



**Sunoco Logistics**



# 1Q12 Earnings Conference Call

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**May 2, 2012**

# Safe Harbor Statement

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This slide presentation should be reviewed in conjunction with Sunoco's and Sunoco Logistics' First Quarter 2012 earnings conference call held on May 2, 2012 at 5:00 p.m. ET. You may listen to the audio portion of the conference call on the website or an audio recording will be available after the call's completion by calling 1-888-390-0918 and entering conference ID #5414425.

Statements in this presentation that are not historical facts are forward-looking statements intended to be covered by the safe harbor provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are based upon assumptions by Sunoco and/or Sunoco Logistics concerning future conditions, any or all of which ultimately may prove to be inaccurate, and upon the current knowledge, beliefs and expectations of Sunoco and/or Sunoco Logistics management. These forward-looking statements are not guarantees of future performance.

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This presentation includes certain non-GAAP financial measures intended to supplement, not substitute for, comparable GAAP measures. Reconciliations of non-GAAP financial measures to GAAP financial measures are provided in the Appendix at the end of the presentation. Investors are urged to consider carefully the comparable GAAP measures and the reconciliations to those measures provided in the Appendix, or on our websites at [www.SunocoInc.com](http://www.SunocoInc.com) and [www.SunocoLogistics.com](http://www.SunocoLogistics.com).

# A Compelling Strategic Transaction

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- Energy Transfer Partners, L.P. (“ETP”) will acquire 100% of Sunoco, Inc.’s (“SUN”) outstanding common stock for \$50.13<sup>(1)</sup> per share (\$5.3 billion)
- Attractive premium with continued participation in potential upside of a well-managed, diversified business
  - Immediately crystallizes shareholder value during a time of transition, with recent full exit from coke and chemicals as well as announced exit from refining business
  - 29.0% premium to the 20-day average SUN closing share price<sup>(2)</sup>
  - 50% cash / 50% unit mix allows shareholders to earn attractive ETP yield (~7.5% based on \$3.575 per unit cash distribution on an annualized basis) with an improved distribution growth profile
- Creates a “best in class” natural gas, crude oil, NGLs and refined product logistics platform
- Combination with Energy Transfer platform dramatically expands scale, operational diversity and geographic footprint of SUN and SXL, enabling businesses to fully deliver on potential
- Meaningful commercial and operational synergies with the Energy Transfer family
- Key presence to be retained in Philadelphia region

<sup>(1)</sup> Based on ETP’s closing price on April 27, 2012

<sup>(2)</sup> As of April 27, 2012

# Summary of Sunoco 1<sup>st</sup> Quarter 2012 Performance

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- Sunoco reported a loss of \$53MM before special items<sup>(1)</sup>
- Continued strong performance from Logistics
  - \$161MM adjusted EBITDA for Sunoco Logistics Partners in 1Q12<sup>(2)</sup>
- Retail performance challenged during 1Q by rising wholesale gas prices
- Refining & Supply (R&S) reported a pretax loss of \$87MM
- Refining exit process
  - Discussion with The Carlyle Group continues regarding Philadelphia refinery potential joint venture

(1) For reconciliation to Net Income/(Loss), see slide 14.

(2) For reconciliation to Net Income, see slide 18.

