

**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 (Date of earliest event reported):
May 9, 2005 (May 9, 2005)

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)

Ten Penn Center, 1801 Market Street, Philadelphia, PA

(Address of principal executive offices)

19103-1699

(Zip Code)

(215) 977-3000

(Registrant's telephone number, including area code)

NOT APPLICABLE

(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))

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Item 7.01 Regulation FD Disclosure.

On May 9, 2005, Sunoco Logistics Partners L.P. (the “Partnership”) issued a press release announcing that its Sunoco Pipeline L.P. (“SPLP”), subsidiary had signed a definitive agreement with Mobil Pipe Line Company to purchase a crude oil pipeline and storage facility, together with certain other real and personal property interests and related assets, in Texas. Additional information concerning the purchase of these assets was presented to financial analysts and investors during a teleconference call on May 9, 2005. A copy of the slide presentation is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information furnished pursuant to this Item 7.01 “Regulation FD Disclosure,” including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section and shall not be deemed to be incorporated by reference into any filing of the Partnership under the Exchange Act or under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Slide presentation given May 9, 2005 during investor teleconference.

This report contains certain forward-looking statements relating to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and other matters that are not historical facts. These forward-looking statements reflect the current views of the Company and the Partnership, about future events and are subject to risks, uncertainties, assumptions and changes in circumstances that may cause future events, achievements or results to differ materially from those expressed or implied by the forward-looking statements. The Partnership does not intend to, and disclaims any duty or obligation to, update or revise any forward-looking statements set forth in this report to reflect new information, future events or otherwise. Investors are directed to consider the risks and uncertainties discussed in other documents the Partnership has filed with the Securities and Exchange Commission, including particularly, the Partnership’s Annual Report on Form 10-K for the year ended December 31, 2004.

SIGNATURES

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 hereunto duly authorized.

SUNOCO LOGISTICS PARTNERS LP.

By: Sunoco Partners LLC,
its General Partner

By: /s/ SEAN P. McGRATH

Sean P. McGrath
Comptroller

Date: May 9, 2005

[INVESTOR CONFERENCE CALL PRESENTATION SLIDES]



Sunoco Logistics



Texas Pipeline System Overview

May 9, 2005

Forward-Looking Statement

You should review this slide presentation in conjunction with the press release dated May 9, 2005, regarding the acquisition of the Texas crude oil pipeline system and storage facility, and the conference call for Sunoco Logistics Partners L.P., held on May 9, 2005 at 3:00 p.m. EDT. You may listen to the audio portion of the conference call on www.sunocologistics.com. An audio recording also will be available after the call's completion by dialing 1-800-642-1687. International callers should dial 1-706-645-9291. Please enter Conference ID #6207681.

During the call, those statements we make that are not historical facts are forward-looking statements. Although we believe the assumptions underlying these statements are reasonable, investors are cautioned that such forward-looking statements involve risks that may affect our business prospects and performance, causing actual results to differ from those discussed during the conference call. Such risks and uncertainties include, among other things: our ability to successfully consummate announced acquisitions and integrate them into existing business operations; the ability of announced acquisitions to be cash-flow accretive; increased competition; changes in the demand both for crude oil that we buy and sell, as well as for crude oil and refined products that we store and distribute; the loss of a major customer; changes in our tariff rates; changes in throughput of third-party pipelines that connect to our pipelines and terminals; changes in operating conditions and costs; changes in the level of environmental remediation spending; potential equipment malfunction; potential labor relations problems; the legislative or regulatory environment; plant construction/repair delays; and political and economic conditions, including the impact of potential terrorist acts and international hostilities.

These and other applicable risks and uncertainties are described more fully in our Form 10-K, filed with the Securities and Exchange Commission on March 4, 2005. We undertake no obligation to update publicly any forward-looking statements whether as a result of new information or future events.

