4Q11 Earnings Conference Call

February 2, 2012

Safe Harbor Statement

This slide presentation should be reviewed in conjunction with Sunoco's Fourth Quarter 2011 earnings conference call held on February 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 #2960521.

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 concerning future conditions, any or all of which ultimately may prove to be inaccurate, and upon the current knowledge, beliefs and expectations of Sunoco management. These forward-looking statements are not guarantees of future performance.

Forward-looking statements are inherently uncertain and involve significant risks and uncertainties that could cause actual results to differ materially from those described during this presentation. Such risks and uncertainties include economic, business, competitive and/or regulatory factors affecting Sunoco's business, as well as uncertainties related to the outcomes of pending or future litigation. In accordance with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, Sunoco has included in its Annual Report on Form 10-K for the year ended December 31, 2010, and in its subsequent Form 10-Q and Form 8-K filings, cautionary language identifying important factors (though not necessarily all such factors) that could cause future outcomes to differ materially from those set forth in the forward-looking statements. For more information concerning these factors, see Sunoco's Securities and Exchange Commission filings, available on Sunoco's website at www.SunocoInc.com. Sunoco expressly disclaims any obligation to update or alter its forward-looking statements, whether as a result of new information, future events or otherwise.

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 website at www.SunocoInc.com.

Summary of 4th Quarter 2011 Performance

- Pretax loss before special items of $48MM*
- Strong performance from Logistics and Retail
- Refining & Supply (R&S) reported a pretax loss of $117MM
- **Delivering value to shareholders continues to be a top priority**
  - Completed the separation of SunCoke Energy on January 17th
  - Strategic review initiatives

* For reconciliation to Total Pretax Income (Loss) Attributable to Sunoco, Inc. shareholders, see Slide 19. Special Items in 4Q11 include a net loss of $612 pretax.

Strategic Review

Sunoco will focus on high-return logistics and retail businesses

Sunoco will undertake a series of initiatives designed to improve financial and strategic flexibility to deliver sustainable value to shareholders

- Return capital to shareholders
- Improve future earnings potential
- Limit future liabilities
- Reduce expense structure
- Position Sunoco with a flexible financial & operational platform

Segment Pretax Results* - 4Q11

- Logistics – Pretax Earnings of $66MM
  - Record quarterly performance for Sunoco Logistics Partners driven by market opportunities in the crude oil segment, as well as contribution from recent acquisitions
  - SXL also had record expansion capital spending in 2011 of $665MM

- Retail Marketing – Pretax Earnings of $40MM
  - Average gasoline margins of 9.9 cpg in 4Q11
  - Volumes down: same store gasoline sales down ~4.5%, consistent with EIA data
  - FY EBITDA = $261MM **

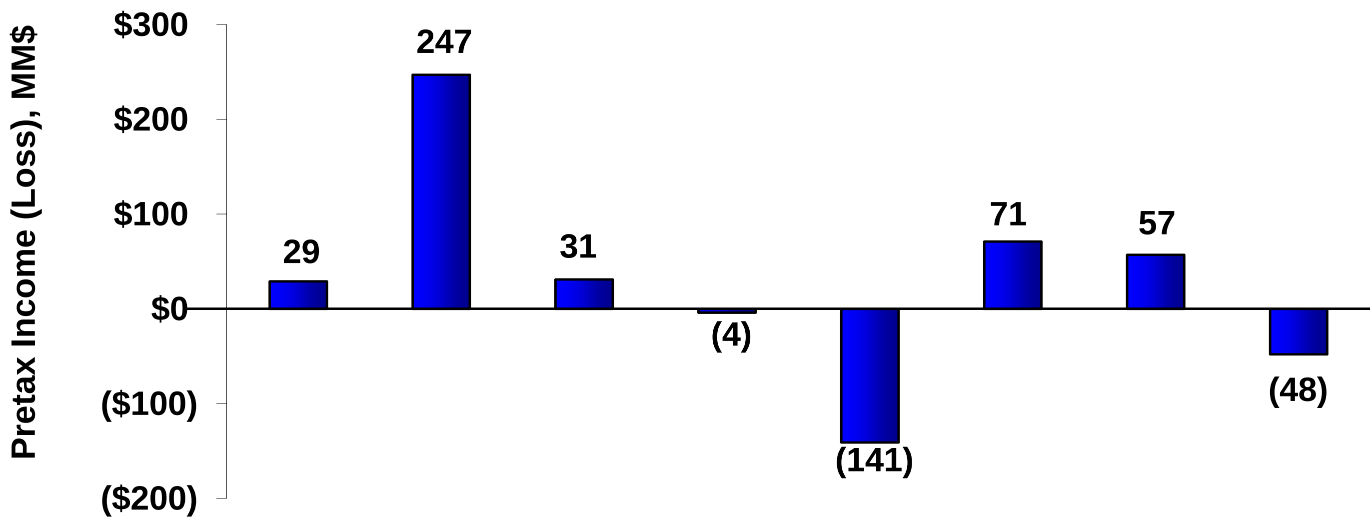
- R&S – Pretax Loss of $117MM
  - Market conditions continue to be challenging
  - November/December benchmark margins <$3/B
  - Marcus Hook refinery idled in December