# SXL: Highlights

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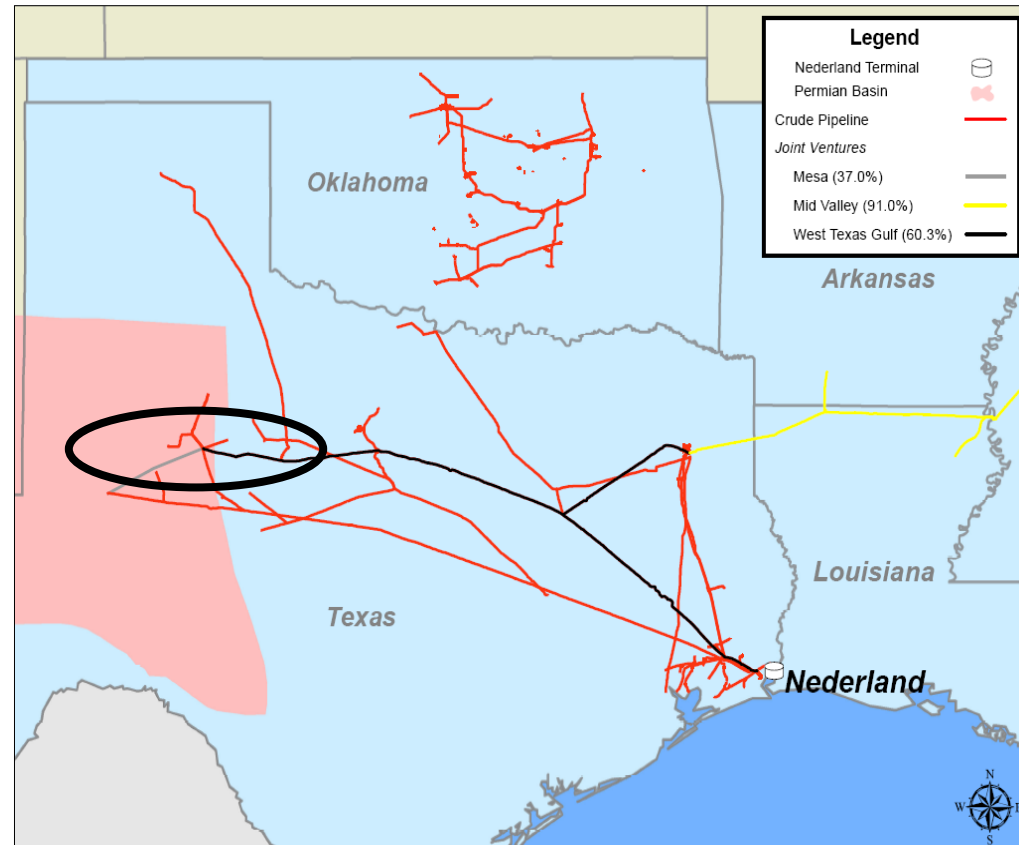
- Excellent quarterly performance:
  - \$161 million Adjusted EBITDA<sup>(1)</sup>
  - \$122 million Distributable Cash Flow (DCF)
  - Increased distribution for 28<sup>th</sup> consecutive quarter
  - Strong demand for our crude services and assets
  - Market opportunities in crude business
- Open Seasons for 3 different West Texas Crude projects
  - Approximately 110,000 bpd of capacity increase
  - Long-term, ratable cash flow projects

<sup>(1)</sup> For reconciliation to Net Income, see slide 18.