Texas Crude Oil Pipeline System Overview

- On May 6, 2005, Sunoco Logistics Partners entered into a definitive agreement with an affiliate of Exxon Mobil Corporation to acquire, for \$100 million:
 - a 187-mile, 16", 125,000 barrels per day crude oil pipeline, originating at the Corsicana, Texas terminal and terminating at Wichita Falls, Texas
 - a 2.9 million barrel, crude oil terminal located at Corsicana
 - a 104-mile idled 12" pipeline from Kilgore to Corsicana
 - 20 miles of idled 6" – 8" gathering lines
- SXL also plans to construct a new \$18 million, 20-mile pipeline connecting the West Texas Gulf Pipeline at Wortham, Texas to Corsicana
- Our strategy will be to enable domestic refiners to source both foreign and Gulf of Mexico crude oil through our Nederland, Texas facility to refining centers and Cushing, OK, a major trade location via the West Texas Gulf Pipeline

Asset Description

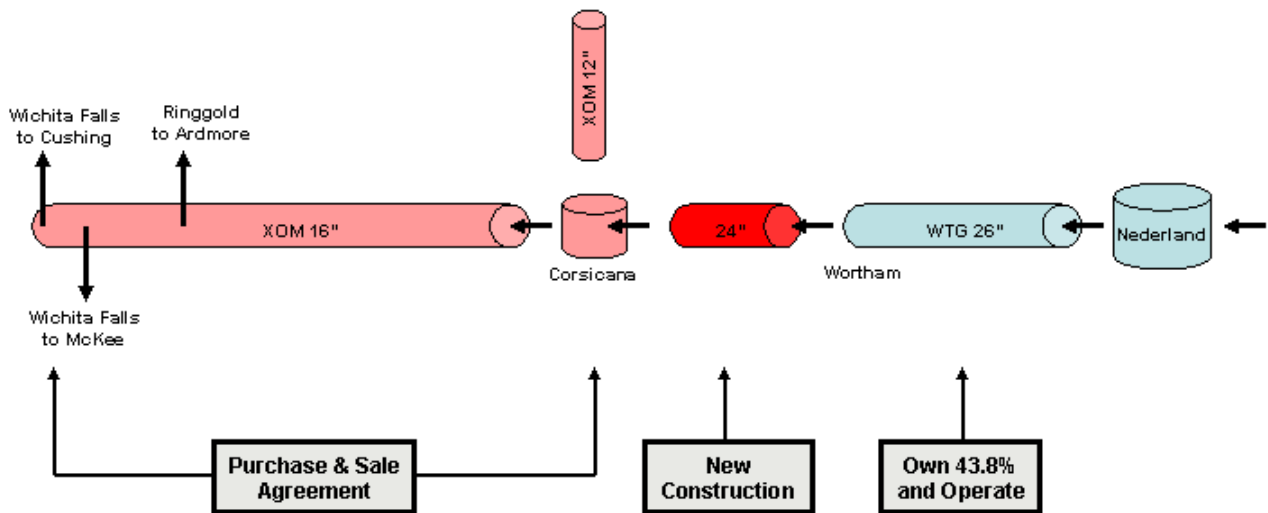
- Corsicana Tank Farm
 - 25 tanks on 500 acres (all but 3 tanks available for service)
 - 2.9 million barrels of shell capacity
- Corsicana to Wichita Falls 16" crude oil pipeline (187 miles)
 - 154 miles between Corsicana and Ringgold
 - 33 miles between Ringgold and Wichita Falls
- Ringgold Tank Farm
 - 4 tanks with 490,000 barrels of shell capacity
- Kilgore to Corsicana 12" crude oil pipeline (currently idled)
 - 104 miles between Kilgore and Corsicana
- 20 miles of 6" - 8" gathering lines (currently idled)

Pipeline System Overview



- XOMPL 16" Acquisition
- - - XOMPL 12" Acquisition
- Proposed 20-mile Pipeline
- SXL Owned or Operated Assets
- MVPL (Operated by SXL)
- XOMPL 20"

Crude Oil Flow



- Prior to October, flow will continue on the Exxon Mobil system to Corsicana with a joint tariff.

Strategic for SXL Nederland Platform

- Establish strategic link for Nederland Terminal to key crude markets, including connectivity to Cushing
- Enhance Nederland capability and flexibility for key terminal customers
- Reactivate the West Texas Gulf 26" south leg from Nederland to Wortham
 - Provide base volumes and line fill to encourage additional crude movement
 - SXL is currently the operator, and 43.8% owner

Transaction Summary

- Expect that the transaction will close near the beginning of the third quarter
- Plan to finance with either cash on hand, our revolving credit facility or the issue of units to the public, or combination of the above
 - Intention is to maintain a conservative capital structure
- Expected to be immediately accretive to SXL
 - Additional organic growth opportunities to stem from this project