- Coke – Pretax Earnings of $9MM
  - Continued strong domestic coke production
  - Executed successful start-up of Middletown plant

* Pretax Business Unit Income (Loss) Before Special Items, excluding Income Attributable to Noncontrolling Interests. For reconciliation to Total Pretax Income (Loss) Attributable to Sunoco, Inc. shareholders, see Slide 19.

** For reconciliation to pretax income, see Slide 22.

Pretax Income (Loss) Before Special Items*, MM$



	1Q10	2Q10	3Q10	4Q10	1Q11	2Q11	3Q11	4Q11
Logistics	27	30	40	35	31	54	53	66
Retail Marketing	34	73	68	1	12	69	48	40
Refining & Supply	(70)	138	(70)	(17)	(138)	(44)	(17)	(117)
Discontinued Chemicals Operations	38	7	5	6	(9)	6	1	3
Coke	51	56	44	25	9	20	24	9
Corporate Expenses	(23)	(30)	(28)	(27)	(22)	(18)	(23)	(17)
Net Financing Expenses & Other	(28)	(27)	(28)	(27)	(24)	(16)	(29)	(32)
Pretax Income (Loss) Before Special Items	29	247	31	(4)	(141)	71	57	(48)

* For reconciliation to Total Pretax Income attributable to Sunoco, Inc. shareholders, see Slide 19.

Cash and Debt Breakdown

$MM 12/31/2011	SUN Consolidated	SXC	SXL	SUN ex SXL/SXC
Debt	3,544	726	1,698	1,120
Cash	2,064	128	109*	**1,827**
Net Debt/(Cash)	1,480	598	1,589	**(707)**

* Includes $104MM that is reported on Sunoco Logistics Partners (SXL) balance sheet as 'Advances to affiliate'. 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 SXL's balance sheet and eliminated in consolidation on Sunoco's balance sheet. See slide 20 for historical comparisons.

Capital Program by Business Unit, MM$*

	2010	2011	Proj 2012
Logistics			
Maintenance	37	42	50
Growth	389	550	300
Total Logistics**	426	592	350
Retail Marketing			
Base/Maintenance	82	78	80
Income Improvement	17	42	70
Growth	25	9	-
Total Retail	124	129	150
Refining & Supply***	223	120	30

* Excludes capital spent in Chemicals and Coke business units in 2010 and 2011. See slide 21 for full capital spend detail for 2010 and 2011.

** Logistics segment capital generally funded by Sunoco Logistics Partners, L.P.; Sunoco Logistics Partners, L.P. capital for 2011 was $665MM, which includes intercompany capital spending.

