

SUNOCO PARTNERS LLC  
Form SC 13D/A  
April 27, 2004

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13D**

**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

**(Amendment No. 1)**

**Sunoco Logistics Partners L.P.**

---

(Name of Issuer)

**Common Units representing limited partner interests**

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(Title of Class of Securities)

**86764L 10 8**

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(CUSIP Number)

**Bruce D. Davis, Jr.**

**Sunoco Logistics Partners L.P.**

**1801 Market Street**

**Philadelphia, Pennsylvania 19103**

**(215) 977 6000**

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**(Name, Address and Telephone Number of Person**

**Authorized to Receive Notices and Communications)**

**April 7, 2004**

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**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box "

(Continued on following pages)

(Page 1 of 24 Pages)

**1** NAME OF REPORTING PERSON

**Sunoco Partners LLC**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

**23-3096838**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

**Not applicable**

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) ..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Pennsylvania**

|              |                  |                      |
|--------------|------------------|----------------------|
| NUMBER OF    | <b>7</b>         | SOLE VOTING POWER    |
| SHARES       |                  |                      |
| BENEFICIALLY | <b>0</b>         |                      |
| OWNED BY     | <b>8</b>         | SHARED VOTING POWER* |
| EACH         |                  |                      |
| REPORTING    | <b>3,455,095</b> |                      |

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PERSON

---

9 SOLE DISPOSITIVE POWER

WITH

0

---

10 SHARED DISPOSITIVE POWER\*

3,455,095

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,455,095

---

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

27.41%

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14 TYPE OF REPORTING PERSON

HC; Limited Liability Company

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\* Sunoco Partners LLC also holds 11,383,639 subordinated units representing limited partner interests in the Issuer, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (File No. 333-71968), incorporated herein by reference.

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**1** NAME OF REPORTING PERSON

**Sun Pipe Line Company of Delaware**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

**23-3102653**

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**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

---

**3** SEC USE ONLY

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**4** SOURCE OF FUNDS

**Not applicable**

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**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(D) OR 2(E)

---

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

---

NUMBER OF **7** SOLE VOTING POWER  
SHARES

BENEFICIALLY **0**

---

OWNED BY **8** SHARED VOTING POWER\*  
EACH

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|           |                                     |
|-----------|-------------------------------------|
| REPORTING | <b>2,314,914</b>                    |
| PERSON    | <b>9</b> SOLE DISPOSITIVE POWER     |
| WITH      | <b>0</b>                            |
|           | <b>10</b> SHARED DISPOSITIVE POWER* |
|           | <b>2,314,914</b>                    |

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,314,914**

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**18.36%**

**14** TYPE OF REPORTING PERSON

**HC; CO**

\* Sun Pipe Line Company of Delaware also may be deemed to be the beneficial owner of 7,627,038 subordinated units representing limited partner interests in the Issuer, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (File No. 333-71968), incorporated herein by reference.

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**1** NAME OF REPORTING PERSON

**Sun Pipe Line Company**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

**23-3102653**

---

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

---

**3** SEC USE ONLY

---

**4** SOURCE OF FUNDS

**Not applicable**

---

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(D) OR 2(E)

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**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Texas**

---

NUMBER OF **7** SOLE VOTING POWER  
SHARES

BENEFICIALLY **0**

---

OWNED BY **8** SHARED VOTING POWER\*  
EACH

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REPORTING **2,314,914**

---

PERSON **9** SOLE DISPOSITIVE POWER

WITH

**0**

---

**10** SHARED DISPOSITIVE POWER\*

**2,314,914**

---

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,314,914**

---

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

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**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**18.36%**

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**14** TYPE OF REPORTING PERSON

**HC; CO**

---

\* Sun Pipe Line Company also may be deemed to be the beneficial owner of 7,627,038 subordinated units representing limited partner interests in the Issuer, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (File No. 333-71968), incorporated herein by reference.



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**1** NAME OF REPORTING PERSON

**Sunoco, Inc. (R&M)**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

**23-1743283**

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**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

---

**3** SEC USE ONLY

---

**4** SOURCE OF FUNDS

**Not applicable**

---

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(D) OR 2(E)

---

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Pennsylvania**

---

NUMBER OF **7** SOLE VOTING POWER  
SHARES

BENEFICIALLY **0**

---

OWNED BY **8** SHARED VOTING POWER\*  
EACH

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REPORTING

**449,162**

---

PERSON

**9** SOLE DISPOSITIVE POWER

WITH

**0**

---

**10** SHARED DISPOSITIVE POWER\*

**449,162**

---

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**449,162**

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**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**3.56%**

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**14** TYPE OF REPORTING PERSON

**HC; CO**

---

\* Sunoco, Inc. (R&M) also may be deemed to be the beneficial owner of 1,479,873 subordinated units representing limited partner interests in the Issuer, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (File No. 333-71968), incorporated herein by reference.