# SXL: West Texas Crude Projects

## West Texas Crude Expansion:

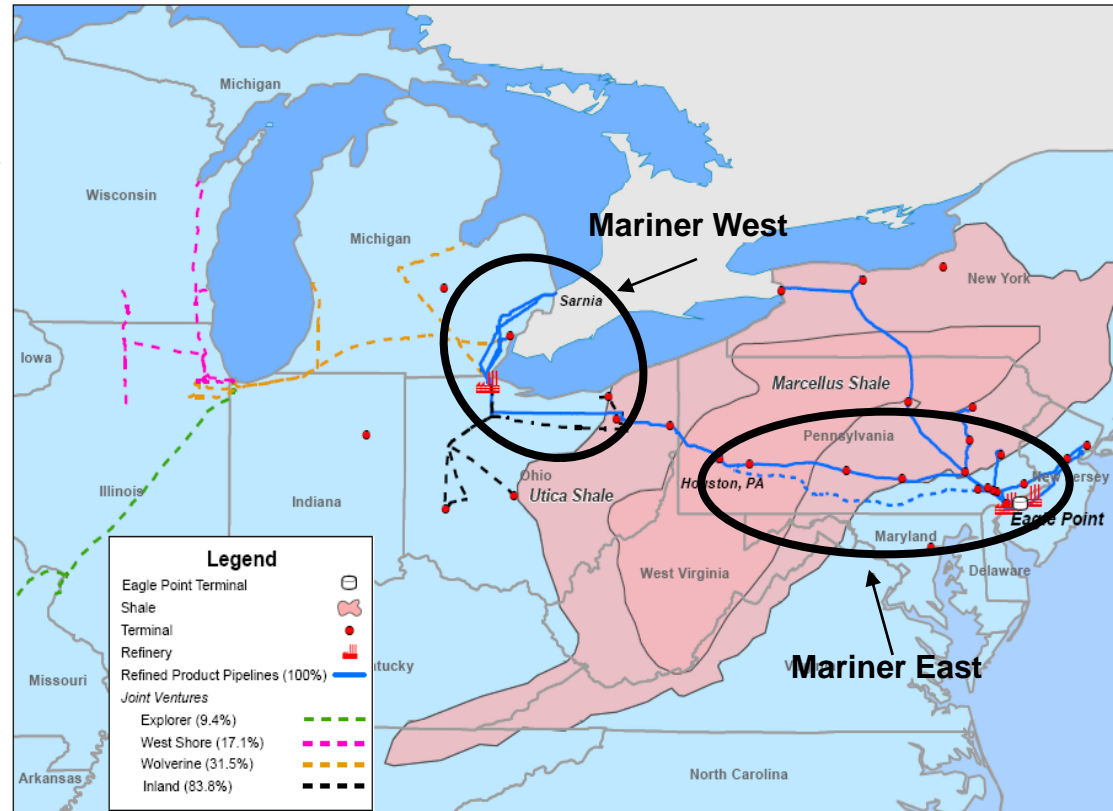
- Strong demand for takeaway capacity out of the Permian Basin
- Existing crude pipeline
- Multiple destinations possible
- 2 Successful Open Seasons
  - Houston Access—40 MB/D
  - Longview Access—30 MB/D
- Open Season in Progress
  - Nederland Access—40 MB/D
- Fee-based income
- 1Q13 full project target start-up



# SXL: NGL Projects

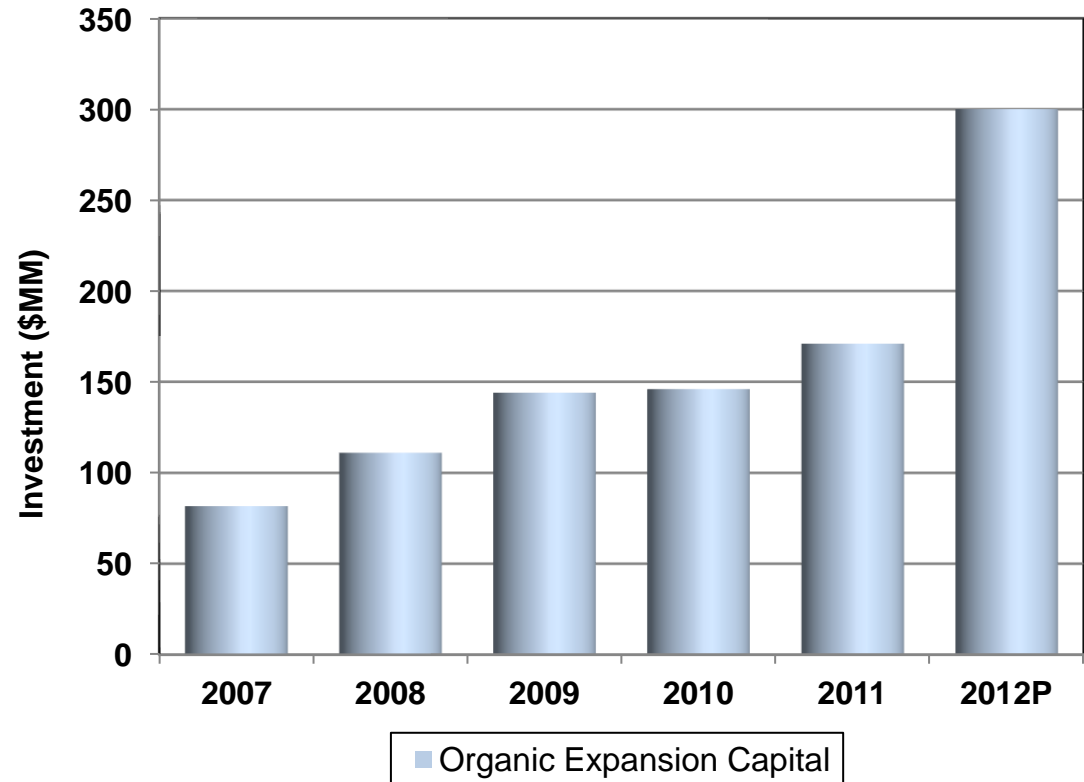
## Marcellus Shale Pipeline Solutions:

- Mariner West (done deal)
  - July 2013 target start-up
  - 50,000 MB/D initial capacity
  - Sarnia, Canada market
  - Committed shippers
- Mariner East (still working)
  - Multiple market potential
  - Multiple product potential
  - Active project development
- SXL utilizing existing pipeline
- No commodity risk
- Fee-based model



# SXL: Organic Capital

- Optimize current asset base
- Invest in organic extensions
- 2012 Organic investment projected to be approximately \$300 million including:
  - West Texas Crude Projects
  - Mariner West
  - Eagle Point
  - Butane Blending
  - Nederland



# Sunoco Pretax Income/(Loss)

<i>(amounts in millions)</i>	Three Months Ended	
	March 31,	
	2012	2011
Logistics	57	31
Retail Marketing	(6)	12
Refining & Supply	(87)	(138)
Corporate Expenses	(14)	(22)
Net Financing Expenses & Other	(31)	(28)
<b>Pretax Loss from continuing operations<sup>(1)</sup></b>	<b>(81)</b>	<b>(145)</b>

- Logistics
  - Strong performance for Sunoco Logistics Partners driven by strong demand in the crude oil segment, as well as contribution from recent acquisitions
  - Expansion of West Texas system and other growth initiatives continues on track
- Retail Marketing
  - Average gasoline margins of 5.9 cpg in 1Q12
  - Volumes down: same store gasoline sales down ~2.1%
- R&S
  - Challenging market conditions
  - Business performance impacted by transition after idling of Marcus Hook

<sup>(1)</sup> Excluding special items; for reconciliation to Net Income/(Loss) see Slide 14

# Cash and Debt Breakdown

(amounts in millions)

	12/31/2011				3/31/2012		
\$MM	<u>Sunoco</u>	<u>SXC</u>	<u>SXL</u>	<u>Sunoco ex SXL/SXC</u>	<u>Sunoco</u>	<u>SXL</u>	<u>Sunoco ex SXL</u>
Debt	3,544	726	1,698	1,120	2,572	1,583	989
Less: Cash <sup>(1)</sup>	<u>(2,064)</u>	<u>(128)</u>	<u>(112)</u>	<u>(1,824)</u>	<u>(1,985)</u>	<u>(37)</u>	<u>(1,948)</u>
Net Debt/(Cash)	1,480	598	1,586	(704)	587	1,546	(959)

1Q activity includes:

- Repayment of ~(\$130MM) debt at SUN parent level
- Receipt of \$182MM note receivable from PBF
- Funding of VEBA trust for post-retirement liabilities : (\$200 MM)
- SUN share repurchases : (\$50MM)
- Retirement of (\$250MM) debt at SXL (with revolver draw of ~\$135MM)

<sup>(1)</sup> Cash held by Sunoco for SXL is shown as cash for SXL on this presentation but reported as 'Advances to/(from) affiliate' on Sunoco Logistics Partners (SXL) balance sheet. SXL participates in Sunoco's centralized cash management program. Any balance that results at period-end after the settlement of SXL's receipts and disbursements is treated as an 'Advance to/(from) affiliate' on the SXL balance sheet and as cash on the consolidated Sunoco balance sheet. At 3/31/12 and 12/31/11, \$35MM and \$107MM, respectively, represents the Advances to affiliate balance.

