

SUNOCO LOGISTICS PARTNERS OPERATIONS LP  
 Form FWP  
 April 01, 2014

Filed Pursuant to Rule 433 of the Securities Act

Registration No. 333-185192

333-185192-01

March 31, 2014

**Final Pricing Terms**

**Sunoco Logistics Partners Operations L.P.**

**\$300,000,000 4.250% Senior Notes Due 2024**

**\$700,000,000 5.300% Senior Notes Due 2044**

Issuer:	Sunoco Logistics Partners Operations L.P.	
Guarantor:	Sunoco Logistics Partners L.P.	
Security Type:	Senior Unsecured Notes	
Form:	SEC Registered	
Pricing Date:	March 31, 2014	
Settlement Date: (T+3)	April 3, 2014	
	<b><u>4.250% Senior Notes due 2024</u></b>	<b><u>5.300% Senior Notes due 2044</u></b>
Maturity Date:	April 1, 2024	April 1, 2044
Principal Amount:	\$300,000,000	\$700,000,000
Benchmark:	2.750% due February 2024	3.750% due November 2043
Benchmark Price / Yield:	100 - 06 / 2.728%	103 - 14 / 3.561%
Spread to Benchmark:	+155 bps	+175 bps
Yield to Maturity:	4.278%	5.311%
Coupon:	4.250%	5.300%
Public Offering Price:	99.774%	99.836%
Estimated Net Proceeds After Expenses:	\$989,099,000	
Make Whole Call:	T+25bps	T+30bps
Call at Par:	On or after January 1, 2024	On or after October 1, 2043

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Interest Payment Dates:	April 1 and October 1, beginning October 1, 2014	April 1 and October 1, beginning October 1, 2014
CUSIP / ISIN:	86765BAN9 / US86765BAN91	86765BAP4 / US86765BAP40
Use of Proceeds:	Net proceeds from this notes offering will be used to repay outstanding borrowings under our \$1.50 billion revolving credit facility, which were \$900 million at March 28, 2014, and for general partnership purposes.	
Joint Bookrunning Managers:	RBS Securities Inc. Barclays Capital Inc. J.P. Morgan Securities LLC BBVA Securities Inc. DNB Markets, Inc. PNC Capital Markets LLC SunTrust Robinson Humphrey, Inc. TD Securities (USA) LLC	
Co-Managers:	Comerica Securities, Inc. Scotia Capital (USA) Inc.	

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 RBS Securities Inc. by calling (866) 884-2071 or Barclays Capital Inc. by calling (888) 603-5847 or J.P. Morgan Securities LLC by calling (212) 834-4533.