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**1** NAME OF REPORTING PERSON

**Atlantic Refining & Marketing Corp.**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

**23-2360183**

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**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

---

**3** SEC USE ONLY

---

**4** SOURCE OF FUNDS

**Not applicable**

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**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(D) OR 2(E)

---

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

---

NUMBER OF **7** SOLE VOTING POWER  
SHARES

BENEFICIALLY **0**

---

OWNED BY **8** SHARED VOTING POWER\*  
EACH

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REPORTING

**691,019**

---

PERSON

**9** SOLE DISPOSITIVE POWER

WITH

**0**

---

**10** SHARED DISPOSITIVE POWER\*

**691,019**

---

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**691,019**

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**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**5.48%**

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**14** TYPE OF REPORTING PERSON

**HC; CO**

---

\* Atlantic Refining & Marketing Corp. also may be deemed to be the beneficial owner of 2,276,728 subordinated units representing limited partner interests in the Issuer, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (File No. 333-71968), incorporated herein by reference.

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**1** NAME OF REPORTING PERSON

**Atlantic Petroleum Corporation**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

**23-2360187**

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**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

---

**3** SEC USE ONLY

---

**4** SOURCE OF FUNDS

**Not applicable**

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**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(D) OR 2(E)

---

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

---

NUMBER OF **7** SOLE VOTING POWER  
SHARES

BENEFICIALLY **0**

---

OWNED BY **8** SHARED VOTING POWER\*  
EACH

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REPORTING

**691,019**

---

PERSON

**9** SOLE DISPOSITIVE POWER

WITH

**0**

---

**10** SHARED DISPOSITIVE POWER\*

**691,019**

---

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**691,019**

---

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**5.48%**

---

**14** TYPE OF REPORTING PERSON

**HC; CO**

---

\* Atlantic Petroleum Corporation also may be deemed to be the beneficial owner of 2,276,728 subordinated units representing limited partner interests in the Issuer, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (File No. 333-71968), incorporated herein by reference.

**1 NAME OF REPORTING PERSON**

**Sun Atlantic Refining and Marketing B.V.**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***

(a)  x

(b)  ..

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS**

**Not applicable**

**5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT**

TO ITEMS 2(D) OR 2(E)

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

**The Netherlands**

|              |                |                      |
|--------------|----------------|----------------------|
| NUMBER OF    | <b>7</b>       | SOLE VOTING POWER    |
| SHARES       |                |                      |
| BENEFICIALLY | <b>0</b>       |                      |
| OWNED BY     | <b>8</b>       | SHARED VOTING POWER* |
| EACH         |                |                      |
| REPORTING    | <b>691,019</b> |                      |

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PERSON

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**9** SOLE DISPOSITIVE POWER

WITH

**0**

---

**10** SHARED DISPOSITIVE POWER\*

**691,019**

---

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**691,019**

---

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**5.48%**

---

**14** TYPE OF REPORTING PERSON

**HC; CO**

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\* Sun Atlantic Refining and Marketing B.V. also may be deemed to be the beneficial owner of 2,276,728 subordinated units representing limited partner interests in the Issuer, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (File No. 333-71968), incorporated herein by reference.



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**1** NAME OF REPORTING PERSON

**Sun Atlantic Refining and Marketing Company**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

**23-2523828**

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**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

---

**3** SEC USE ONLY

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**4** SOURCE OF FUNDS

**Not applicable**

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**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(D) OR 2(E)

---

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

---

NUMBER OF **7** SOLE VOTING POWER  
SHARES

BENEFICIALLY **0**

---

OWNED BY **8** SHARED VOTING POWER\*  
EACH

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REPORTING

**691,019**

---

PERSON

**9** SOLE DISPOSITIVE POWER

WITH

**0**

---

**10** SHARED DISPOSITIVE POWER\*

**691,019**

---

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**691,019**

---

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**5.48%**

---

**14** TYPE OF REPORTING PERSON

**HC; CO**

---

\* Sun Atlantic Refining and Marketing B.V. also may be deemed to be the beneficial owner of 2,276,728 subordinated units representing limited partner interests in the Issuer, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (File No. 333-71968), incorporated herein by reference.

