
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):
March 8, 2006 (March 9, 2006)**

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)

1735 Market Street, Philadelphia, PA 19103-7583

(Address of principal executive offices) (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

At the 2006 Master Limited Partnership Conference, held March 8-9, 2006 in New York City, Deborah M. Fretz, President and Chief Executive Officer of Sunoco Partners LLC, general partner of Sunoco Logistics Partners L.P.(the “Company”), presented the information about the Company described in the slides attached as Exhibit 99.1 to this report. Exhibit 99.1 and the slides thereof are incorporated by reference herein. These slides will be available on the Company’s website at www.sunocologistics.com on Wednesday, March 8, 2006 at 4:15 pm.

The information in Item 7.01 of this report is being furnished, not filed, pursuant to Regulation FD. Accordingly, the information in Item 7.01 of this report will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by the Company, that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company or any of its affiliates.

Statements contained in the exhibit to this report that state the Company’s or its management’s expectations or predictions of the future are forward-looking statements. The Company’s 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 Company has filed with the Securities and Exchange Commission.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Slide presentation given March 9, 2006, by Deborah M. Fretz, President and Chief Executive Officer of Sunoco Partners LLC, the general partner of Sunoco Logistics Partners L.P., during the 2006 Master Limited Partnership Investor Conference.

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/ Jennifer L. Andrews
Jennifer L. Andrews
Comptroller
(Principal Accounting Officer)

March 8, 2006

EXHIBIT INDEX

<u>Exhibit</u>	<u>Exhibit Number</u>
99.1	Slide presentation given March 9, 2006, by Deborah M. Fretz, President and Chief Executive Officer of Sunoco Partners LLC, the general partner of Sunoco Logistics Partners L.P., during the 2006 Master Limited Partnership Investor Conference.



Sunoco Logistics



Sunoco Logistics Partners L.P.

March 9, 2006

Forward-Looking Statements

Statements made in this presentation that are not historical facts are forward-looking statements. We believe the assumptions underlying these statements are reasonable, but caution you that such forward-looking statements involve risks that may affect our prospects and performance, causing actual results to differ from those discussed here. Such risks and uncertainties include: our ability to consummate announced acquisitions and integrate them into existing operations; our ability to complete internal growth projects; the ability of such acquisitions and internal growth projects to be cash-flow accretive; increased competition; changes in demand for crude oil we buy and sell, as well as for crude oil and refined products we store and distribute; the loss of a major customer; changes in our tariff rates; changes in throughput of third-party pipelines connected to our pipelines and terminals; changes in levels 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 terrorists acts and international hostilities.

