



# **Sunoco Logistics Partners L.P. Energy Transfer Partners, L.P.**

SXL / ETP Transaction November 2016

### **Forward-Looking Statements**

#### Additional Information and Where to Find It

SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND THE REGISTRATION STATEMENT REGARDING THE TRANSACTION (THE "TRANSACTION") INVOLVING SUNOCO LOGISTICS PARTNERS L.P. ("SXL") and ENERGY TRANSFER PARTNERS, L.P. ("ETP") CAREFULLY WHEN IT BECOMES AVAILABLE. These documents (when they become available), and any other documents filed by SXL or ETP with the U.S. Securities and Exchange Commission ("SEC"), may be obtained free of charge at the SEC's website, at <a href="https://www.sec.gov">www.sec.gov</a>. In addition, investors and security holders will be able to obtain free copies of the registration statement and the proxy statement/prospectus by phone, e-mail or written request by contacting the investor relations department of SXL or ETP at the following:

Sunoco Logistics Partners L.P. 3807 West Chester Pike Newtown Square, PA 19073 Attention: Investor Relations

Phone: 866-248-4344

Energy Transfer Partners, L.P. 8111 Westchester Drive, Suite 600 Dallas, TX 75225 Attention: Investor Relations

Phone: 214-981-0700

#### **Participants in the Solicitation**

[SXL, ETP and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in connection with the proposed merger. Information regarding the directors and executive officers of SXL is contained in SXL's Form 10-K for the year ended December 31, 2015, which was filed with the SEC on February 26, 2016. Information regarding the directors and executive officers of ETP is contained in ETP's Form 10-K for the year ended December 31, 2015, which was filed with the SEC on February 29, 2016. Additional information regarding the interests of participants in the solicitation of proxies in connection with the proposed merger will be included in the proxy statement/prospectus.]

#### **Cautionary Statement Regarding Forward-Looking Statements**

This presentation includes "forward-looking" statements. Forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. Statements using words such as "anticipate," "believe," "intend," "project," "plan," "expect," "continue," "estimate," "goal," "forecast," "may" or similar expressions help identify forward-looking statements. SXL and ETP cannot give any assurance that expectations and projections about future events will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties and assumptions. These risks and uncertainties include the risks that the proposed transaction may not be consummated or the benefits contemplated therefrom may not be realized. Additional risks include: the ability to obtain requisite regulatory and unitholder approval and the satisfaction of the other conditions to the consummation of the proposed transaction, the ability of SXL to successfully integrate ETP's operations and employees and realize anticipated synergies and cost savings, the potential impact of the announcement or consummation of the proposed transaction on relationships, including with employees, suppliers, customers, competitors and credit rating agencies, the ability to achieve revenue, DCF and EBITDA growth, and volatility in the price of oil, natural gas, and natural gas liquids. Actual results and outcomes may differ materially from those expressed in such forward-looking statements. These and other risks and uncertainties are discussed in more detail in filings made by SXL and ETP with the SEC, which are available to the public. SXL and ETP undertake no obligation to update publicly or to revise any forward-looking statements, whether as a result of new information, future events or otherwise.

### **Key Transaction Highlights**

- Sunoco Logistics Partners L.P. ("SXL") and Energy Transfer Partners, L.P. ("ETP") have entered into a merger agreement providing for the acquisition of ETP by SXL in a unit-for-unit transaction
  - 1.500 SXL common units for each ETP unit, implying a price of \$39.29 per unit based on SXL's closing price immediately prior to the announcement of the transaction
  - That price represents a 10% premium to the volume weighted average price of ETP's common units for the last 30 trading days immediately prior to the announcement of the transaction
- SXL will assume ETP outstanding debt
  - No change of control triggered in ETP's existing notes
- Expected to be immediately accretive to SXL's distributable cash flow and distribution per unit
- Expected to allow the combined partnership to be in position to achieve near-term distribution increases in the low double digits and a more than 1.0x distribution coverage ratio
- SXL's IDR structure survives following the transaction
  - Existing SXL and ETP IDR subsidies remain in place
- SXL Common Units and Class B Units held by ETP are retired
  - ETP Class H units held by ETE are retired, with ETE owning 100% of the pro forma company's GP / IDRs
- Transaction subject to customary approvals
  - ETP unitholder vote
  - Expect transaction to close in Q1 2017
- Combined company to be called Energy Transfer Partners
- CEO, President, CFO and Chief Commercial Officer of combined company will be Kelcy Warren, Matt Ramsey, Tom Long and Mackie McCrea, respectively
- Mike Hennigan and other members of the SXL management team will continue in leading management roles of the combined company with SXL business remaining headquartered in Philadelphia

