5
Selling, general and administrative expenses	14.7	15.3	47.6	44.8
Impairment Charges	-	-	-	5.7
Total costs and expenses	1,368.9	2,777.9	3,533.4	8,396.7
Operating income	**59.9**	**57.9**	**228.7**	**162.5**
Interest cost and debt expense, net	12.6	8.5	36.3	25.9
Capitalized interest	(1.2)	(0.9)	(3.6)	(2.6)
Net Income	**$ 48.5**	**$ 50.3**	**$ 196.0**	**$ 139.2**

Q3 2009 Financial Highlights

(amounts in millions, except unit and per share unit amounts, unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	**2008**	**2009**	**2008**
Calculation of Limited Partners' interest:				
Net Income	$ 48.5	$ 50.3	$ 196.0	$ 139.2
Less: General Partners' interest	(13.4)	(9.7)	(38.9)	(26.2)
Limited Partners' interest in Net Income	$ 35.1	$ 40.6	$ 157.1	$ 113.0
Net Income per Limited Partner unit:				
Basic (1)	$ 1.13	$ 1.42	$ 5.22	$ 3.94
Diluted (1)	$ 1.13	$ 1.41	$ 5.19	$ 3.92
Weighted Average Limited Partners' units outstanding (in thousands):				
Basic	30,981	28,657	30,085	28,648
Diluted	31,190	28,846	30,288	28,831

(1) Effective January 1, 2009, the Partnership changed its calculation of earnings per unit to conform to updated accounting guidance that requires undistributed earnings to be allocated to the limited partner and general partner interests in accordance with the Partnership agreement. Prior period amounts have been restated for comparative purposes. This change resulted in an increase in net income per diluted LP unit of $0.22 and $0.56 for the three and nine months ended September 30, 2008 respectively.

Q3 2009 Financial Highlights

($ in millions, unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	**2008**	**2009**	**2008**
Capital Expenditure Data:				
Maintenance capital expenditures	$ 6.3	$ 7.8	$ 15.3	$ 15.7
Expansion capital expenditures	82.1	28.7	143.5	73.4
Total	$ 88.4	$ 36.5	$ 158.8	$ 89.1

	September 30, 2009	December 31, 2008
Balance Sheet Data (at period end):		
Cash and cash equivalents	$ 2.0	$ 2.0
Total Debt	889.4	747.6
Total Partners' Capital	853.0	669.9

Q3 2009 Financing Update

($ in millions, unaudited)

	Balance as of: September 30, 2009	Balance as of: December 31, 2008
Revolving Credit Facilities [1]:		
$400 million - due November 2012	$ 258,723	$ 323,385
$100 million - due May 2009	-	-
$62.5 million - due September 2011	31,250	-
Senior Notes:		
7.25% Senior Notes - due 2012	250,000	250,000
6.125% Senior Notes - due 2016	175,000	175,000
8.75% Senior Notes - due 2014	175,000	-
Less: unamortized bond discount	(599)	(754)
Total Debt	**$ 889,374**	**$ 747,631**

(1) As of September 30, 2009, the Partnership has unutilized borrowing capacity of $167.5 million under its revolving credit facilities.

Refined Products Pipeline System

(amounts in millions, unless otherwise noted, unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009[4]	**2008[3]**	**2009[4]**	**2008[3]**
Financial Highlights				
Sales and operating revenue	$ 32.0	$ 25.7	$ 94.6	$ 73.6
Other income	3.9	2.3	9.2	6.5
Total revenues	35.9	28.0	103.8	80.1
Operating expenses	14.4	11.1	43.7	33.6
Depreciation and amortization	3.2	2.2	9.6	6.6
Selling, general and administrative expenses	5.0	5.2	16.1	15.1
Operating income	$ 13.3	$ 9.5	$ 34.4	$ 24.8
Operating Highlights [1]				
Total shipments (mm barrel miles per day) [2]	56.8	43.8	58.1	44.1
Revenue per barrel mile (cents)	0.612	0.638	0.595	0.609

(1) Excludes amounts attributable to equity ownership interests in the corporate joint ventures.
(2) Represents total average daily pipeline throughput multiplied by the number of miles of pipeline through which each barrel has been shipped.
(3) On January 1, 2009 the reporting segments were realigned. All prior period reporting segment results were recast for comparative purposes.
(4) Includes results from the Partnership's purchase of the MagTex refined products terminals from the date of acquisition.