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**1** NAME OF REPORTING PERSON

**Sunoco, Inc.**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

**23-1743282**

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**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  x

(b)  ..

---

**3** SEC USE ONLY

---

**4** SOURCE OF FUNDS

**Not applicable**

---

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(D) OR 2(E)

---

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Pennsylvania**

---

NUMBER OF **7** SOLE VOTING POWER  
SHARES

BENEFICIALLY **0**

---

OWNED BY **8** SHARED VOTING POWER\*  
EACH

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REPORTING

3,455,095

---

PERSON

9 SOLE DISPOSITIVE POWER

WITH

0

---

10 SHARED DISPOSITIVE POWER\*

3,455,095

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,455,095

---

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

27.41%

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14 TYPE OF REPORTING PERSON

HC; CO

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\* Sunoco, Inc. also may be deemed to be the beneficial owner of 1,383,369 subordinated units representing limited partner interests in the Issuer, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (File No. 333-71968), incorporated herein by reference.

THIS AMENDMENT NO.1 (THE AMENDMENT ) TO SCHEDULE 13D IS BEING FILED TO AMEND ITEMS 2, 3, 4, 5, 6 AND 7 OF THE SCHEDULE 13D THAT WAS PREVIOUSLY FILED ON FEBRUARY 20, 2002, BY SUNOCO PARTNERS LLC, SUN PIPE LINE COMPANY OF DELAWARE, SUN PIPE LINE COMPANY (F/K/A SUNOCO TEXAS PIPE LINE COMPANY), SUNOCO, INC. (R&M), ATLANTIC REFINING & MARKETING CORP., ATLANTIC PETROLEUM CORPORATION, SUN ATLANTIC REFINING AND MARKETING, B.V., SUN ATLANTIC REFINING & MARKETING COMPANY, AND SUNOCO, INC. (COLLECTIVELY, THE REPORTING PERSONS ), WHO COMPRISE A GROUP UNDER RULE 13D-5(B) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (THE EXCHANGE ACT ). THIS STATEMENT RELATES TO THE COMMON UNITS REPRESENTING LIMITED PARTNER INTERESTS (THE COMMON UNITS ) OF SUNOCO LOGISTICS PARTNERS L.P., A DELAWARE LIMITED PARTNERSHIP (THE ISSUER ), WHICH HAS ITS PRINCIPAL EXECUTIVE OFFICES AT 1801 MARKET STREET, PHILADELPHIA, PENNSYLVANIA 19103.

## Item 2. Identity and Background

The information previously provided in Schedule I is amended and restated as attached hereto.

## Item 3. Source and Amount of Funds or Other Consideration

The information previously provided in response to this Item 3 is hereby amended by deleting the text thereof in its entirety and replacing it with the following:

Sunoco Partners LLC acquired beneficial ownership of the Common Units on February 8, 2002 in exchange for the contribution of equity interests in affiliated entities of the Issuer in connection with the Issuer's initial public offering. Sunoco, Inc. indirectly owns 100% of the membership interests of Sunoco Partners LLC through:

(1) Sun Pipeline Company of Delaware which owns 100% of Sun Pipeline Company which, in turn, owns a 67% interest in Sunoco Partners LLC;

(2) Sunoco, Inc. (R&M), which owns a 13% interest in Sunoco Partners LLC; and

(3) Sun Atlantic Refining & Marketing Company, which owns 100% of Sun Atlantic Refining and Marketing B.V. which, in turn, owns 100% of Atlantic Petroleum Corporation which owns a 100% interest in Atlantic Refining & Marketing Corp. which, in turn, owns a 20% interest in Sunoco Partners LLC.

Sunoco, Inc., therefore, may be deemed to beneficially own the Common Units held by Sunoco Partners LLC.

