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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report: November 20, 2008  
(Date of earliest event reported): November 18, 2008**

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**SUNOCO LOGISTICS PARTNERS L.P.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-31219**  
(Commission file number)

**23-3096839**  
(IRS employer  
identification number)

**1735 Market Street, Suite LL, Philadelphia, PA**  
(Address of principal executive offices)

**19103-7583**  
(Zip Code)

**(215) 977-3000**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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

On November 18, 2008, Sunoco Pipeline L.P. and Sunoco Partners Marketing & Terminals L.P., each subsidiaries of Sunoco Logistics Partners L.P. (the “Partnership”), purchased the MagTex refined products pipeline system, associated terminal facilities in Texas and Louisiana, and other related assets from affiliates of ExxonMobil Corporation for an aggregate purchase price of \$184.2 million. This purchase was financed with a borrowing under the August 8, 2007 Credit Agreement by and among the Partnership, its subsidiary, Sunoco Logistics Partners Operations L.P., Citbank, N.A. and certain other lenders (the “Credit Facility”). The terms and conditions of the MagTex acquisition were previously described in the Partnership’s Form 8-K, filed on April 30, 2008. The terms and provisions of the Credit Facility are described in the Partnership’s annual report on Form 10-K, filed February 26, 2008. The Credit Facility is attached as an exhibit to the Partnership’s Form 10-Q/A, filed on November 19, 2007.

**Item 5.03.**    **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On November 18, 2008, the Partnership’s general partner approved and executed Amendment No. 2 (the “Amendment”) to the Second Amended and Restated Agreement of Limited Partnership of the Partnership (the “Partnership Agreement”). Under the terms of this Amendment, the amounts payable pursuant to the incentive distribution rights of the Partnership under the Partnership Agreement shall be adjusted commencing with the payment of the fifth quarterly distribution paid after the MagTex acquisition closing date (“MagTex Closing Date”). There shall be no reductions in incentive distribution rights for each of the first four quarters, commencing with and including the quarter in which the MagTex Closing Date occurs. Thereafter, distributions shall be reduced by \$485,333 for each of the successive 12 quarters, for an aggregate reduction of \$5,500,000 over the 16 quarter period.

A copy of the Amendment is filed as Exhibit 3.1 to this report and is incorporated herein by reference.

**Item 8.01**    **Other Events.**

On November 18, 2008, the Partnership announced that it had completed its acquisition of the MagTex pipeline system, associated terminal facilities and other related assets as described in Item 2.03 above.

A copy of the press release announcing the completion of the acquisition is attached as Exhibit 99.1 and is incorporated herein by reference.

The information in this report, being furnished pursuant to Items 8.01 and 9.01 of Form 8-K, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, and is not incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

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**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

3.1 Amendment No. 2 to the Second Amended and Restated Agreement of Limited Partnership of Sunoco Logistics Partners L.P.

99.1 Press release dated November 18, 2008

The information in this report, being furnished pursuant to Item 9.01 of Form 8-K, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, and is not incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**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 LP.**

**By: Sunoco Partners LLC,  
its General Partner**

**By: /s/ NEAL E. MURPHY**  
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**Neal E. Murphy**  
**Vice President and Chief Financial Officer**

**November 20, 2008**  
**Philadelphia, PA**

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Exhibit</u>
3.1	Amendment No. 2 to the Second Amended and Restated Agreement of Limited Partnership of Sunoco Logistics Partners L.P.
99.1	Press release dated November 18, 2008.

AMENDMENT NO. 2 TO  
SECOND AMENDED AND RESTATED AGREEMENT  
OF LIMITED PARTNERSHIP

OF

SUNOCO LOGISTICS PARTNERS L.P.

This Amendment No. 2 (this "*Amendment No. 2*") to Second Amended and Restated Agreement of Limited Partnership of Sunoco Logistics Partners L.P. (the "*Partnership*"), dated as of July 20, 2004 (the "*Partnership Agreement*"), is hereby adopted effective as of November 18, 2008, by Sunoco Partners LLC, a Pennsylvania limited liability company (the "*General Partner*"), as general partner of the Partnership. Capitalized terms used but not defined herein have the meaning given such terms in the Partnership Agreement.

WHEREAS, Section 13.1(d)(i) of the Partnership Agreement provides that the General Partner, without the approval of any Partner or Assignee, may amend any provision of the Partnership Agreement to reflect a change that, in the discretion of the General Partner, does not adversely affect the Limited Partners (including any particular class of Partnership Interests as compared to other classes of Partnership Interests) in any material respect; and

WHEREAS, acting pursuant to the power and authority granted to it under Section 13.1(d)(i) of the Partnership Agreement, the General Partner has determined that the following amendment to the Partnership Agreement does not adversely affect the Limited Partners (including any particular class of Partnership Interests as compared to other classes of Partnership Interests) in any material respect.