### **Key Transaction Highlights**

#### EXPANDS STRATEGIC FOOTPRINT

- Unique opportunity to extend SXL's strategic footprint further upstream to vertically integrate its NGL and crude businesses and realize potential benefits of consolidating additional volumes
- Potential benefits of additional scale and scope of business, including diversification of basin and product exposures

## ENHANCED ABILITY TO PURSUE CONTINUED GROWTH

- Enhanced ability to manage risk associated with large-scale investment opportunities
- Strong access to capital markets
- · Maintain investment grade metrics and attractive funding costs
- · Existing IDR subsidies remain

#### COMMERCIAL SYNERGIES AND INTEGRATION OPPORTUNITIES

- Ability to capitalize on commercial synergies between the businesses and realize potential cost synergies not available as separate entities
- Significant commercial synergies related to Permian basin, Marcellus / Utica basin, and Gulf Coast platforms
- Complementary businesses create tremendous value that mitigate commodity price headwinds

#### STRONG PRO FORMA FINANCIAL PROFILE

- Immediately accretive to SXL distributable cash flow and distributions per unit
- Expect to achieve near-term distribution increases in low double digits with a more than 1.0x distribution coverage ratio
- · Investment grade credit profile
- · Simplified structure

#### A "WIN-WIN" FOR ALL STAKEHOLDERS

### **Strategic Rationale**

#### SXL

- Expands SXL's strategic footprint and integrates the NGL business closer to the wellhead
  - More closely aligns ETP's NGL growth plans with SXL's
- Increased scale and scope of business
- Complementary geographic asset bases
- Additional diversification and enhanced ability to manage risk and large-scale investment opportunities
- Enhanced ability to offer wider range of services to the market

#### **ETP**

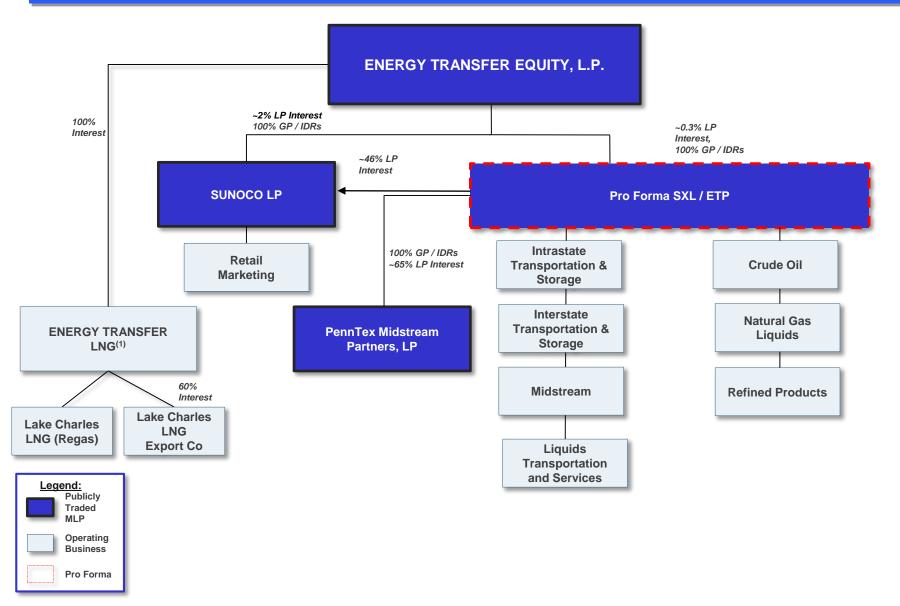
- Preserves cash for debt reduction and growth capital funding through implied distribution reduction
  - Creates the ability to accelerate deleveraging
- Increased diversification through the combination of ETP's primarily gas focused and SXL's primarily liquids focused businesses
- Without this transaction. ETP would need to consider a distribution reduction in the range of 15-25%, subject to a number of assumptions, in order to reduce leverage and increase distribution coverage to strengthen ETP's financial health and future cash distribution growth profile
- With this transaction, current ETP unitholders will participate in the expected cash distribution growth of the combined company