**Item 4. Purpose of Transaction**

The information previously furnished in response to Item 4 is amended to add the following:

On April 7, 2004, the Issuer redeemed 2,183,059 Common Units pursuant to the Common Unit Redemption Agreement (the Redemption Agreement ) dated as of April 1, 2004, between the Issuer and Sunoco Partners LLC, a Pennsylvania limited liability company. For approximately \$83.1 million, the Issuer redeemed from Sunoco Partners LLC 2,183,059 Common Units at a price of \$38.06 per unit, which is equal to the net proceeds per unit, after deducting the underwriting discount, but before expenses, received by the Issuer in a public offering of 3,400,000 of the Issuer's Common Units. An Underwriting Agreement (see below) with respect to the Common Unit offering was entered into immediately prior to the execution of the Redemption Agreement. The closing of the redemption took place immediately after the closing of the Common Unit offering on April 7, 2004. The redemption reduced the amount of Common Units that Sunoco, Inc. beneficially owns through Sunoco Partners LLC from 5,638,154 to 3,455,095 Common Units, reducing Sunoco, Inc.'s ownership of the Issuer's

Common Units from 49.5% to 27.4%, assuming the overallotment option granted to the underwriters in the public offering of Common Units is not exercised. The purpose of the Common Unit redemption was to decrease Sunoco, Inc.'s aggregate ownership of limited partnership interests of the Issuer. Sunoco, Inc. continues to own and control the general partner of the Issuer and thus continues to control and manage the Issuer. The Redemption Agreement is being filed herewith as Exhibit No. 10.1.

#### Item 5. Interest in Securities of the Issuer

The information previously provided in response to this Item 5 is hereby amended by deleting the text thereof in its entirety and replacing it with the following:

(a) (1) Sunoco Partners LLC is the record and beneficial owner of 3,455,095 Common Units, which, based on calculations made in accordance with Rule 13d-3 of the Exchange Act, and there being 12,605,095 Common Units outstanding as at April 7, 2004, represents 27.41% of the outstanding Common Units. Sunoco Partners LLC also holds 11,383,639 subordinated units representing limited partner interests in the Issuer (the Subordinated Units), which may be converted into an equal number of the Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1, as amended (File No. 333-71968), incorporated herein by reference (the Registration Statement);

(2) Atlantic Refining & Marketing Corp., as the owner of 20% of the membership interests in Sunoco Partners LLC, may, pursuant to Rule 13d-3 of the Exchange Act be deemed to be the record and beneficial owner of 691,019 Common Units, which, based on calculations made in accordance with Rule 13d-3 of the Exchange Act and there being 12,605,095 Common Units outstanding as at April 7, 2004, represents 5.48% of the outstanding Common Units. Atlantic Refining & Marketing Corp. also may be deemed to be the beneficial owner of 2,276,728 Subordinated Units described in (1) above;

(3) Atlantic Petroleum Corporation, as the sole shareholder of Atlantic Refining & Marketing Corp., may, pursuant to Rule 13d-3 of the Exchange Act be deemed to be the record and beneficial owner of 691,019 Common Units, which, based on calculations made in accordance with Rule 13d-3 of the Exchange Act and there being 12,605,095 Common Units outstanding as at April 7, 2004, represents 5.48% of the outstanding Common Units. Atlantic Petroleum Corporation also may be deemed to be the beneficial owner of 2,276,728 Subordinated Units described in (1) above;

(4) Sun Atlantic Refining and Marketing B.V., as the sole shareholder of Atlantic Petroleum Corporation, may, pursuant to Rule 13d-3 of the Exchange Act be deemed to be the record and beneficial owner of 691,019 Common Units, which, based on calculations made in accordance with Rule 13d-3 of the Exchange Act, and there being 12,605,095 Common Units outstanding as at April 7, 2004, represents 5.48% of the outstanding Common Units. Sun Atlantic Refining and Marketing B.V. also may be deemed to be the beneficial owner of 2,276,728 Subordinated Units described in (1) above;

(5) Sun Atlantic Refining & Marketing Company, as the sole shareholder of Sun Atlantic Refining and Marketing B.V., may, pursuant to Rule 13d-3 of the Exchange Act be deemed to be the record and beneficial owner of 691,019 Common Units, which, based on calculations made in accordance with Rule 13d-3 of the Exchange Act and there being 12,605,095 Common Units outstanding as at April 7, 2004, represents 5.48% of the outstanding Common Units. Sun Atlantic Refining & Marketing Company also may be deemed to be the beneficial owner of 2,276,728 Subordinated Units described in (1) above;