Terminal Facilities

(amounts in millions, unless otherwise noted, unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	**2008**	**2009**	**2008**
Financial Highlights				
Sales and operating revenue	$ 46.2	$ 40.6	$ 139.4	$ 119.3
Other income	-	-	1.4	0.8
Total revenues	46.2	40.6	140.8	120.1
Operating expenses	15.7	17.9	48.4	45.5
Depreciation and amortization	5.2	4.2	14.5	12.1
Selling, general and administrative expenses	4.6	4.8	14.8	13.9
Impairment charge	-	-	-	5.7
Operating income	$ 20.7	$ 13.7	$ 63.1	$ 42.9
Operating Highlights				
Terminal throughput (000's bpd)				
Refined product terminals (2)	465.2	437.0	463.0	428.1
Nederland terminal	559.9	545.1	619.3	541.5
Refinery terminals (1)	609.0	646.5	597.2	648.0

(1) Consists of the Partnership Fort Mifflin Terminal Complex, the Marcus Hook Tank Farm and the Eagle Point Dock.

(2) Includes results from the Partnership's purchase of the MagTex and the Romulus, MI refined products terminals from the date of acquisition.

Crude Oil Pipeline System

(amounts in millions, unless otherwise noted, unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	**2008** [3]	**2009**	**2008** [3]
Financial Highlights				
Sales and operating revenue	$ 1,341.9	$ 2,763.2	$ 3,506.8	$ 8,346.5
Other income	4.9	4.0	10.7	12.5
Total revenues	1,346.8	2,767.2	3,517.5	8,359.0
Cost of products sold and other operating expenses	1,311.9	2,723.6	3,358.3	8,237.6
Depreciation and amortization	3.9	3.6	11.2	10.7
Selling, general and administrative expenses	5.1	5.4	16.8	15.9
Operating income	$ 25.9	$ 34.6	$ 131.2	$ 94.8
Operating Highlights [(1)(4)]				
Terminal throughput (000's bpd)				
Crude oil pipeline throughput (000's bpd)	611.0	649.3	648.2	672.9
Crude oil purchases at wellhead (000's bpd)	176.6	176.7	183.0	175.2
Gross margin per barrel of pipeline throughput (cents) [2]	46.5	57.2	77.6	52.2

(1) Excludes amounts attributable to equity ownership interests in the corporate joint ventures.

(2) Represents total segment sales and other operating revenue minus cost of products sold and operating expenses and depreciation and amortization divided by crude oil pipeline throughput.

(3) On January 1, 2009 the reporting segments were realigned. All prior period reporting segment results were recast for comparative purposes.

(4) Includes results from the Partnership's purchase of the Excel pipeline from the acquisition date.

Sunoco Logistics Partners L.P.

Appendix

Non-GAAP Financial Measures

($ in thousands, unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	**2008**	**2009**	**2008**
Net Income	**$ 48,460**	**$ 50,334**	**$ 196,009**	**$ 139,160**
Add: Interest cost and debt expense, net	12,592	8,506	36,278	25,904
Less: Capitalized Interest	(1,171)	(977)	(3,629)	(2,613)
Add: Depreciation and amortization	12,240	10,010	35,328	29,499
Add: Impairment charge	-	-	-	5,674
EBITDA	**$ 72,121**	**$ 67,873**	**$ 263,986**	**$ 197,624**
Less: Interest expense	(11,421)	(7,529)	(32,649)	(23,291)
Less: Maintenance capital	(6,304)	(7,884)	(15,326)	(15,655)
Add: Sunoco reimbursements	-	-	-	1,851
Distributable Cash Flow ("DCF")	**$ 54,396**	**$ 52,460**	**$ 311,961**	**$ 160,529**

Non-GAAP Financial Measures

(1) In this release, the Partnership's EBITDA and DCF references are not presented in accordance with generally accepted accounting principles ("GAAP") and are not intended to be used in lieu of GAAP presentations of net income. Management of the Partnership believes EBITDA and DCF information enhance an investor's understanding of a business' ability to generate cash for payment of distributions and other purposes. In addition, EBITDA is also used as a measure in the Partnership's revolving credit facilities in determining its compliance with certain covenants. However, there may be contractual, legal, economic or other reasons which may prevent the Partnership from satisfying principal and interest obligations with respect to indebtedness and may require the Partnership to allocate funds for other purposes. EBITDA and DCF do not represent and should not be considered an alternative to net income or operating income as determined under United States GAAP and may not be comparable to other similarly titled measures of other businesses.