#### **Benefits to Both Entities**

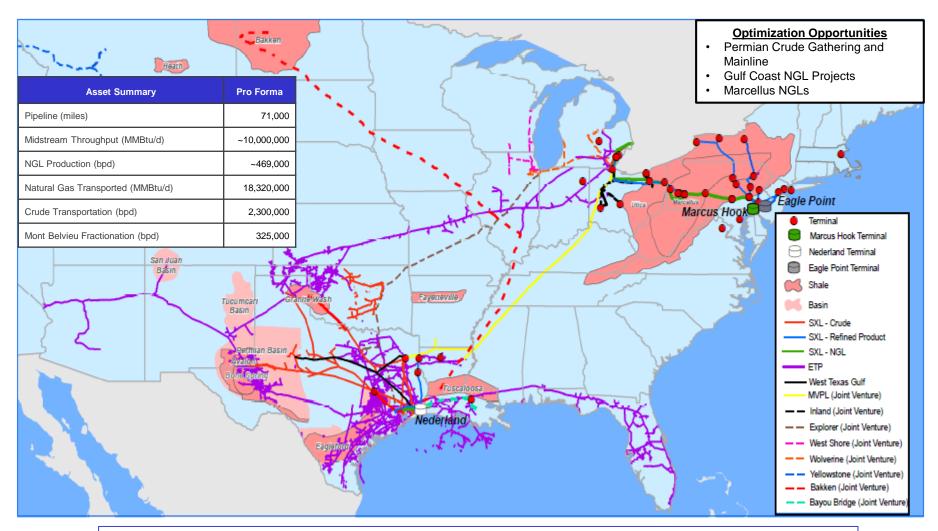
- Combination allows for more efficient capitalization of commercial synergies
- Combination allows for cost reductions across the two companies
- Transaction represents another large step in ETE's simplification of the family of partnerships



### **Pro Forma Energy Transfer Family Organizational Structure**



### Diversified Asset Base Across North America Drives Opportunity



The ability to integrate a producer liquids end-to-end solution will better serve customers and alleviate bottlenecks currently faced by producers

# Fully Integrated Platform Spanning the Entire Midstream Value Chain

#### **Involvement in Major Midstream Themes Across the Best Basins and Logistics Hubs**

#### **Franchise Strengths**

#### **Opportunities**

### Interstate Natural Gas T&S

- · Access to multiple shale plays, storage facilities and markets
- · Approximately 95% of revenue from reservation fee contracts
- Well-positioned to capitalize on changing market dynamics
- · Key assets: PEPL, FGT, Transwestern, Trunkline, Tiger, MEP
- Marcellus natural gas takeaway to the Midwest, Gulf Coast, and Canada
- Backhaul to LNG exports and new petrochemical demand on Gulf Coast

### Intrastate Natural Gas T&S

- Well-positioned to capture additional revenues from anticipated changes in natural gas supply and demand
- Largest intrastate natural gas pipeline and storage system on the Gulf Coast
- Key assets: ET Fuel Pipeline, Oasis Pipeline, Houston Pipeline System, ETC Pipeline
- Natural gas exports to Mexico
- Additional demand from LNG and petrochemical development on Gulf Coast