(6) Sunoco, Inc. (R&M), as the owner of 13% of the membership interests in Sunoco Partners LLC, may, pursuant to Rule 13d-3 of the Exchange Act be deemed to be the record and beneficial owner of 449,162 Common Units, which, based on calculations made in accordance with Rule 13d-3 of the Exchange Act and there being 12,605,095 Common Units outstanding as at April 7, 2004, represents 3.56% of the outstanding Common Units. Sunoco, Inc. (R&M) also may be deemed to be the beneficial owner of 1,479,873 Subordinated Units described in (1) above;

(7) Sun Pipe Line Company, as the owner of 67% of the membership interests in Sunoco Partners LLC, may, pursuant to Rule 13d-3 of the Exchange Act be deemed to be the record and beneficial owner of 2,314,914 Common Units, which, based on calculations made in accordance with Rule 13d-3 of the Exchange Act and there being 12,605,095 Common Units outstanding as at April 7, 2004, represents 18.36% of the outstanding Common Units. Sun Pipe Line Company also may be deemed to be the beneficial owner of 7,627,038 Subordinated Units described in (1) above;

(8) Sun Pipe Line Company of Delaware, as the sole shareholder of Sun Pipe Line Company and the owner of 67% of the membership interests in Sunoco Partners LLC, may, pursuant to Rule 13d-3 of the Exchange Act be deemed to be the record and beneficial owner of 2,314,914 Common Units, which, based on calculations made in accordance with Rule 13d-3 of the Exchange Act and there being 12,605,095 Common Units outstanding as at April 7, 2004, represents 18.36% of the outstanding Common Units. Sun Pipe Line Company of Delaware also may be deemed to be the beneficial owner of 7,627,038 Subordinated Units described in (1) above; and

(9) Sunoco, Inc., as the sole shareholder of Sun Pipe Line Company of Delaware, Sunoco, Inc. (R&M) and Sun Atlantic Refining & Marketing Company, may, pursuant to Rule 13d-3 of the Exchange Act be deemed to be the record and beneficial owner of 3,455,095 Common Units, which, based on calculations made in accordance with Rule 13d-3 of the Exchange Act and there being 12,605,095 Common Units outstanding as at April 7, 2004, represents 27.41% of the outstanding Common Units. Sunoco, Inc. also may be deemed to be the beneficial owner of 11,383,639 Subordinated Units described in (1) above;

(b) The information set forth in Items 7 through 11 of the cover pages hereto, and in Schedule I hereto, is incorporated herein by reference.

(c) There have been no reportable transactions with respect to the Common Units within the last 60 days by the Reporting Persons except for the acquisition of beneficial ownership of units being reported on this Schedule 13D.

(d) The Reporting Persons have the right to receive distributions from, and the proceeds from the sale of, the respective Common Units reported by such persons on the cover pages of this Statement on Schedule 13D.

(e) Not applicable.



**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

The information previously furnished in response to Item 6 is amended to add the following:

In addition to the Redemption Agreement, the Partnership has entered into an Underwriting Agreement (the Underwriting Agreement ) dated April 1, 2004 with Lehman Brothers Inc., Citigroup Global Markets Inc., Goldman, Sachs & Co., Credit Suisse First Boston LLC, KeyBanc Capital Markets, A Division of McDonald Investments Inc., and RBC Capital Markets (collectively, the Underwriters ) pursuant to which the Partnership has agreed to grant to the Underwriters an option (the Option ) to purchase 510,000 Common Units (the Option Units ) at \$38.06 per unit. The Option will expire 30 days after the date of the Underwriting Agreement.

The Chairman, President and Chief Executive Officer, the Senior Vice President and Chief Financial Officer, two other Senior Vice Presidents and an employee of of Sunoco, Inc. are also directors of the Issuer s general partner. The Treasurer of Sunoco, Inc. is also an executive officer (*i.e.*, the Treasurer) of the Issuer s general partner.

Except as set forth in the Issuer s agreement of limited partnership, as amended and restated to the date hereof, or in the exhibits hereto, none of the Reporting Persons, nor to the best knowledge and belief of the Reporting Persons, any of their respective directors or executive officers, is a party to any other contract, arrangement, understanding or relationship with respect to any securities of the Issuer, except for interests in restricted units granted by the Issuer to the executive officers and directors of its general partner.

**Item 7. Material to be filed as Exhibits**

The information previously furnished in response to this item is amended by adding reference to the following new exhibit being filed with this Amendment No.1:

Exhibit 10.1 Common Unit Redemption Agreement, dated as of April 1, 2004, between the Issuer and Sunoco Partners LLC, a Pennsylvania limited liability company.