*** Excludes $24MM growth capital for Fulton ethanol plant in 2010

Strategic Initiatives - Summary

These initiatives are designed to deliver immediate value to shareholders, reduce share count, provide strategic flexibility and lower future pension, retiree medical and environmental spending

- Repurchase up to 19.9% of outstanding common stock
- Increase dividend 33% to 20 cents per quarter
- Reduce SUN's leverage by repurchasing ~ $400 MM of debt
- Contribute ~$80 MM pretax to pension fund
- Restructure retiree medical liability & pre-fund by ~$200 MM pretax
- Establish an environmental fund of ~$250 MM pretax to be used for remediation of legacy environmental obligations

Share Repurchase

- Plan to repurchase up to 19.9% of outstanding common stock
- To be completed over the next 12 to 18 months
- Limited to 19.9% repurchase at this time, to comply with tax rules related to the SunCoke (SXC) separation
- Completed repurchase of 12% of common stock in Aug/Sept 2011
- For illustration, 19.9% share repurchase at $38 per share requires approximately $800 MM cash

❖Returns capital to shareholders

❖Improves EPS and cash flow per share, increasing shareholder leverage to steady earnings and cash flows generated by logistics & retail businesses

Dividend Increase

- Increase dividend 33% to 20 cents per quarter
- Reflects continued strong balance sheet
- Effective immediately – 1st quarter dividend declared February 2, 2012
  - Dividend to be paid March 8, 2012

❖Reflects expected improved sustainable earnings power of business post refining exit

❖Reflects continued strong balance sheet

❖Demonstrates commitment to shareholder return

Debt Repurchase

- Plan to repurchase approximately $400 MM of outstanding debt
  - Including approximately $100 MM of PEDFA bonds redeemed in January 2012
- Closely evaluating the economics and maturity profile to determine most appropriate bonds to repurchase
- Will also secure facility to fund working capital needs post refining exit
- Financing costs are expected to be reduced by approximately $15 MM annually
- To be completed over the next year

❖Right-size capital structure for new business profile

❖Reduces ongoing financing costs

❖Increases strategic flexibility

Pension Contribution

- Plan to contribute approximately $80 MM pretax
- Expected to significantly reduce potential need for any additional cash calls for pension contributions
- In 2010, froze pension benefits for most employees & made $140 MM cash and $90 MM stock contribution when plans were underfunded by over $300 MM
- Will complete in near future

❖ Tax-efficient use of capital, to help offset LIFO tax liabilities

❖ Improves financial position and transparency of company by putting legacy liabilities behind us

Post-Retirement Contribution/Restructure

- Plan to contribute approximately $200 MM pretax to a Voluntary Employee Benefit Association (VEBA)
  - Detailed analysis shows that contribution should cover retiree medical expenses through 2020
- Also, restructuring the plan to eliminate Sunoco's liability beyond this contribution
  - Liability is reduced and fully pre-funded from today's balance of ~ $260 MM
- Provides reasonable line of sight to retirees in coverage of their medical costs which will give them the opportunity to convert to a government-funded plan or arrange for alternative coverage sources before the end of that period
- Expected to improve pretax earnings by approximately $20 MM annually and pretax cash flow by run-rate of ~$30 MM *
- Will complete in near future

❖ Tax-efficient use of capital, to help offset LIFO tax liabilities

❖ Improves financial position and transparency of company by putting legacy liabilities behind us

* Based on comparison to projected expense for 2012 and future years before funding; 2010 and 2011 actual expense was less than $5MM due to approximately $14MM annual amortization of credits related to benefit changes implemented in 2010.

Environmental Remediation Fund

- Establish segregated environmental fund via a captive insurance company to be used for remediation of legacy environmental obligations
- Plan to contribute approximately $250 MM pretax
- Given strategic shift away from manufacturing, we wanted to reduce exposure to future cash obligations related to legacy sites
- Expected to reduce future cash flow to legacy environmental remediation matters
- Plan to complete by end of 2012

❖ Tax-efficient use of capital, to help offset LIFO tax liabilities

❖ Improves financial position and transparency of company by putting legacy liabilities behind us

Illustrative Cash Impact

Strategic Action	Estimated Cash, $MM
Pension contribution	$80
Post-retirement contribution/restructuring	$200
Environmental remediation fund	$250
Estimated pretax cash for legacy liabilities	$530
Estimated after tax cash for legacy liabilities	$340-$390
Debt repurchase	$400
Share repurchase of up to 20% of common stock*	$800
Estimated cash before dividend increase	$1,540-$1,590
Annual dividend increase - 33%**	$17

