

SUNOCO LOGISTICS PARTNERS OPERATIONS LP
Form FWP
January 07, 2013

Filed Pursuant to Rule 433 of the Securities Act

Registration No. 333-185192

333-185192-01

January 7, 2013

Final Pricing Terms

Sunoco Logistics Partners Operations L.P.

\$350,000,000 3.45% Senior Notes Due 2023

\$350,000,000 4.95% Senior Notes Due 2043

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|------------------------------------|--|
| Issuer | Sunoco Logistics Partners Operations L.P. |
| Guarantor | Sunoco Logistics Partners L.P. |
| Principal Amount | \$350,000,000 for the 2023 Senior Notes \$350,000,000 for the 2043 Senior Notes |
| Pricing Date | January 7, 2013 |
| Settlement Date | January 10, 2013 |
| Maturity Date | January 15, 2023 for the 2023 Senior Notes January 15, 2043 for the 2043 Senior Notes |
| Benchmark Treasury | 1.625% due November 15, 2022 2.75% due August 15, 2042 |
| Benchmark Treasury Yield | 1.903% for the 2023 Senior Notes 3.095% for the 2043 Senior Notes |
| Reoffer Spread to Benchmark | + 155 bps for the 2023 Senior Notes + 190 bps for the 2043 Senior Notes |
| Reoffer Yield | 3.453% for the 2023 Senior Notes 4.995% for the 2043 Senior Notes |
| Coupon | 3.45% for the 2023 Senior Notes 4.95% for the 2043 Senior Notes |
| Coupon Payment Dates | Semi-annually each January 15 and July 15, beginning July 15, 2013 |
| Price to the Public (%) | 99.974% for the 2023 Senior Notes 99.303% for the 2043 Senior Notes |

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| CUSIP | 86765B AL3 for the 2023 Senior Notes 86765B AM1 for the 2043 Senior Notes |
| ISIN | US86765BAL36 for the 2023 Senior Notes US86765BAM19 for the 2043 Senior Notes |
| Call at Par | On or after October 15, 2022 for the 2023 Senior Notes On or after July 15, 2042 for the 2043 Senior Notes |
| Make-Whole Call | T + 25 bps for the 2023 Senior Notes T + 30 bps for the 2043 Senior Notes |
| Joint Book-Running Managers | J.P. Morgan Securities LLC Citigroup Global Markets Inc. Mitsubishi UFJ Securities (USA), Inc. Mizuho Securities USA Inc. RBS Securities Inc. |
| Co-Managers | Deutsche Bank Securities Inc. Goldman, Sachs & Co. PNC Capital Markets LLC Scotia Capital (USA) Inc. TD Securities (USA) LLC U.S. Bancorp Investments, Inc. |

Relationships with the Underwriters

Affiliates of each of the underwriters are lenders under our \$350 million revolving credit facility, which matures on August 22, 2016. Affiliates of J.P. Morgan Securities LLC, Citigroup Global Markets Inc., Mitsubishi UFJ Securities (USA), Inc., Mizuho Securities USA Inc., RBS Securities Inc., Deutsche Bank Securities Inc., PNC Capital Markets LLC, Scotia Capital (USA) Inc., TD Securities (USA) LLC and U.S. Bancorp Investments, Inc. are lenders under the \$200 million revolving credit facility under which Sunoco Partners Marketing & Terminals L.P. is the borrower and we are the guarantor, which matures on August 12, 2013.

The issuer has filed a registration statement (including a base prospectus) and a prospectus supplement with the U.S. Securities and Exchange Commission (SEC) for this offering. Before you invest, you should read the prospectus supplement for this offering, the base prospectus in that registration statement and other documents the issuer (including its parent, Sunoco Logistics Partners L.P.) has filed with the SEC for more complete information about the issuer (including its parent, Sunoco Logistics Partners L.P.) and this offering. You may obtain these documents for free by visiting EDGAR on the SEC Web site at <http://www.sec.gov>. Alternatively, you may obtain a copy of the prospectus supplement from J.P. Morgan Securities LLC by calling 212-834-4533 or Citigroup Global Markets Inc. by calling 800-831-9146.