**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: April 22, 2004

**SUNOCO PARTNERS LLC.**

By: /s/ Deborah M. Fretz

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Name: Deborah M. Fretz  
Title: President and Chief Executive Officer

**SUN PIPE LINE COMPANY**

By: /s/ Deborah M. Fretz

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Name: Deborah M. Fretz  
Title: President

**SUN PIPE LINE COMPANY OF DELAWARE**

By: /s/ David A. Justin

---

Name: David A. Justin  
Title: President

**ATLANTIC REFINING & MARKETING CORP.**

By: /s/ S. Blake Heinemann

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Name: S. Blake Heinemann  
Title: Vice President

**ATLANTIC PETROLEUM CORPORATION**

By: /s/ Barry H. Rosenberg

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Name: Barry H. Rosenberg  
Title: President and Treasurer

**SUN ATLANTIC REFINING AND MARKETING  
B.V.**

By: /s/ Paul A. Mulholland

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Name: Paul A. Mulholland  
Title: Managing Director

**SUN ATLANTIC REFINING & MARKETING  
COMPANY**

By: /s/ Barry H. Rosenberg

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Name: Barry H. Rosenberg  
Title: President and Treasurer

**SUNOCO, INC. (R&M)**

By: /s/ Elric C. Gerner

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Name: Elric C. Gerner  
Title: Vice President and Assistant Secretary

**SUNOCO, INC.**

By: /s/ Thomas W. Hofmann

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Name: Thomas W. Hofmann  
Title: Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Exhibit</b>   |
|---------------------------|--|
| 10.1*                     | Common Unit Redemption Agreement, dated as of April 1, 2004, between the Issuer and Sunoco Partners LLC, a Pennsylvania limited liability company. |

\* filed herewith

## SCHEDULE I

## Directors and Officers

## (1) Sunoco Partners LLC

The business address of the directors and executive officers of this entity is:

1801 Market Street, Philadelphia, PA 19103-1699.

| Name                 | Position and Present Principal Occupation or Employment | Amounts Beneficially Owned | Percent of Class | Number of Common Units as to which the person has: |  |   |   |
|----------------------|---|----------------------------|------------------|--|--|---|---|
|                      |   |                            |                  | Sole power to vote or to direct vote               | Shared power to vote or to direct vote | Sole power to dispose or to direct the disposition of | Shared power to dispose or to direct disposition of |
| John G. Drosdick     | Chairman of the Board of Directors                      | 30,000                     | 0.24%            | 30,000   |  | 30,000  |   |
| Cynthia A. Archer    | Director  | 2,000                      | *                | 2,000  |  | 2,000   |   |
| L. Wilson Berry, Jr. | Director  | 0                          | *                | 0  |  | 0   |   |
| Stephen L. Cropper   | Director  | 1,000                      | *                | 1,000  |  | 1,000   |   |
| Michael H. R. Dingus | Director  | 2,000                      | *                | 2,000  |  | 2,000   |   |
| Gary W. Edwards      | Director  | 0                          | *                | 0  |  | 0   |   |
| Bruce G. Fischer     | Director  | 2,000                      | *                | 2,000  |  | 2,000   |   |
| Thomas W. Hofmann    | Director  | 2,500                      | *                | 2,500  |  | 2,500   |   |
| Deborah M. Fretz     | Director, President and Chief Executive Officer         | 1,600                      | *                | 1,600  |  | 1,600   |   |
| Paul S. Broker       | Vice President, Western Operations                      | 500                        | *                | 500  |  | 500   |   |
| Bruce D. Davis, Jr.  | Vice President, General Counsel and Secretary           | 0                          | *                | 0  |  | 0   |   |
| James L. Fidler      | Vice President, Business Development                    | 1,600                      | *                | 1,600  |  | 1,600   |   |
| David A. Justin      | Vice President, Eastern Operations                      | 1,000                      | *                | 1,000  |  | 1,000   |   |
| Sean P. McGrath      | Comptroller   | 0                          | *                | 0  |  | 0   |   |
| Paul A. Mulholland   | Treasurer   | 2,000                      | *                | 2,000  |  | 2,000   |   |

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|                 |   |       |   |       |       |
|-----------------|---|-------|---|-------|-------|
| Colin A. Oerton | Vice President and Chief<br>Financial Officer | 5,000 | * | 5,000 | 5,000 |
|-----------------|---|-------|---|-------|-------|

**NOTES TO TABLE:**

\* In each instance a \* indicates that the individual beneficially owns less than 0.10% of the Common Units.