# Path Forward

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- Continue focus on high-return logistics and retail businesses
  - Execute on growth plan in SXL, including \$300 million of organic opportunities in 2012
  
- Pursue potential refining joint venture with The Carlyle Group regarding Philadelphia refinery
  
  
- Integration and closing with Energy Transfer Partners



**Sunoco Logistics**



# Appendix

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# Transaction Overview

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- ETP will acquire 100% of SUN's outstanding common stock for \$50.13<sup>(1)</sup> per share (\$5.3 billion)
  - 29.0% premium to the 20-day average SUN closing share price<sup>(2)</sup>
  - Acquisition of SUN shares funded with ETP common units (50%) and cash (50%)
  - Consideration consists of \$25.00 of cash and 0.5245x ETP common units per SUN share
    - SUN shareholders can elect cash, ETP common units or a mix of cash and ETP common units, subject to pro-ration
- \$965 million of existing SUN notes (excluding debt at SXL) will remain outstanding
  - No change of control triggered in SUN's existing notes
- Energy Transfer Equity, L.P. ("ETE") to provide a GP subsidy of \$70 million per annum for a period of 3 years to ETP to support the transaction post-closing
- SXL will remain a separate, publicly-traded MLP

**Transaction offers compelling value to SUN shareholders with an attractive yield and improved distribution growth profile**

<sup>(1)</sup> Based on ETP's closing price on April 27, 2012

<sup>(2)</sup> As of April 27, 2012

# SUN Earnings Profile

*(amounts in millions, except per unit amounts)*

	Three Months Ended March 31,	
	2012	2011
Logistics	57	31
Retail Marketing	(6)	12
Refining & Supply	(87)	(138)
Corporate and Other:		
Corporate expenses	(14)	(22)
Net financing expenses & other	(31)	(28)
<b>Pretax Loss from continuing operations attributable to Sunoco, Inc. shareholders before special items</b>	<b>(81)</b>	<b>(145)</b>
Income tax benefit	(28)	(24)
<b>Loss from continuing operations attributable to Sunoco, Inc. shareholders before special items</b>	<b>(53)</b>	<b>(121)</b>
Special items:		
Pretax income from special items	492	51
Income tax expense	192	30
	300	21
Income (Loss) from discontinued operations, net of income taxes	1	(1)
Income from special items	301	20
<b>Net Income (Loss) attributable to Sunoco, Inc. shareholders</b>	<b>248</b>	<b>(101)</b>
<b><u>\$/Share</u></b>		
Income (Loss) per share of common stock (Basic):		
Loss from continuing operations attributable to Sunoco, Inc. shareholders before special items	(0.50)	(1.00)
Income (Loss) from special items	2.83	0.16
<b>Net Income (Loss) attributable to Sunoco, Inc. shareholder</b>	<b>2.33</b>	<b>(0.84)</b>
Income (Loss) per share of common stock (Diluted):		
Loss from continuing operations attributable to Sunoco, Inc. shareholders before special items	(0.49)	(1.00)
Income (Loss) from special items	2.81	0.16
<b>Net Income (Loss) attributable to Sunoco, Inc. shareholder</b>	<b>2.32</b>	<b>(0.84)</b>

# SXL Q1 2012 Earnings Highlights

(amounts in millions)

	Three Months Ended March 31,	
	2012	2011
Sales and other operating revenue	\$ 3,401	\$ 2,258
Other income	2	2
Gain on divestments and related matters	11	-
Total revenues	3,414	2,260
Cost of products sold and operating expenses	3,225	2,145
Depreciation and amortization	25	18
Impairment charge	9	-
Selling, general and administrative expenses	26	22
Total costs and expenses	3,285	2,185
<b>Operating income</b>	129	75
Interest cost and debt expense	26	21
Capitalized interest	(2)	(1)
<b>Income before provision for income taxes</b>	105	55
Provision for income taxes	8	5
<b>Net Income</b>	97	\$ 50
Net income attributable to noncontrolling interests	2	2
<b>Net Income attributable to Sunoco Logistics Partners L.P.</b>	\$ 95	\$ 48