NOW THEREFORE, the General Partner does hereby amend the Partnership Agreement as follows:

Section 1. Section 6.4 is hereby amended by adding a new subsection (c) to such Section:

"(c) Notwithstanding anything to the contrary in this Section 6.4, any quarterly distributions to the holders of the Incentive Distribution Rights provided for in clauses (iii), (iv) and (v) of Subsection 6.4(b) shall be adjusted commencing with the payment date of the fifth quarterly distribution paid after the closing of the Partnership's acquisition of the MagTex pipeline system and associated assets described in the Purchase and Sale Agreements executed April 28, 2008, and amended July 8, 2008, July 14, 2008, August 13, 2008, September 26, 2008 November 10, 2008, by and among affiliates of the Partnership, as buyer, and affiliates of Exxon Mobil, as seller (the date of such closing being referred to as the "*MagTex Closing Date*"). Such adjustment shall be as follows: (1) with respect to each of the first four (4) quarters following the MagTex Closing Date, including the quarter in which the MagTex Closing Date occurs (the "*Initial Quarters*"), each such distribution shall be reduced by \$0; and (2) with respect to each of the successive twelve (12) Quarters following the Initial Quarters each such distribution shall be reduced by \$458,333. The reductions will total \$5,500,000 over the entire sixteen-quarter period described in clauses (1) and (2) of this Subsection 6.4(c)."

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Section 2. Except as hereby amended, the Partnership Agreement shall remain in full force and effect.

Section 3. This Amendment shall be governed by, and interpreted in accordance with, the laws of the State of Delaware, all rights and remedies being governed by such laws without regard to principles of conflicts of laws.

IN WITNESS WHEREOF, this Amendment has been executed as of the date first above written.

**GENERAL PARTNER:**

**SUNOCO PARTNERS LLC**

By: /s/ Deborah M. Fretz

Name: Deborah M. Fretz

Title: President and Chief Executive Officer



News Release  
Sunoco Logistics Partners L.P.  
1735 Market Street  
Philadelphia, PA 19103-7583

For further information contact:  
Thomas Golembeski (media) 215-977-6298  
Neal Murphy (investors) 866-248-4344

FOR IMMEDIATE RELEASE., November 18, 2008

No. 17

**SUNOCO LOGISTICS PARTNERS L.P. COMPLETES ACQUISITION OF THE  
MAGTEX PIPELINE SYSTEM FROM EXXONMOBIL**

PHILADELPHIA, November 18, 2008 — Sunoco Logistics Partners L.P. (NYSE: SXL), announced today that it has completed its previously announced acquisition of the MagTex refined products pipeline system located in Texas from affiliates of Exxon Mobil Corporation. The terms of the original purchase agreements have been amended to provide for potential adjustments, based on actual volumes, to the purchase price, tariff rates and ExxonMobil's throughput commitments.

The transaction is expected to be immediately accretive to cash available for distribution to the Partnership's limited partners. As previously announced, the Partnership's general partner has agreed to reduce its cash distributions attributable to its incentive distribution rights by \$5.5 million over 4 years to support the transaction. The Partnership funded the acquisition from its revolving credit facility.

"We are very excited to have completed this acquisition which enables expansion of our refined product pipeline and terminals platform into the U.S. Gulf Coast where we already have an extensive crude oil storage and distribution presence. We anticipate excellent future growth opportunities associated with this acquisition," said Deborah M. Fretz, President and Chief Executive Officer.

Sunoco Logistics Partners L.P. (NYSE: SXL), headquartered in Philadelphia, is a master limited partnership formed to acquire, own and operate refined product and crude oil pipelines and terminal facilities, including those of Sunoco, Inc. The Eastern Pipeline System consists of approximately 1,800 miles of primarily refined product pipelines and interests in four refined products pipelines, consisting of a 9.4 percent interest in Explorer Pipeline Company, a 31.5 percent interest in Wolverine Pipe Line Company, a 12.3 percent interest in West Shore Pipe Line Company and a 14.0 percent interest in Yellowstone Pipe Line Company. The Terminal Facilities consist of 9.2 million shell barrels of refined product terminal capacity and 23.4 million shell barrels of crude oil terminal capacity (including 16.5 million shell barrels of capacity at the Texas Gulf Coast Nederland Terminal). The Western Pipeline System consists of approximately 3,700 miles of crude oil pipelines, located principally in Oklahoma and Texas, a 55.3 percent interest in Mid-Valley Pipeline Company and a 43.8 percent interest in the West Texas Gulf Pipe Line Company and a 37.0 percent interest in the Mesa Pipe Line System. For additional information visit Sunoco Logistics' web site at [www.sunocologistics.com](http://www.sunocologistics.com).

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