* Illustrative of approximate cash required to repurchase ~21MM shares @ $38 share price

** Annualized run-rate based on increase of $0.20 per share and approximately 85 MM shares outstanding

New Sunoco

- Well-positioned operational platform
  - Two high-return businesses with growth opportunities in Logistics and Retail
- Financially stronger and more flexible
  - Improved future earnings potential
    - Manageable expense structure
  - Strong ratable cash flows for both businesses
  - Appropriate debt leverage
  - Eliminated/reduced pension, retiree medical & environmental liabilities
- Increased dividend
- Lower share count: higher EPS and cash flow per share

Appendix

Earnings Profile, MM$

	1Q10	2Q10	3Q10	4Q10	FY10	1Q11	2Q11	3Q11	4Q11	FY2011
Logistics	27	30	40	35	132	31	54	53	66	204
Retail Marketing	34	73	68	1	176	12	69	48	40	169
Refining & Supply	(70)	138	(70)	(17)	(19)	(138)	(44)	(17)	(117)	(316)
Discontinued Chemicals Operations	38	7	5	6	56	(9)	6	1	3	1
Coke	51	56	44	25	176	9	20	24	9	62
Corporate and Other:										
Corporate Expenses	(23)	(30)	(28)	(27)	(108)	(22)	(18)	(23)	(17)	(80)
Net Financing Expenses & Other	(28)	(27)	(28)	(27)	(110)	(24)	(16)	(29)	(32)	(101)
Pretax Income (Loss) attributable to Sunoco, Inc. shareholders before special items	29	247	31	(4)	303	(141)	71	57	(48)	(61)
Special Items:										
Continuing Operations*	(45)	(22)	62	123	118	51	(7)	(1,966)	(611)	(2,533)
Discontinued Operations**	(169)	-	-	-	(169)	-	(287)	32	(1)	(256)
Pretax Income (Loss) from special items	(214)	(22)	62	123	(51)	51	(294)	(1,934)	(612)	(2,789)
Total Pretax Income (Loss) attributable to Sunoco, Inc. Shareholders	(185)	225	93	119	252	(90)	(223)	(1,877)	(660)	(2,850)

* In 3Q11 and 4Q11, recognized provisions for asset write-downs and idling expenses at the Philadelphia and Marcus Hook refineries in connection with decision to exit refining business.

** In 1Q 2010 and 2Q 2011, recognized losses in connection with the divestment of the chemicals business.

Net Debt/(Cash), MM$

	12/31/2010			9/30/2011				12/31/2011			
	Sunoco	SXL	Sunoco ex SXL	Sunoco	SXC	SXL	Sunoco ex SXL/SXC	Sunoco	SXC	SXL	Sunoco ex SXL/SXC
Debt	2,429	1,129	1,300	3,524	698	1,698	1,128	3,544	726	1,698	1,120
Intercompany Debt*	-	100	-	-	-	100	-	-	-	-	-
Less: Cash	(1,485)	(40)	(1,445)	(1,656)	(111)	(143)	(1,402)	(2,064)	(128)	(109)	(1,827)
Net Debt/(Cash)	944	1,189	(145)	1,868	587	1,655	(274)	1,480	598	1,589	(707)

* Included in SXL cash are the balances of 'Advances to/(from) affiliate' as reported 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 SXL's balance sheet and eliminated in consolidation on Sunoco's balance sheet.

** Represents intercompany loan due to Sunoco from SXL which is eliminated in consolidation.

Capital Program by Business Unit, MM$

	2010	2011	Proj 2012
Logistics - Maintenance	37	42	50
Logistics - Growth*	389	550	300
Total Logistics**	426	592	350
Retail Marketing	99	120	150
Refining & Supply	223	120	30
Chemicals	20	17	-
Coke	43	71	-
	811	920	530
Growth:			
Coke	180	213	-
Biofuels - Fulton	24	-	-
Retail Marketing	25	9	-
	1,040	1,142	530

* 2012 projection relates to organic expansion capital only.