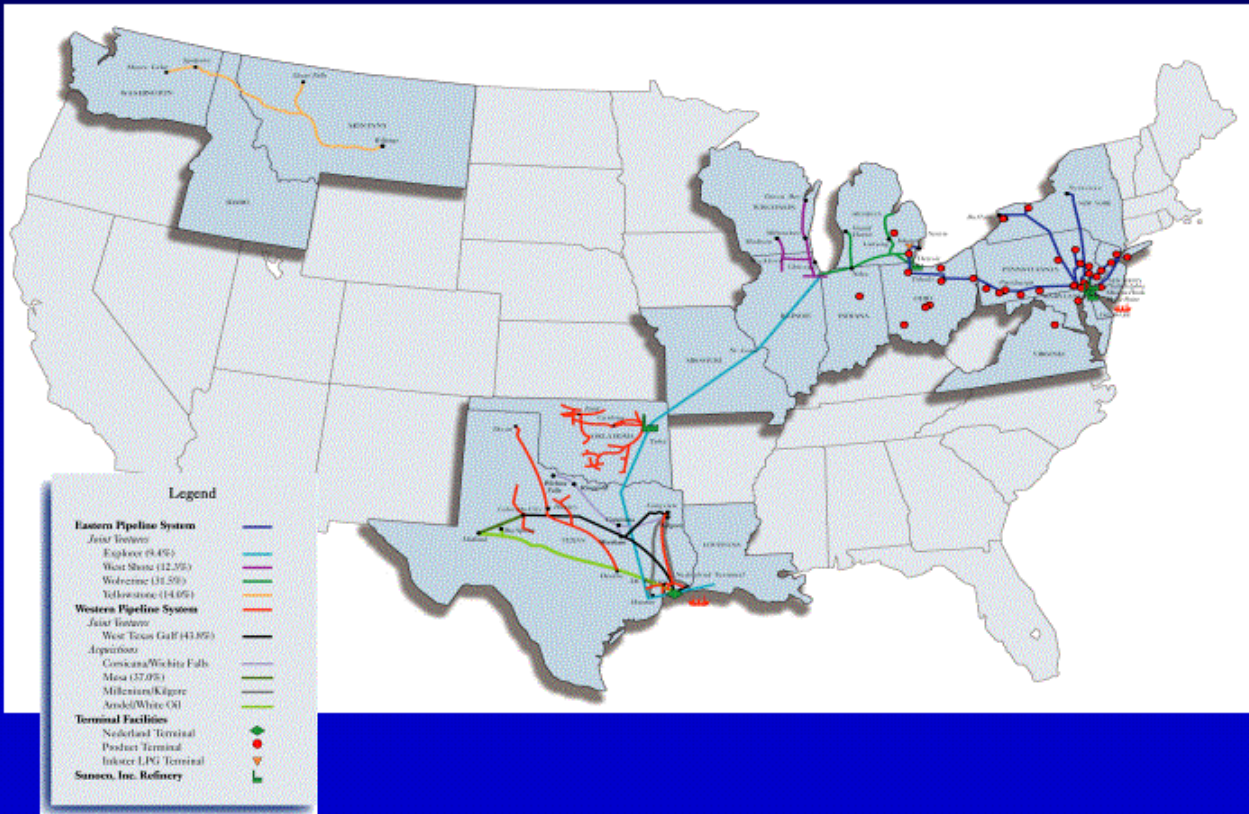
These and other applicable risks and uncertainties are described more fully in our 2005 Form 10-K (filed with the Securities and Exchange Commission on March 1, 2006). We undertake no obligation to update publicly any forward-looking statements in this presentation, whether as a result of new information or future events.

Sunoco Logistics Partners Overview

- Formed in February 2002 IPO by Sunoco, Inc.
 - Sunoco is the G.P. and largest unitholder (47.9% ownership)
- Diversified master limited partnership (MLP)
 - 1,647 miles of refined product pipelines
 - 3,115 miles of crude trunk pipelines
 - 35 refined product terminals and 12.5 million barrel crude oil terminal
 - Ownership interest in 5 product and crude oil pipelines
- Current distribution of \$2.85/unit (6.8% yield)
- Enterprise value of \$1.4 billion
- Conservative balance sheet: 60% equity; 40% debt
 - Rated BBB/Baa2 by S&P and Moody's

BUSINESSES

Asset Portfolio



2005 Financial and Operational Measures

	<u>Eastern Pipeline</u>	<u>Terminals</u>	<u>Western Pipeline</u>
Revenue	\$108 MM	\$114 MM	\$4,275 MM
EBITDA	\$ 43 MM	\$ 51 MM	\$ 23 MM
Miles of Pipeline	1,787		3,635
# Terminals		40	