# SXL Q1 2012 Earnings Highlights

*(amounts in millions, except per unit amounts)*

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>Calculation of Limited Partners' interest:</b>		
Net Income attributable to Sunoco Logistics Partners L.P.	\$ 95	\$ 48
Less: General Partner's interest	(15)	(12)
Limited Partners' interest in Net Income	<u>\$ 80</u>	<u>\$ 36</u>
<b>Net Income per Limited Partner unit:</b>		
Basic	<u>\$ 0.77</u>	<u>\$ 0.36</u>
Diluted	<u>\$ 0.77</u>	<u>\$ 0.36</u>
<b>Weighted Average Limited Partners' units outstanding:</b>		
Basic	<u>103.5</u>	<u>99.3</u>
Diluted	<u>103.9</u>	<u>99.8</u>

# SXL Q1 2012 Earnings Highlights

(amounts in millions)

	Three Months Ended	
	March 31,	
	2012	2011
<b>Capital Expenditure Data:</b>		
Maintenance capital expenditures	\$ 7	\$ 3
Expansion capital expenditures	43	25
Total	<u>\$ 50</u>	<u>\$ 28</u>
	March 31,	December 31,
	2012	2011
<b>Balance Sheet Data (at period end):</b>		
Cash and cash equivalents	\$ 2	\$ 5
Total debt <sup>(1)</sup>	\$ 1,583	\$ 1,698
Equity:		
Sunoco Logistics Partners L.P. Equity	\$ 1,130	\$ 1,096
Noncontrolling interests	100	98
Total Equity	<u>\$ 1,230</u>	<u>\$ 1,194</u>

<sup>(1)</sup> As of March 31, 2012, the Partnership had available borrowing capacity of \$415 million under its revolving credit facilities.

# SXL Non-GAAP Financial Measures

(amounts in millions)

	Three Months Ended	
	March 31,	
	2012	2011
<b>Net Income attributable to Sunoco Logistics Partners L.P.</b>	\$ 95	\$ 48
Add: Interest expense, net	24	20
Add: Depreciation and amortization expense	25	18
Add: Impairment charge <sup>(1)</sup>	9	-
Add: Provision for income taxes	8	5
<b>Adjusted EBITDA<sup>(2)</sup></b>	161	91
Less: Interest expense, net	(24)	(20)
Less: Maintenance capital expenditures	(7)	(3)
Less: Provision for income taxes	(8)	(5)
<b>Distributable cash flow<sup>(2)</sup></b>	<u>\$ 122</u>	<u>\$ 63</u>

(1) In the first quarter 2012, the Partnership recognized a non-cash impairment charge related to a cancelled software project for the crude oil acquisition and marketing business and a refined products pipeline project in Texas. The impairment was recorded as \$1 and \$8 million within the Refined Products Pipelines and Crude Oil Acquisition and Marketing segments, respectively.

(2) Management of the Partnership believes Adjusted 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. Adjusted EBITDA and distributable cash flow do not represent and should not be considered an alternative to net income or cash flows from operating activities as determined under United States generally accepted accounting principles (GAAP) and may not be comparable to other similarly titled measures of other businesses.

# SXL: 1Q12 Unusual Items

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- Sunoco Logistics non-recurring items during the first quarter of 2012:

*(amounts in millions)*

<u>Item:</u>	<u>Segment</u>	<u>Adjusted EBITDA &amp; DCF Impact</u>	<u>Operating Income Impact</u>
Contract Settlement--Terminal	Terminal Facilities	\$6	\$6
Contract Settlement--Pipeline	Refined Pipelines	\$5	\$5
Environmental Remediation Expenses	Refined Pipelines	(\$4)	(\$4)
Impairment--Refined Pipeline Project	Refined Pipelines	n/a	(\$1)
Impairment--Software Project	Crude Acq. & Mktg.	<u>n/a</u>	<u>(\$8)</u>
		<u>\$7</u>	<u>(\$2)</u>

# SXL: Refined Products Pipelines

*(financial amounts in millions)*

	Three Months Ended	
	March 31,	
	2012	2011 <sup>(1)</sup>
<b>Financial Highlights</b>		
Sales and other operating revenue	\$ 31	\$ 27
Operating income	\$ 6	\$ 5
Depreciation and amortization expense	\$ 4	\$ 4
Adjusted EBITDA <sup>(2)</sup>	\$ 11	\$ 9

## Operating Highlights<sup>(3)</sup>

Pipeline throughput (thousands of bpd)	528	410
Pipeline revenue per barrel (cents)	65.1	71.8

<sup>(1)</sup> In May 2011, the Partnership acquired a controlling financial interest in the Inland refined products pipeline. As a result of this acquisition, the Partnership accounted for this entity as a consolidated subsidiary. Results from this acquisition are included from the acquisition date.