#### **Midstream**

- ~33,000 miles of gathering pipelines with ~6.7 Bcf/d of processing capacity
- Projects placed in-service underpinned by long-term, feebased contracts
- Gathering and processing build out in Texas and Marcellus
- Synergies with ETP downstream assets
- Significant growth projects ramping up to full capacity over the next two years

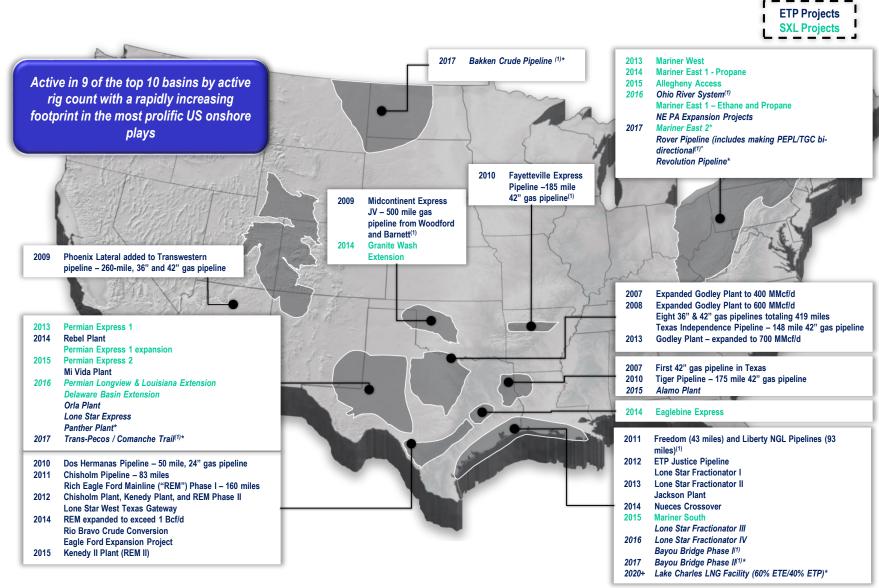
#### **Lone Star NGL**

- World-class integrated platform for processing, transporting, fractionating, storing and exporting NGLs
- Fastest growing NGLs business in Mont Belvieu
- Liquids volumes from our midstream segment culminate in the ETE family's Mont Belvieu / Mariner South / Nederland Gulf Coast Complex
- Increased volumes from transporting and fractionating volumes from Permian/Delaware and Midcontinent basins
- Increased fractionation volumes as large NGL fractionation thirdparty agreements expire