** Logistics capital typically funded by Sunoco Logistics Partners, L.P.

Retail Marketing Financials

	2006	2007	2008	2009	2010	2011
Pretax Income, MM$	76	113	329	146	176	169
EBITDA, MM$	233	221	439	241	269	261
Retail Gasoline Margin, cpg	9.9	9.3	15.0	8.9	9.4	9.9
Retail Gasoline Sales, MMgal	4,648	4,614	4,417	4,461	4,498	4,574
Total Retail Outlets (at period end)	4,691	4,684	4,720	4,711	4,921	4,933
Convenience Stores	739	720	719	604	602	630

EBITDA reconciliation

	2006	2007	2008	2009	2010	2011
EBITDA	233	221	439	241	269	261
Less: Depreciation	104	108	110	95	93	92
Pretax Income	129	113	329	146	176	169

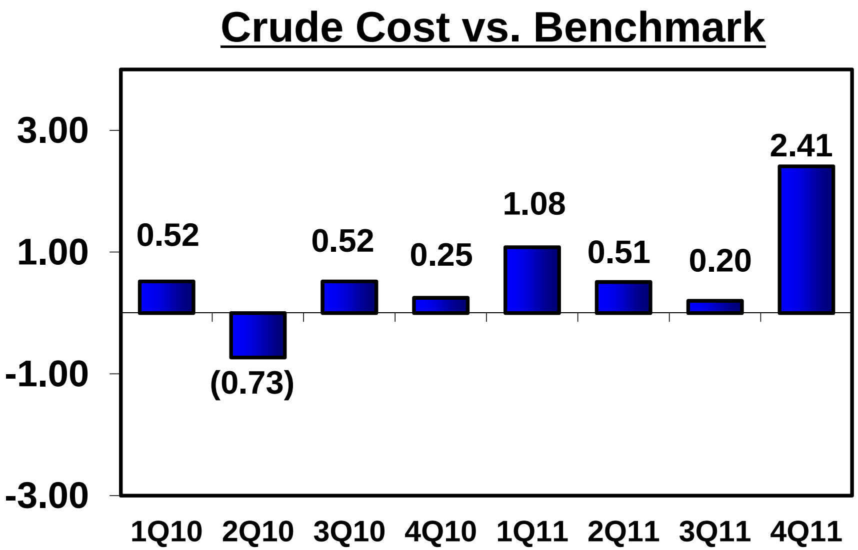
Realized R&S Margin vs. Benchmark, $/B

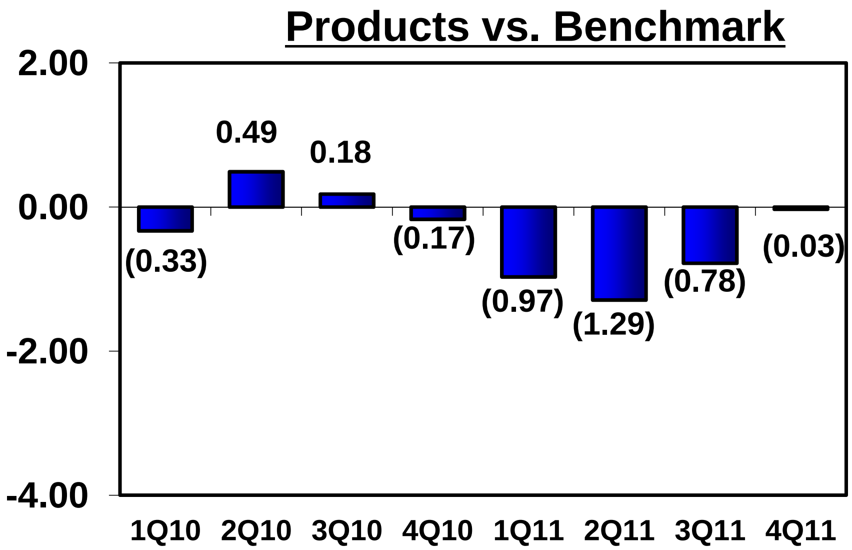
	1Q10	2Q10	3Q10	4Q10	FY10	1Q11	2Q11	3Q11	4Q11	FY11
Refining & Supply										
Realized Margin	4.08	7.34	3.88	4.77	5.04	3.14	4.31	4.89	1.13	3.39
Benchmark*	4.93	6.12	4.22	5.19	5.11	5.19	6.11	5.87	3.57	5.18
Differential	(0.85)	1.22	(0.34)	(0.42)	(0.07)	(2.05)	(1.80)	(0.98)	(2.44)	(1.79)
Margin Capture Rate	*83%*	*120%*	*92%*	*92%*	*99%*	*61%*	*71%*	*83%*	*32%*	*65%*
Actual vs. Benchmark:										
Crude	(0.52)	0.73	(0.52)	(0.25)	(0.09)	(1.08)	(0.51)	(0.20)	(2.41)	(1.05)
Product	(0.33)	0.49	0.18	(0.17)	0.02	(0.97)	(1.29)	(0.78)	(0.03)	(0.74)
Differential	(0.85)	1.22	(0.34)	(0.42)	(0.07)	(2.05)	(1.80)	(0.98)	(2.44)	(1.79)