**SCHEDULE I** (Continued)**(2) Sun Pipe Line Company of Delaware**

The business address of the directors and executive officers of this entity is:

1801 Market Street, Philadelphia, PA 19103-1699.

| Name                | Position and Present Principal Occupation or Employment | Amounts Beneficially Owned | Percent of Class | Number of Common Units as to which the person has: |  |   |   |
|---------------------|---|----------------------------|------------------|--|--|---|---|
|                     |   |                            |                  | Sole power to vote or to direct vote               | Shared power to vote or to direct vote | Sole power to dispose or to direct the disposition of | Shared power to dispose or to direct disposition of |
| Richard S. Conner   | Director  | 1,500                      | *                | 1,500  |  | 1,500   |   |
| Deborah M. Fretz    | Director  | 1,600                      | *                | 1,600  |  | 1,600   |   |
| Barry H. Rosenberg  | Director  | 0                          | *                | 0  |  | 0   |   |
| David A. Justin     | President and Treasurer                                 | 1,000                      | *                | 1,000  |  | 1,000   |   |
| Loretta J. DiLucido | Secretary   | 0                          | *                | 0  |  | 0   |   |

**NOTES TO TABLE:**

\* In each instance a \* indicates that the individual beneficially owns less than 0.10% of the Common Units.

**(3) Sun Pipe Line Company**

The business address of the directors and executive officers of this entity is:

1801 Market Street, Philadelphia, PA 19103-1699.

| Name              | Position and Present Principal Occupation or Employment | Amounts Beneficially Owned | Percent of Class | Number of Common Units as to which the person has: |  |   |   |
|-------------------|---|----------------------------|------------------|--|--|---|---|
|                   |   |                            |                  | Sole power to vote or to direct vote               | Shared power to vote or to direct vote | Sole power to dispose or to direct the disposition of | Shared power to dispose or to direct disposition of |
| Paul A. Mulholand | Director and Treasurer                                  | 2,000                      | *                | 2,000  |  | 2,000   |   |
| Deborah M. Fretz  | President   | 1,600                      | *                | 1,600  |  | 1,600   |   |
| Paul S. Broker    | Vice President  | 500                        | *                | 500  |  | 500   |   |
| David A. Justin   | Vice President  | 1,000                      | *                | 1,000  |  | 1,000   |   |

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|                 |           |   |   |   |   |
|-----------------|-----------|---|---|---|---|
| Elric C. Gerner | Secretary | 0 | * | 0 | 0 |
|-----------------|-----------|---|---|---|---|

**NOTES TO TABLE:**

\* In each instance a \* indicates that the individual beneficially owns less than 0.10% of the Common Units.



**SCHEDULE I (Continued)****(4) Sunoco, Inc. (R&M)**

The business address of the directors and executive officers of this entity is:

1801 Market Street, Philadelphia, PA 19103-1699.

| Name                 | Position and Present Principal Occupation or Employment           | Amounts Beneficially Owned | Percent of Class | Number of Common Units as to which the person has: |  |   |   |
|----------------------|---|----------------------------|------------------|--|--|---|---|
|                      |   |                            |                  | Sole power to vote or to direct vote               | Shared power to vote or to direct vote | Sole power to dispose or to direct the disposition of | Shared power to dispose or to direct disposition of |
| John G. Drosdick     | Chairman, Chief executive Officer and President                   | 30,000                     | 0.24%            | 30,000   |  | 30,000  |   |
| Bruce G. Fischer     | Director and Senior Vice President                                | 2,000                      | *                | 2,000  |  | 2,000   |   |
| Joel H. Maness       | Director and Senior Vice President                                | 13,000                     | 0.10%            | 13,000   |  | 13,000  |   |
| Robert W. Owens      | Director and Senior Vice President                                | 10,000                     | *                | 10,000   |  | 10,000  |   |
| Charles K. Valutas   | Director and Senior Vice President                                | 4,700                      | *                | 4,700  |  | 4,700   |   |
| Terence P. Delaney   | Vice President  | 1,000                      | *                | 1,000  |  | 1,000   |   |
| Elric C. Gerner      | Vice President and Assistant Secretary                            | 0                          | *                | 0  |  | 0   |   |
| S. Blake Heinemann   | Vice President  | 0                          | *                | 0  |  | 0   |   |
| Thomas W. Hofmann    | Senior Vice President and Chief Financial Officer                 | 2,500                      | *                | 2,500  |  | 2,500   |   |
| Joseph P. Krott      | Comptroller   | 2,000                      | *                | 2,000  |  | 2,000   |   |
| Michael S. Kuritzkes | Senior Vice President and General Counsel                         | 10,000                     | *                | 10,000   |  | 10,000  |   |
| Ann C. Mulé          | Chief Governance Officer, Assistant General Counsel and Secretary | 0                          | *                | 0  |  | 0   |   |
| Paul A. Mulholland   | Treasurer   | 2,000                      | *                | 2,000  |  | 2,000   |   |
| Rolf D. Naku         | Senior Vice President   | 8,500                      | *                | 8,500  |  | 8,500   |   |
| Ross S. Tippin, Jr.  | General Auditor   | 0                          | *                | 0  |  | 0   |   |