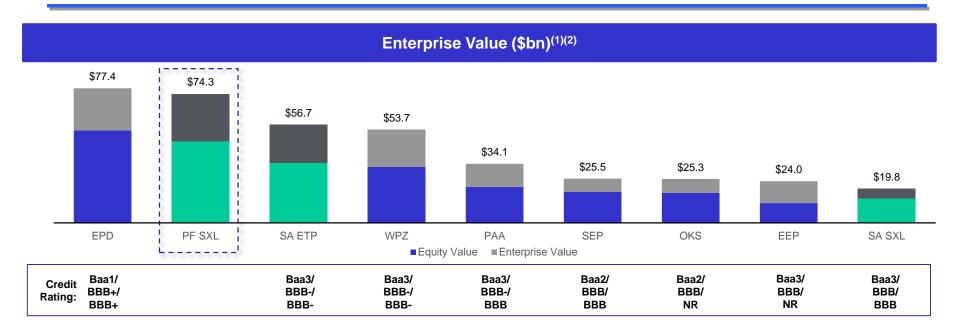
### Liquids Transportation & Services

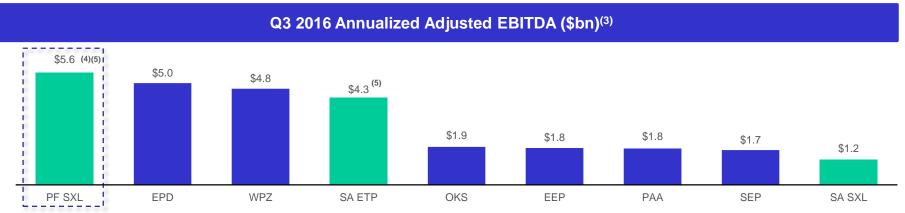
- Bakken Crude Oil pipeline supported by long-term, fee-based contracts; expandable to 570,000 bpd with incremental pumps
- Mariner East provides significant Appalachian liquids takeaway capacity connecting NGL volumes to local, regional and international markets via Marcus Hook
- Bakken crude takeaway to Gulf Coast refineries
- Permian crude, condensate and NGL takeaway
- NGL optimization in the Marcellus / Utica basin
- Marcellus / Utica NGL takeaway pipelines

### Organic Growth Enhances the Combined Entity's Strong Foothold in the Most Prolific Producing Basins



### One of the Largest and Most Dynamic Midstream MLPs





- (1) Enterprise Value includes GP value. Private GP value calculated as LP equity value / (1 - Gross GP / IDR Take Percentage) \* (Gross GP / IDR Take Percentage). Pro forma SXL calculated using the exchange ratio of 1.500x and SXL unit price as of 11/18/2016. Excludes Midstream C-Corps.
- Market data as of 11/18/16.
- Annualized adjusted EBITDA amounts derived from respective quarterly SEC filings of each company and multiplied by four. Reconciliations of the guarterly EBITDA amounts for each company to generally accepted accounting principle metrics can be found in the respective SEC filings for each company.
- Pro forma annualized adjusted EBITDA for SXL derived from historical adjusted EBITDA for each of SXL and ETP for the 3rd quarter of 2016. As a result, this pro forma adjusted EBITDA does not reflect any pro forma adjustments related to the proposed transaction between SXL and ETP. Sunoco Logistics 😉 ENERGY TRANSFER 10
- (5) ETP standalone EBITDA excludes investment in Sunoco Logistics.

### **Synergy Opportunities**

#### **Permian Crude Gathering and Mainline Optimization**

- Delaware Basin & Midland Basin opportunities
- Better opportunity to fill capacity on underutilized pipelines
  - SXL's Delaware Basin Pipeline has ability to expand by 100 MBPD
  - ETP has an idle 12" 100 MBPD pipeline in the basin
- ETP's gathering system is very synergistic with SXL's recently acquired Midland crude oil platform

#### **Marcellus Optimization**

- ETP's Rover and Revolution system combined with SXL's NE Mariner system provide long-term growth potential
- Wellhead to market service offering

#### **Gulf Coast NGL Projects**

- ETP's Lone Star presence in Mont Belvieu combined with SXL's Nederland terminal provide opportunities for multiple growth projects
- Potential ethane and ethylene projects delivering Lone Star fractionated products to Nederland for export

#### **Cost Reduction Opportunities**

- More efficient tax structure with SXL's C-corp joint ventures
- Single public company cost
- SG&A optimization

EXPECT THAT THE TRANSACTION WILL ALLOW FOR COMMERCIAL SYNERGIES AND COST SAVINGS IN **EXCESS OF \$200 MILLION ANNUALLY BY 2019** 

### Proven Track Records of Successful Integration

SXL and ETP's management teams have proven track records of successfully integrating acquisitions:



- Knowledge of respective assets and businesses will facilitate a smooth integration of:
  - Operations
  - Commercial
  - Risk Management
  - Finance / Accounting
  - Information Technology
- Integration plan expected to be substantially complete by the time transaction closes

### **Key Takeaways**

- SXL/ETP becomes the second largest MLP
  - Pro forma SXL becomes a fully integrated midstream / liquids platform across North America with 71,000 miles of pipeline
  - Operations in major high-growth oil and gas shales and basins, including Permian, Eagle Ford, Panhandle and Marcellus / Utica