* For calculation, see Slide 28. Weighted benchmark in effect in 2010 and through March 1, 2011.

Realized R&S Margin vs. Benchmark*, $/B

Total Refining & Supply





4Q11 Comments:

- Quality differentials worse than 3Q by ~$1.65/B due to less doba availability and higher West African crude differentials
- Timing and ratability raised differentials ~.80/B in 4Q

4Q11 Comments:

- Propane and other non-crack margins improved in 4Q with falling crude prices early in the quarter

* For calculation, see Slide 28. Weighted benchmark in effect in 2010 and through March 1, 2011.

Key Indicators

	1Q10	2Q10	3Q10	4Q10	FY10	1Q11	2Q11	3Q11	4Q11	FY11
Realized Margin Indicators										
Refining & Supply, $/B	4.08	7.34	3.88	4.77	5.04	3.14	4.31	4.89	1.13	3.39
Retail Marketing, cpg										
Gasoline	8.9	11.5	10.5	6.6	9.4	6.9	12.4	10.5	9.9	10.0
Distillate	8.0	9.0	7.8	5.6	7.6	7.1	12.5	9.6	8.9	9.6
Market Indicators										
Dated Brent Crude Oil, $/B	76.24	78.30	76.86	86.53	79.48	104.90	117.63	113.49	109.32	111.33
Natural Gas, $/DT	5.04	4.34	4.23	3.97	4.40	4.20	4.37	4.06	3.48	4.03

Key Volume Indicators – Retail and R&S

	1Q10	2Q10	3Q10	4Q10	FY10	1Q11	2Q11	3Q11	4Q11	FY11
Retail Marketing										
Gasoline Sales, MM Gal	1,026	1,130	1,171	1,171	4,498	1,086	1,161	1,196	1,131	4,574
Middle Distillate Sales, MM Gal	91	114	117	110	432	97	106	118	114	435
Total Sales, MM Gal	1,117	1,244	1,288	1,281	4,930	1,183	1,267	1,314	1,245	5,009
Gasoline and Diesel Throughput (Company-Owned or Leased Outlets) (M Gal/Site/Month)	147	159	156	161	156	150	162	168	180	165
Merchandise Sales (M$/Store/Month)	87	101	103	92	96	85	97	105	93	92
Total Refining & Supply										
Crude Throughputs, MB/D	533	618	632	572	589	460	425	453	407	436
% Capacity	79	92	94	85	87	74	84	90	81	82
Net Prod. Available for Sale, MB/D	591	664	682	634	643	512	461	487	451	478
Net Prod. Available for Sale, MMB	53	61	62	58	234	46	42	45	41	174

