

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

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|---|--|--|
| 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 | |
| | <u>4.250% Senior Notes due 2024</u> | <u>5.300% Senior Notes due 2044</u> |
| 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.