SXL benefits from further diversified basin exposure and enhanced liquids integration

- The transaction creates benefits for current ETP unitholders
  - Long-term value potential from improved distribution growth profile and strong coverage
  - Larger float and enhanced access to capital markets for larger pro forma entity

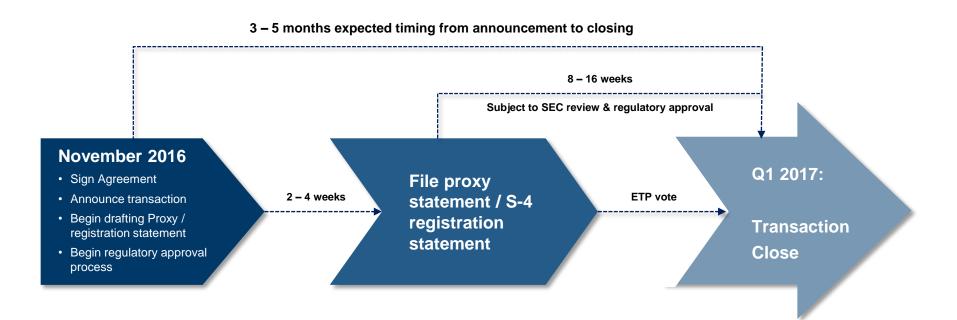
This transaction will make ETP stronger and better positioned for future strategic opportunities

- ETE benefits from size and strength of SXL's more diversified platform
  - A stronger MLP creates a stronger GP
  - Clearly identified commercial synergy opportunities and cost saving initiatives
  - Step toward simplifying ETE family structure

ETE benefits from a larger, combined underlying MLP

### **Illustrative Transaction Timeline**

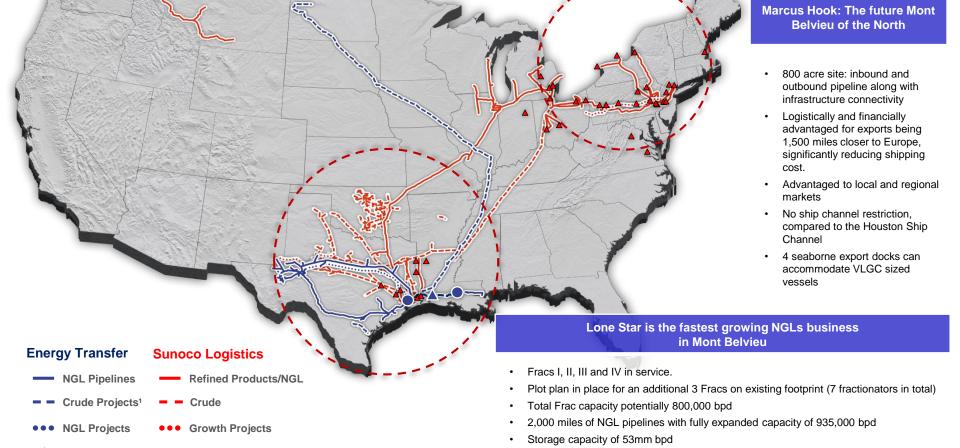
· Integration plan will result in one functional organization at closing



### **Liquids Integration Opportunities**

# Fully Integrated Midstream / Liquids Platform Across North America

The ability to integrate a producer liquids end-to-end solution will better serve customers and alleviate bottlenecks currently faced by producers