Refining & Supply – Gasoline and Distillate Production

	1Q10	2Q10	3Q10	4Q10	FY10	1Q11	2Q11	3Q11	4Q11	FY11
Total Refining & Supply										
Net Production, MB/D	**590.5**	**664.2**	**681.5**	**633.9**	**642.8**	**512.4**	**461.1**	**487**	**451.4**	**477.9**
Gasoline	52%	52%	52%	54%	52%	52%	51%	51%	52%	52%
Middle Distillates	34%	37%	37%	35%	36%	36%	36%	37%	36%	36%
Residual Fuel	6%	6%	5%	4%	5%	5%	7%	7%	7%	6%
Petrochemicals	4%	3%	4%	4%	4%	3%	3%	3%	3%	3%
Other	9%	7%	7%	8%	8%	9%	8%	7%	7%	8%
Less Refinery Fuel	-5%	-5%	-5%	-5%	-5%	-5%	-5%	-5%	-5%	-5%
Total Refining & Supply										
Gasoline Production, MB/D	**306.3**	**343.1**	**357.9**	**339.9**	**337.0**	**265.4**	**234.6**	**249.0**	**234.4**	**245.8**
RFG / RBOB	47%	48%	43%	45%	46%	49%	63%	65%	63%	60%
Conventional / CBOB	53%	52%	57%	55%	54%	51%	37%	35%	37%	40%
Distillate Production, MB/D	**202.4**	**244.5**	**250.1**	**225.1**	**230.6**	**183.6**	**165.5**	**181.9**	**163.0**	**173.5**
On-Road Diesel Fuel	53%	66%	62%	52%	59%	52%	58%	64%	62%	59%
Heating Oil / Off-Road Diesel	28%	15%	18%	25%	21%	26%	27%	19%	25%	24%
Jet Fuel	17%	19%	19%	21%	19%	20%	13%	14%	9%	14%
Kerosene / Other	2%	0%	1%	2%	1%	2%	2%	3%	4%	3%

Sunoco R&S Benchmark Margin, $/B

	1Q10	2Q10	3Q10	4Q10	FY10	Jan 11	Feb 11	Mar 11	1Q11	2Q11	3Q11	4Q11	FY11
Northeast 6-3-2-1 Value-Added Benchmark	5.17	5.42	3.39	4.90	4.72	3.93	2.79	5.11	3.94	6.11	5.87	3.57	4.87
Toledo 4-3-1 Benchmark	3.99	8.89	7.50	6.33	6.68	9.89	15.52	n/a	12.70	n/a	n/a	n/a	12.70

Northeast 6-3-2-1 Value-Added Benchmark**

6 Dated Brent Crude: Platt's Mid + $2.75 for transportation
3 Gasoline: 50% Unleaded RBOB NY Harbor Barge Platt's Low
50% 83 CBOB NY Harbor Barge Platt's Low
2 Distillate: 55% ULSD NY Harbor Barge Platt's Low
20% Jet/Kero NY Harbor Barge Platt's Low
25% No.2 Fuel Oil NY Harbor Barge Platt's Low
1 Resid: 60% No. 6 0.3% Sulfur High Pour Resid: NY Harbor Barge Platt's Low
40% No. 6 1.0% Sulfur High Pour Resid: NY Harbor Barge Platt's Low

Toledo 4-3-1 Benchmark

4 WTI Crude: NYMEX Futures Close + $2.00 for transportation
3 Unleaded Gasoline: Chicago Pipeline Platt's Low
1 Distillate: 50% ULSD Chicago Pipeline Platt's Low
50% Jet Gulf Coast Pipe Platt's Low

	1Q10	2Q10	3Q10	4Q10	FY10	Jan 11	Feb 11	Mar 11	1Q11	2Q11	3Q11	4Q11	FY11
Northeast 6-3-2-1 at 80% weight*	4.13	4.34	2.72	3.92	3.78	3.14	2.24	5.11	3.50	6.11	5.87	3.57	4.76
Toledo 4-3-1 at 20% weight*	0.80	1.78	1.50	1.27	1.33	1.98	3.10	n/a	1.69	n/a	n/a	n/a	0.42
R&S Weighted Benchmark*	4.93	6.12	4.22	5.19	5.11	5.12	5.34	5.11	5.19	6.11	5.87	3.57	5.18

* 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.

** Adjusted in 2Q11 to reflect market conditions more closely associated with NE refining system. 2010 amounts have been restated for comparative purposes.

For More Information

Media releases and SEC filings are available on our website at www.SunocoInc.com

Contact for more information:

Clare McGrory (215) 977-6764