<sup>(2)</sup> Amounts exclude earnings attributable to noncontrolling interests.

<sup>(3)</sup> Excludes amounts attributable to equity interests which are not consolidated.

# SXL: Terminal Facilities

*(financial amounts in millions)*

	Three Months Ended	
	March 31,	
	2012	2011 <sup>(1)</sup>
<b>Financial Highlights</b>		
Sales and other operating revenue	\$ 135	\$ 93
Operating income	\$ 37	\$ 29
Depreciation and amortization expense	\$ 9	\$ 8
Adjusted EBITDA	\$ 46	\$ 37

## Operating Highlights

Terminal throughput (thousands of bpd):

Refined products terminals	487	478
Nederland terminal	697	696
Refinery terminals	383	389

<sup>(1)</sup> In July 2011 and August 2011, the Partnership acquired the Eagle Point tank farm and a refined products terminal located in East Boston Massachusetts, respectively. Results from these acquisitions are included from their respective acquisition dates.

# SXL Crude Oil Pipelines

*(financial amounts in millions)*

	Three Months Ended	
	March 31,	
	2012	2011
<b>Financial Highlights</b>		
Sales and other operating revenue	\$ 80	\$ 71
Operating income	\$ 52	\$ 39
Depreciation and amortization expense	\$ 7	\$ 6
Adjusted EBITDA <sup>(1)</sup>	\$ 57	\$ 43
<b>Operating Highlights</b>		
Pipeline throughput (thousands of bpd)	1,467	1,493
Pipeline revenue per barrel (cents)	59.6	52.7

<sup>(1)</sup> Amounts exclude earnings attributable to noncontrolling interests.

# SXL: Crude Oil Acquisition and Marketing

*(financial amounts in millions)*

Three Months Ended  
March 31,

2012

2011<sup>(1)</sup>

## Financial Highlights

Sales and other operating revenue	\$ 3,192	\$ 2,098
Operating income	\$ 34	\$ 2
Depreciation and amortization expense	\$ 5	\$ -
Adjusted EBITDA	\$ 47	\$ 2

## Operating Highlights

Crude oil purchases (thousands of bpd)	631	601
Gross margin per barrel purchased (cents) <sup>(2)</sup>	80.3	8.4
Average crude oil price (per barrel)	\$102.94	\$94.25

<sup>(1)</sup> In August 2011, the Partnership acquired a crude oil acquisition and marketing business from Texon L.P. Results from the acquisition are included from the acquisition date.

<sup>(2)</sup> Represents total segment sales and other operating revenue minus cost of products sold and operating expenses and depreciation and amortization divided by total crude purchases.

# SUN Key Indicators

	<u>1Q11</u>	<u>2Q11</u>	<u>3Q11</u>	<u>4Q11</u>	<u>FY11</u>	<u>1Q12</u>
<b><u>Realized Margin Indicators</u></b>						
<b>Refining &amp; Supply, \$/B</b>	<b>3.14</b>	<b>4.31</b>	<b>4.89</b>	<b>1.13</b>	<b>3.39</b>	<b>1.83</b>
<b>Retail Marketing, cpg</b>						
<b>Gasoline</b>	<b>6.7</b>	<b>12.2</b>	<b>10.3</b>	<b>9.8</b>	<b>9.8</b>	<b>5.9</b>
<b>Distillate</b>	<b>7.1</b>	<b>12.5</b>	<b>9.6</b>	<b>8.9</b>	<b>9.6</b>	<b>8.6</b>
<b><u>Market Indicators</u></b>						
<b>R&amp;S Weighted Benchmark<sup>(1)</sup></b>	<b>5.19</b>	<b>6.11</b>	<b>5.87</b>	<b>3.57</b>	<b>5.18</b>	<b>5.86</b>
<b>Dated Brent Crude Oil, \$/B</b>	<b>104.90</b>	<b>117.63</b>	<b>113.49</b>	<b>109.32</b>	<b>111.33</b>	<b>118.60</b>
<b>Natural Gas, \$/DT</b>	<b>4.20</b>	<b>4.37</b>	<b>4.06</b>	<b>3.48</b>	<b>4.03</b>	<b>2.51</b>