210,000 bpd LPG export terminal 80,000 bpd of diluent export capacity

LNG Facilities

Fractionator

**Facility** 

### **ETP NGL Transportation & Services**

\*Growth Projects

#### **NGL Storage Pipeline Transportation Fractionation and Processing** ~53 million barrels NGL storage 2,000+ miles of NGL Pipelines Four fractionators at Mont Belvieu with a total capacity of 420,000 bpd Permitted to drill additional 8 caverns\* ~ 580 Mbpd of raw make transport capacity Ability to build a total of 7 Mont Belvieu Expanding capacity to 935 Mbpd fractionators on current footprint\* 210 Mbpd LPG export terminal 80 Mbpd of Diluent export capacity Extensive Houston Ship Channel pipeline network 533 miles of new 24" and 30" Lone Star Express NGL pipeline Mariner South II opportunity would Baden Storage **Godley Plant** connect ETP's Mt. Belvieu fractionators with SXL's Nederland terminal Hattiesburg Storage • Geismar Chalmette Mt. Belvieu Fractionator Plant Fractionation Sea Robin & Storage Plant A Sorrento LaGrange/Chisholm **Plant Complex** Kenedy Plant Jackson Existing Lone Star Lone Star West Texas Gateway Expansion ETP-Copano Liberty JV **ETP Justice ETP Spirit ETP Freedom** Approved Lone Star Express Fractionation **Mariner South** Storage **Nederland Terminal**

### Mariner Franchise & Revolution System Projects

#### **Project Details**

- System is located in Pennsylvania's Marcellus/Utica Shale rich-gas area
- Rich-gas, complete solution system
- Currently 20 miles of 16" in-service
- Build out assets will include:
  - 110 miles of 20", 24" & 30" gathering pipelines
  - Cryogenic processing plant with deethanizer
  - Natural gas residue pipeline with direct connect to ETP's Rover pipeline
  - Purity ethane pipeline to SXL's Mariner East system
  - C3+ pipeline and storage to SXL's Mariner East system
  - Fractionation facility located at SXL's Marcus Hook facility
- Expected in-service Q4 2017
  - Opportunity to connect ETP's Revolution system to SXL's Mariner East system to move additional NGL volumes out of the Marcellus / Utica
  - Potential to increase product flows to SXL's Marcus Hook

#### **Revolution Project Map**



### **Bayou Bridge Pipeline Project**

#### **Project Details**

- Crude oil transportation joint venture between Phillips 66 Partners (40%), SXL (30% operator) and ETP (30%)
  - Phillips 66 Partners = construction manager for segment 1 - Nederland to Lake Charles, Louisiana
  - ETP = construction manager for segment 2 - Lake Charles to St. James, Louisiana
- 30" Nederland to Lake Charles segment went into service in April 2016
- 24" St. James segment expected in-service 2nd half of 2017
- Light and heavy crude service

Project highlights synergistic nature of ETP and SXL crude platforms and creates additional growth opportunities and market diversification

