

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

### Part I Reporting Issuer

1 Issuer's name <b>Susser Holdings Corporation</b>		2 Issuer's employer identification number (EIN) <b>01-0864257</b>	
3 Name of contact for additional information <b>Brent Ratliff</b>	4 Telephone No. of contact <b>214-981-0795</b>	5 Email address of contact <b>InvestorRelations@energytransfer.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>3738 Oak Lawn Ave</b>		7 City, town, or post office, state, and Zip code of contact <b>Dallas, Texas 75219</b>	
8 Date of action <b>August 29, 2014</b>		9 Classification and description <b>Common stock</b>	
10 CUSIP number <b>869233106</b>	11 Serial number(s)	12 Ticker symbol <b>SUSS (NYSE Listed)</b>	13 Account number(s)

### Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On August 29, 2014, Energy Transfer Partners, L.P. (NYSE:ETP) and Susser Holdings Corporation (NYSE:SUSS) announced the successful completion of the previously announced merger of SUSS into Drive Acquisition Corporation, a wholly owned subsidiary of ETP (the "Merger"). SUSS is the surviving entity in the Merger and will continue to operate. Under the terms of the Merger agreement, SUSS shareholders received either (i) 0.7253 ETP common units and a one-time cash payment of \$40.125 per share, (ii) a cash payment of \$80.25 per share, or (iii) 1.4506 ETP common units per share. In addition, SUSS shareholders otherwise entitled to a fractional ETP common unit received a cash payment in lieu of such fractional ETP common unit. Effective with the closing of the market on August 29, 2014, SUSS ceased to be a publicly traded company. The information set forth on Form 8937 applies only to SUSS shareholders who received ETP common units in exchange for shares of SUSS common stock pursuant to the Merger. For further information please consult your own tax advisor and see the discussion contained in the Registration Statement under the heading "MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS".**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **Each SUSS shareholder's carryover basis in his ETP common units is the pro rata portion of the shareholder's adjusted tax basis in his SUSS common shares not attributable to the receipt of cash by such shareholder at the closing of the Merger.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **In general, the percentage of the SUSS shareholder's stock that is considered to have been exchanged for ETP common units will be the fair market value (FMV) of the ETP common units at the time of the Merger divided by the total consideration (cash and FMV of ETP common units) received by the SUSS shareholder as a result of the Merger. Alternatively, a SUSS shareholder may attempt to specifically identify which of the shareholder's SUSS shares are to be considered exchanged for ETP common units in determining his carryover basis. The fair market value of the ETP common units on August 29, 2014 used to determine the value of fractional ETP common units was \$57.6537.**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ The exchange of SUSS common shares for common units in ETP should be a tax-free exchange pursuant to Section 721(a) of the Internal Revenue Code. ETP is not an investment partnership pursuant to Section 721(b) of the Internal Revenue Code; therefore, the exchange should not be taxable. The basis of the shares in the hands of ETP is calculated under Section 723 as the adjusted basis of such property to the contributing partner at the time of the contribution. The receipt of cash for SUSS common shares will trigger gain to be recognized to the extent the cash received exceeds the shareholder's adjusted basis in the SUSS common stock treated as sold. To the extent the shareholder's adjusted basis in the SUSS common stock treated as sold exceeds the cash received, loss will be recognized.

18 Can any resulting loss be recognized? ▶ Pursuant to Section 721(a), no gain or loss is recognized by any former shareholder of SUSS for the contribution of SUSS common shares solely in exchange for ETP common units. Therefore, with respect to the shares of SUSS common stock exchanged for ETP common units, no loss should be recognized. A former shareholder of SUSS that received cash for SUSS common shares will recognize loss if, and to the extent, the amount of cash received was less than the shareholder's adjusted basis in the SUSS common stock treated as sold.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ 2014 for calendar year taxpayers.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here  
 Signature ▶ Mary E Sullivan Date ▶ 9-17-14  
 Print your name ▶ MARY E. Sullivan Title ▶ Exec.VP, CFO+Treasurer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Joseph S. McLauchlan		9/14/2014		P01219334
	Firm's name ▶ KPMG LLP			Firm's EIN ▶	13-5565207
	Firm's address ▶ 17802 IH-10 West, Suite 101, San Antonio, TX 78257			Phone no.	210-227-9272