<sup>(1)</sup> Beginning in March 2011, the R&S benchmark is no longer weighted with 20% of Toledo 4-3-1 margin due to the sale of the Toledo refinery on 3/1/2011. Prior to Toledo sale: 80% of NE 6-3-2-1 Value Added Margin and 20% of Toledo 4-3-1 margin. Post Toledo sale: 100% of NE 6-3-2-1 Value Added Margin.

# SUN Key Volume Indicators – Retail and R&S

	<u>1Q11</u>	<u>2Q11</u>	<u>3Q11</u>	<u>4Q11</u>	<u>FY11</u>	<u>1Q12</u>
<b><u>Retail Marketing</u></b>						
Gasoline Sales, MM Gal	1,084	1,159	1,194	1,130	4,567	1,078
Middle Distillate Sales, MM Gal	<u>97</u>	<u>106</u>	<u>118</u>	<u>114</u>	<u>435</u>	<u>103</u>
Total Sales, MM Gal	1,181	1,265	1,312	1,244	5,002	1,181
Gasoline and Diesel Throughput (Company-Owned) (M Gal/Site/Month)	193	211	216	202	206	190
Merchandise Sales (M\$/Store/Month)	96	111	117	107	108	101
<b><u>Total Refining &amp; Supply</u></b>						
Crude Throughputs, MB/D	460	425	453	407	436	296
% Capacity	74	84	90	81	82	90
Net Prod. Available for Sale, MB/D	512	461	487	451	478	340
Net Prod. Available for Sale, MMB	46	42	45	41	174	30

# SUN Refining & Supply – Gasoline and Distillate Production

	<u>1Q11</u>	<u>2Q11</u>	<u>3Q11</u>	<u>4Q11</u>	<u>FY11</u>	<u>1Q12</u>
<b><u>Total Refining &amp; Supply</u></b>						
<b>Net Production, MB/D</b>	<b><u>512.4</u></b>	<b><u>461.1</u></b>	<b><u>487.0</u></b>	<b><u>451.4</u></b>	<b><u>477.9</u></b>	<b><u>340.3</u></b>
Gasoline	52%	51%	51%	52%	52%	53%
Middle Distillates	36%	36%	37%	36%	36%	34%
Residual Fuel	5%	7%	7%	7%	6%	8%
Petrochemicals	3%	3%	3%	3%	3%	3%
Other	9%	8%	7%	7%	8%	7%
Less Refinery Fuel	-5%	-5%	-5%	-5%	-5%	-5%
<b><u>Total Refining &amp; Supply</u></b>						
<b>Gasoline Production, MB/D</b>	<b>265.4</b>	<b>234.6</b>	<b>249.0</b>	<b>234.4</b>	<b>245.8</b>	<b>181.7</b>
RFG / RBOB	49%	63%	65%	63%	60%	69%
Conventional / CBOB	51%	37%	35%	37%	40%	31%
<b>Distillate Production, MB/D</b>	<b>183.6</b>	<b>165.5</b>	<b>181.9</b>	<b>163.0</b>	<b>173.5</b>	<b>115.9</b>
On-Road Diesel Fuel	52%	58%	64%	62%	59%	69%
Heating Oil / Off-Road Diesel	26%	27%	19%	25%	24%	26%
Jet Fuel	20%	13%	14%	9%	14%	0%
Kerosene / Other	2%	2%	3%	4%	3%	5%

# For More Information

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