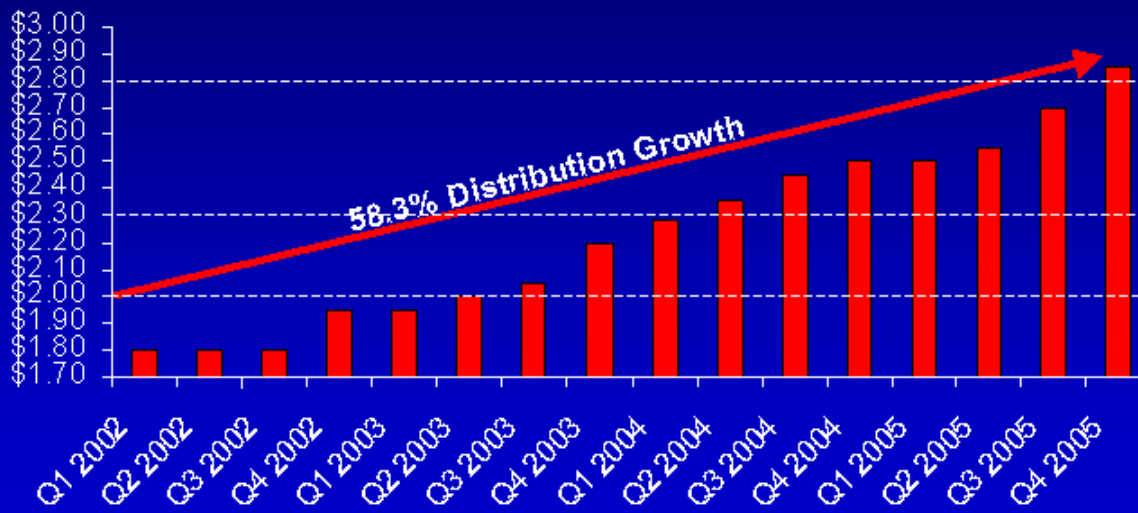
See slide 24 for EBITDA to operating income reconciliation.

Distributable Cash Flow Growth

Distribution Summary

- Current distribution of \$2.85 (6.8% yield at \$42.09 per unit)

Distribution (per unit)



Growth in Distributable Cash Flow

Direction for Investment Platforms

Organic Growth: Maximize potential of current asset base

Acquisitions: Capacity for organic growth

Investments Made Since IPO

Organic	\$ 80 MM
Acquisitions	<u>\$ 331 MM</u>
Total	\$ 411 MM

Sunoco Logistics Partners

Recent Acquisitions

2005

- Exxon Mobil Central Texas Pipeline
- Mesa Pipe Line – West Texas (37% interest)