Non-GAAP Financial Measures

($ in thousands, unaudited)

Earnings before interest, taxes, depreciation and amortization ("EBITDA")	**Twelve months ended September 30, 2009**
Net Income	**$ 271,329**
Add: Interest cost and debt expense	45,341
Less: Capitalized interest	(4,871)
Add: Depreciation and amortization	45,883
EBITDA	**$ 357,682**
Total Debt as of September 30, 2009	**$ 889,374**
Total Debt to EBITDA Ratio	**2.5**

Non-GAAP Financial Measures

(1) In this release, the Partnership's EBITDA and DCF references are not presented in accordance with generally accepted accounting principles ("GAAP") and are not intended to be used in lieu of GAAP presentations of net income. Management of the Partnership believes EBITDA and DCF information enhance an investor's understanding of a business' ability to generate cash for payment of distributions and other purposes. In addition, EBITDA is also used as a measure in the Partnership's revolving credit facilities in determining its compliance with certain covenants. However, there may be contractual, legal, economic or other reasons which may prevent the Partnership from satisfying principal and interest obligations with respect to indebtedness and may require the Partnership to allocate funds for other purposes. EBITDA and DCF do not represent and should not be considered an alternative to net income or operating income as determined under United States GAAP and may not be comparable to other similarly titled measures of other businesses.

Refined Products Pipeline System Recast

(amounts in millions, unless otherwise noted, unaudited)

	Q1 2008	Q2 2008	Q3 2008	Q4 2008
Financial Highlights (1)				
Sales and other operating revenue	$ 24.3	$ 23.6	$ 25.7	$ 29.9
Other income	1.3	3.0	2.3	2.0
Total revenues	25.6	26.6	27.9	31.9
Operating expenses	11.6	10.9	11.1	14.8
Depreciation and amortization	2.2	2.2	2.2	2.7
Selling, general and administrative expenses	5.1	4.9	5.1	4.7
Operating income	$ 6.7	$ 8.6	$ 9.5	$ 9.7
Operating Highlights (1)(2)				
Total shipments (mm barrel miles per day) (3)	45.5	43.1	43.8	55.0
Revenue per barrel mile (cents)	0.587	0.601	0.638	0.590

(1) On January 1, 2009 the reporting segments were realigned. All prior period reporting segment results were recast for comparative purposes.
(2) Excludes amounts attributable to equity ownership interests in the corporate joint ventures.
(3) Represents total average daily pipeline throughput multiplied by the number of miles of pipeline through which each barrel has been shipped.

Crude Oil Pipeline System Recast

(amounts in millions, unless otherwise noted, unaudited)

	Q1 2008	Q2 2008	Q3 2008	Q4 2008
Financial Highlights (1)				
Sales and other operating revenue	$2,330.7	$ 3,252.5	$ 2,763.2	$ 1,500.0
Other income	3.6	5.0	4.0	2.4
Total revenues	2,334.3	3,257.5	2,767.2	1,502.4
Operating expenses	2,298.0	3,216.1	2,723.6	1,435.7
Depreciation and amortization	3.5	3.6	3.6	3.6
Selling, general and administrative expenses	5.5	5.0	5.4	5.3
Operating income	$ 27.3	$ 32.8	$ 34.6	$ 57.8
Operating Highlights (1)(2)				
Crude oil pipeline throughput (000's bpd)	675.5	694.1	649.3	711.6
Crude oil purchases at wellhead (000's bpd)	171.5	177.4	176.7	185.0
Gross margin per barrel of pipeline throughput (cents) (3)	48.5	51.2	57.2	93.4

(1) On January 1, 2009 the reporting segments were realigned. All prior period reporting segment results were recast for comparative purposes.
(2) Excludes amounts attributable to equity ownership interests in the corporate joint ventures.
(3) Represents total segment sales and other operating revenue minus cost of products sold and operating expenses and depreciation and amortization divided by crude oil pipeline throughput.