

SUNOCO LOGISTICS PARTNERS L.P.
Form 8-K
August 15, 2013

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: August 15, 2013
(Date of earliest event reported): August 9, 2013

SUNOCO LOGISTICS PARTNERS L.P.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-31219 (Commission file number)	23-3096839 (IRS employer identification number)
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1818 Market Street, Suite 1500, Philadelphia, PA (Address of principal executive offices)	19103 (Zip Code)
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(866) 248-4344
(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 1.01. Entry into a Material Definitive Agreement.

On August 9, 2013, Sunoco Partners Marketing & Terminals L.P. ("Marketing LP"), a wholly owned subsidiary of Sunoco Logistics Partners Operations L.P. ("Operations LP"), entered into a new 364-day, \$200 million unsecured revolving credit agreement by and among: Marketing LP, as Borrower; Operations LP and Sunoco Logistics Partners L.P. (the "Partnership"), as Guarantors; Citibank, N.A., as Administrative Agent; Barclays Bank PLC, as Syndication Agent; TD Bank, N.A. and Wells Fargo Bank, N.A., as Co-Documentation Agents; and the other lenders party thereto (the "New Hedged Inventory Facility"). The New Hedged Inventory Facility has been established to provide Marketing LP with access to funds to finance the purchase from time to time of eligible hedged hydrocarbon inventory. The New Hedged Inventory Facility replaces a 364-day \$200 million unsecured revolving credit agreement that was to mature on August 12, 2013 (the "Former Hedged Inventory Facility"). All capitalized terms used in this description and not otherwise defined herein have the respective meanings ascribed to such terms in the New Hedged Inventory Facility. Subject to the terms and conditions of the New Hedged Inventory Facility, Marketing LP may borrow funds thereunder, on a revolving basis, either in the form of Base Rate Loans or Eurodollar Loans. The New Hedged Inventory Facility also includes an "accordion" feature, under which the total aggregate commitment may be extended to \$300 million under certain conditions. The availability of such loans is limited by the amount of Marketing LP's then-existing eligible hedged hydrocarbon inventory and related accounts receivable. The New Hedged Inventory Facility contains customary affirmative and negative covenants for credit facilities of this type, including limitations on the creation of indebtedness and liens, and other covenants related to the operation and conduct of the business of Marketing LP and its subsidiaries. The New Hedged Inventory Facility provides for customary events of default, including failure to pay principal or interest when due, failure to comply with covenants, cross-defaults to other material indebtedness, and certain insolvency or receivership events.

The foregoing brief description is qualified in its entirety by reference to the New Hedged Inventory Facility, a copy of which will be filed with the Securities and Exchange Commission as an exhibit to the Partnership's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013.

Item 1.02. Termination of a Material Definitive Agreement.

On August 9, 2013, Marketing LP terminated the Former Hedged Inventory Facility. No penalties or prepayment premiums were incurred in connection with early termination of the Former Hedged Inventory Facility.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth under Item 1.01 above is incorporated by reference into this Item 2.03.

Safe Harbor Statement

Statements contained in this report, or the exhibits to this report, that state the Partnership's expectations or predictions of the future are forward-looking statements and are inherently uncertain. Actual results could differ materially from those projected in such forward-looking statements. Factors that could affect such results include those mentioned in the documents that the Partnership has filed with the Securities and Exchange Commission. The Partnership undertakes no obligation to update forward-looking statements as a result of new information, future developments or otherwise, except as expressly required by law. All forward-looking statements in this current report on Form 8-K are qualified in their entirety by this cautionary statement.

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 L.P.

By: Sunoco Partners LLC,
its General Partner

By: /s/ KATHLEEN SHEA-BALLAY
Kathleen Shea-Ballay
Senior Vice President, General Counsel and Corporate Secretary

August 15, 2013
Philadelphia, PA