

SUNOCO LOGISTICS PARTNERS LP

Form 8-K

November 23, 2004

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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: November 23, 2004

SUNOCO LOGISTICS PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware

1-31219

23-3096839

(State or other
jurisdiction of
incorporation)

(Commission
file number)

(IRS employer
identification number)

Ten Penn Center, 1801 Market Street, Philadelphia, PA

19103-1699

(Address of principal executive offices)

(Zip Code)

(215) 977-3000

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last
Report)

Check the appropriate box below if the Form 8-K filing 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 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.

SIGNATURE

Sunoco Logistics Partners L.P. Press Release dated November 22, 2004.

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Item 1.01 Entry into a Material Definitive Agreement.

On November 22, 2004, Sunoco Logistics Partners Operations L.P., a wholly owned subsidiary of Sunoco Logistics Partners L.P. (the Partnership), entered into a new five-year, \$250 million revolving credit agreement among Sunoco Logistics Partners Operations L.P., as Borrower, Sunoco Logistics Partners L.P., Sunoco Pipeline L.P. and Sunoco Partners Marketing and Terminals L.P. as Guarantors, Citibank, N.A., as Administrative Agent and L/C Issuer, Barclays Bank PLC, as Syndication Agent and L/C Issuer, Keybank National Association, SunTrust Bank and Wachovia Bank, National Association, as Co-Documentation Agents, and other lenders (the Credit Agreement).

The Credit Agreement replaced a \$250 million Revolving Credit Agreement that was to mature January 31, 2005. The Partnership s press release announcing the Credit Agreement is attached as Exhibit 10.1 to this report.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

10.1 Sunoco Logistics Partners L.P. Press Release dated November 22, 2004.

Forward-Looking Statement

Statements contained in this report, or the exhibits thereto, that state the Partnership s or management s expectations or predictions of the future are forward-looking statements. The Partnership 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 Partnership has filed with the Securities and Exchange Commission.

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/ SEAN P. McGRATH

Sean P. McGrath

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EXHIBIT INDEX

Exhibit Number	Exhibit
10.1	Sunoco Logistics Partners L.P. Press Release dated November 22, 2004