#### **Bayou Bridge Project Map**



### Permian Crude Gathering and Mainline

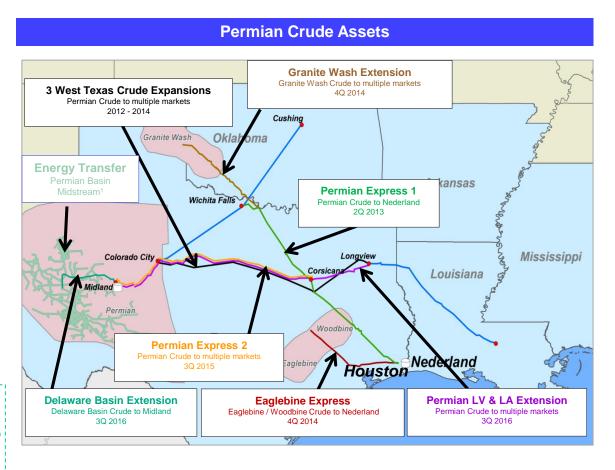
#### **Integration Potential**

#### **Pecos Crossing System**

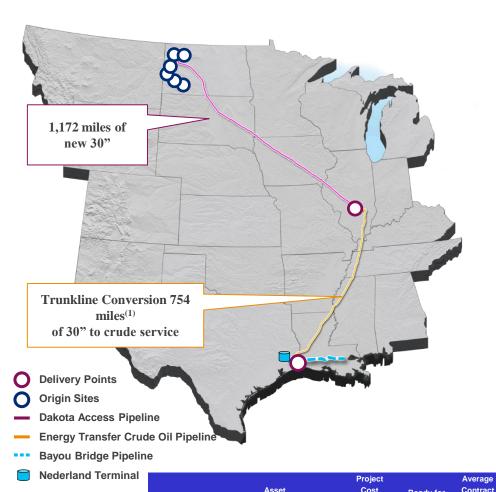
- System Capacity: 100,000 bpd
- Currently flowing: ~40,000 bpd
- Adding interconnect to Advantage Pipeline for access to Houston markets

#### **Delaware Gathering Expansion**

- 3 new oil gathering systems consisting of 130 miles of pipeline in Reeves, Loving and Lea Counties
- Total Capacity: 120,000 bpd
- Delivery into SXL's new Delaware **Basin Expansion Project**
- Better opportunity to fill capacity on underutilized pipelines
- SXL's Delaware Basin Pipeline has ability to expand by 100 MBPD
- ETP has an idle 12" 100 MBPD pipeline in the basin
- ETP's gathering system is very synergistic with SXL's recently acquired Midland crude oil platform



### **Bakken Pipeline**



Project Name	Туре	Miles	(\$bn)	Service	Duration
(2) Dakota Access	Crude pipelines	1,172	\$4.8	1H 2016	9 vrs
(2) ETCO Pipeline	Crude pipelines	754 <sup>(1)</sup>	φ4.0	111 2010	3 yıs

Note: Gross JV project cost where applicable

- 686 miles of converted pipeline + 68 miles of new build.
- Bakken Crude Pipelines owned 45% ETP, 30% SXL (operator), 25% P66 (post closing of Bakken equity sale, ownership will be ETP and SXL- 38.25%, MarEn- 36.75%, and P66- 25%).

#### **Project Details**

- Dakota Access Pipeline will connect Bakken production to Patoka, IL with interconnection to Energy Transfer Crude Oil Pipeline (Trunkline conversion) to reach Nederland and the Gulf Coast
  - Supported by long-term, fee-based contracts with large, creditworthy counterparties
  - Currently expected to deliver in excess of 470,000 barrels per day
  - Expandable to 570,000 barrels per day

Project highlights synergistic nature of ETP and SXL crude platforms and creates additional growth opportunities and market diversification

#### **Recent Developments**

- ETP, SXL and Phillips 66 announced the successful completion of the project-level financing of jointly-owned Bakken Pipeline Project
- ETP and SXL have signed an agreement to sell 36.75% of the Bakken Pipeline Project to MarEn Bakken Company LLC (MarEn), an entity jointly owned by Enbridge Energy Partners and Marathon Petroleum Corporation, for \$2 billion in cash
- Expected to close in the fourth quarter of 2016 or first quarter of 2017, subject to certain closing conditions
- Upon closing, a subsidiary of Marathon Petroleum has committed to participate in a forthcoming Dakota Access/Energy Transfer Crude Oil Pipeline open season, and subject to the terms and conditions of the open season, make a long-term volume commitment on the Bakken Pipeline Project. The new open season was launched on August 12,
- Upon closing, the ownership of the Bakken Pipeline Project will be: ETP and SXL - 38.25%, MarEn - 36.75%, and Phillips 66 - 25%

### **Existing IDR Waivers**

#### (in thousands)

	Existing ETP IDR Reduction	Existing SXL IDR Reduction	Total IDR Reduction
December 31, 2016	\$137,500	\$7,500	\$145,000
March 31, 2017	\$149,500	\$7,500	\$157,000
June 30, 2017	\$154,500	\$7,500	\$162,000
September 30, 2017	\$155,750	\$7,500	\$163,250
December 31, 2017	\$165,750	\$7,500	\$173,250
2018	\$138,000	\$15,000	\$153,000
2019	\$128,000		\$128,000
Total Through 2019	\$1,029,000	\$52,500	\$1,081,500