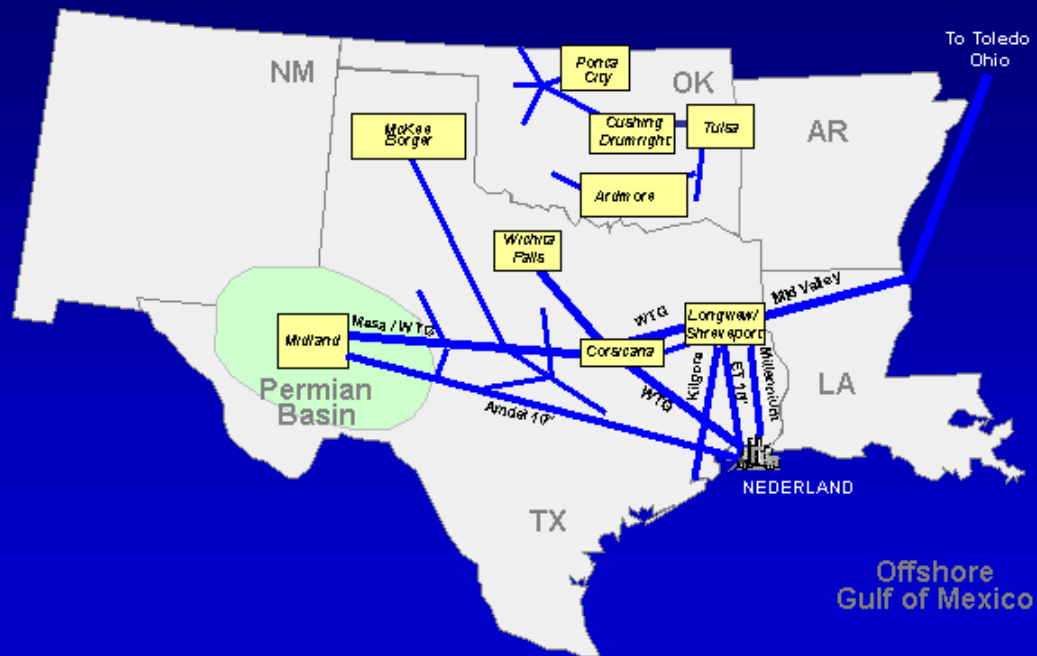
2006

- Alon Pipeline – Texas
- Black Hills Energy Pipeline – East Texas

Total Investment: \$263 Million

Sunoco Logistics

Western Crude Oil Pipeline / Nederland Terminal Investment Platform



Organic Projects (On Line 2006)

	<u>Investment</u>
Eastern System	\$27 MM
Ethanol Conversion-Terminals	
Ultra Low Sulfur Diesel	
New Tanks	
Western System	\$26 MM
New Tanks	
Connections-Nederland	
Connections-Pipeline	
Total Investments	\$ 53 MM
Growth in 2006 Cash Flow (pre-financing)	\$ 18 MM ⁽¹⁾

(1) Consists of \$23 million of revenues less \$5 million in direct operating costs. These costs do not include indirect costs, or debt or equity financing costs.

Organic Projects (On Line 2007)

	<u>Investment</u>
Eastern System	\$16 MM
Canadian Crude Pipeline Expansion	
Pipeline Expansion	
Western System	\$30 MM
New Tanks	
Connections-Pipeline	
Total Investments	\$ 46 MM

Growth in 2007 Cash Flow (pre-financing)	\$ 10 MM ⁽¹⁾
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(1) Consists of \$14 million of revenue less \$4 million in direct operating costs. These costs do not include indirect costs, or debt or equity financing costs.

Summary – Growth Initiatives

- Owned assets and acquisitions have yielded organic growth
- Organic growth projects coming on line as well as new acquisitions will result in additional prefinancing cash flow

	<u>2006</u>	<u>2007</u>
- Additional Cash Flow ⁽¹⁾⁽²⁾ (Prefinancing)	\$26-28 MM	\$18-20 MM

- Acquisitions will provide new platforms to pursue growth initiatives

(1) 2006 additional cash flow consists of \$39-41 million of revenue less \$12-14 million in direct operating costs; 2007 additional cash flow consists of \$27-29 million of revenue less \$8-10 million in direct operating costs. These costs do not include indirect costs, or debt or equity financing costs.
(2) Additional prefinancing cash flow includes organic growth cash flow on pages 12 and 13.

FINANCIAL OVERVIEW

Historical Financial Results

(\$millions)

EBITDA	<u>2003</u>	<u>2004</u>	<u>2005</u>
East	48	45	43
Terminals	41	48	51
West	<u>18</u>	<u>16</u>	<u>23</u>
Total EBITDA	107	109	117
Interest Expense	(20)	(20)	(22)
Maintenance Capex	(26)	(24)	(23)
Unusual Events	<u>-</u>	<u>-</u>	<u>10</u>
Free Cash Flow	61	65	82
GP Interest	<u>(1)</u>	<u>(3)</u>	<u>(4)</u>
Net to LPs	60	62	78
Year End Distribution (\$/unit)	\$2.20	\$2.50	\$2.85
Coverage Ratio	1.3x	1.1x	1.2x

See slide 24 for EBITDA to operating income reconciliation.

Capitalization

(\$ millions)

As of 12/31/05

Debt

7.25% Notes (matures 2012)	250	fixed
\$300 MM Revolver (matures 2010)	107	floating
Cash	<u>(22)</u>	
Net Debt	335	

- Debt / Total Capital 40%
- Debt / EBITDA 3.1x
- EBITDA / Interest 5.4x

Rating: BBB / Baa2 (S&P, Moody's)
Stable, Investment Grade

Target Capitalization: 60% Equity / 40% Debt

Sunoco Logistics Partners

Summary

Since IPO

- Compounded Annual Distribution Growth + 12.2%
- - 2005 Distribution Growth + 14.0%
- Share Price Increase +107.9%

Future

- Stable asset portfolio that provides ratable cash flow
- Conservative balance sheet
- Strong organic growth potential
- Organization focused on growth



Sunoco Logistics Partners L.P.

Appendix

Western Crude Oil System

- 2005 Revenues of \$4.3 billion
 - 20% of 2005 EBITDA
- Lease Crude Acquisition
 - Fill Western pipelines
 - Minimal commodity price exposure
- 3,115 miles of crude oil trunk lines in Oklahoma and Texas
 - Less than 525 miles of gathering lines
- 43.8% interest in West Texas Gulf, a 579-mile crude oil pipeline
 - Operator effective January 1, 2005
- Four Texas crude oil pipeline acquisitions since August 2005, totalling \$216 million
 - \$100 million Corsicana to Wichita Falls
 - \$ 68 million Amdel – Nederland to Midland/Big Spring, TX
 - \$ 41 million Millennium/Kilgore pipeline system
 - \$ 7 million for 37 percent interest in Mesa Pipe Line System

Eastern Pipeline System

- 2005 Revenue of \$108 million
 - 37% of 2005 EBITDA

- Refined product pipelines (1,647 miles), located in the Northeast & Midwestern U.S.
 - Transports refined products from Sunoco's Philadelphia area and Toledo refineries and other third parties

- 123 mile, 160,000 bpd crude oil pipeline
 - being expanded by 30,000 barrels per day by 2007

- Equity interest in four product pipelines
 - Explorer (9.4%)
 - Wolverine (31.5%)
 - West Shore (12.3%)
 - Yellowstone (14.0%)

Terminal Facilities

- 2005 Revenue of \$114 million
 - 43% of 2005 EBITDA

- Nederland Texas Crude Oil Terminal
 - One of the largest on shore crude facilities in US
 - 12.5 million barrel capacity – being expanded by 1.0 million barrels by 2006

- 35 Refined Product Terminals located in 8 states
 - 5.9 million barrel capacity

- 1.0 million barrel Inkster Michigan Terminal: LPG storage

- Refinery Terminals
 - 5.5 million barrel capacity
 - Service Sunoco, Inc. Philadelphia refineries

EBITDA Reconciliation

(\$ millions)

	<u>Year ended December 31,</u>		
	<u>2003</u>	<u>2004</u>	<u>2005</u>
EBITDA ⁽¹⁾			
East	47.7	45.3	42.8
Terminals	41.4	47.9	50.8
West	<u>17.5</u>	<u>16.1</u>	<u>23.5</u>
	106.6	109.3	117.1
Depreciation and amortization	<u>(27.2)</u>	<u>(31.9)</u>	<u>(33.8)</u>
Operating Income	79.5	77.4	83.3

Management of the Partnership believes EBITDA and distributable cash flow information enhances an investor's understanding of a business' ability to generate cash for payment of distributions and other purposes. In addition, EBITDA is also used as a measure in the Partnership's \$300 million revolving credit facility in determining its compliance with certain covenants. However, there may be contractual, legal, economic or other reasons which may prevent the Partnership from satisfying principal and interest obligations with respect to indebtedness and may require the Partnership to allocate funds for other purposes. EBITDA and distributable cash flow do not represent and should not be considered alternatives to net income, operating income or cash flows from operating activities as determined under United States generally accepted accounting principles and may not be comparable to other similarly titled measures of other businesses.

⁽¹⁾ Earnings before interest, taxes, depreciation and amortization