**NOTES TO TABLE:**

\* In each instance a \* indicates that the individual beneficially owns less than 0.10% of the Common Units.

**SCHEDULE I** (Continued)**(5) Atlantic Refining & Marketing Corp.**

The business address of the directors and executive officers of this entity is:

1801 Market Street, Philadelphia, PA 19103-1699.

| Name               | Position and Present Principal Occupation or Employment | Amounts Beneficially Owned | Percent of Class | Number of Common Units as to which the person has: |  |   |   |
|--------------------|---|----------------------------|------------------|--|--|---|---|
|                    |   |                            |                  | Sole power to vote or to direct vote               | Shared power to vote or to direct vote | Sole power to dispose or to direct the disposition of | Shared power to dispose or to direct disposition of |
| Robert W. Owens    | Director and President                                  | 10,000                     | *                | 10,000   |  | 10,000  |   |
| Deborah M. Fretz   | Director and Senior Vice President                      | 1,600                      | *                | 1,600  |  | 1,600   |   |
| S. Blake Heinemann | Director and Vice President                             | 0                          | *                | 0  |  | 0   |   |
| Elric C. Gerner    | Secretary   | 0                          | *                | 0  |  | 0   |   |
| Paul A. Mulholland | Treasurer   | 2,000                      | *                | 2,000  |  | 2,000   |   |

**NOTES TO TABLE:**

\* In each instance a \* indicates that the individual beneficially owns less than 0.10% of the Common Units.

**(6) Atlantic Petroleum Corp.**

The business address of the directors and executive officers of this entity is:

1801 Market Street, Philadelphia, PA 19103-1699.

| Name                | Position and Present Principal Occupation or Employment | Amounts Beneficially Owned | Percent of Class | Number of Common Units as to which the person has: |  |   |   |
|---------------------|---|----------------------------|------------------|--|--|---|---|
|                     |   |                            |                  | Sole power to vote or to direct vote               | Shared power to vote or to direct vote | Sole power to dispose or to direct the disposition of | Shared power to dispose or to direct disposition of |
| Barry H. Rosenberg  | Director, President and Treasurer                       | 0                          | *                | 0  |  | 0   |   |
| Loretta J. DiLucido | Secretary   | 0                          | *                | 0  |  | 0   |   |

**NOTES TO TABLE:**

\* In each instance a \* indicates that the individual beneficially owns less than 0.10% of the Common Units.

**SCHEDULE I** (Continued)**(7) Sun Atlantic Refining and Marketing B.V.**

The business address of the directors and executive officers of this entity is:

1801 Market Street, Philadelphia, PA 19103-1699.

| Name               | Position and Present Principal Occupation or Employment | Amounts Beneficially Owned | Percent of Class | Number of Common Units as to which the person has: |  |   |   |
|--------------------|---|----------------------------|------------------|--|--|---|---|
|                    |   |                            |                  | Sole power to vote or to direct vote               | Shared power to vote or to direct vote | Sole power to dispose or to direct the disposition of | Shared power to dispose or to direct disposition of |
| Joel H. Maness     | Managing Director                                       | 13,000                     | *                | 13,000   |  | 13,000  |   |
| Paul A. Mulholland | Managing Director                                       | 2,000                      | *                | 2,000  |  | 2,000   |   |

**NOTES TO TABLE:**

\* In each instance a \* indicates that the individual beneficially owns less than 0.10% of the Common Units.

**(8) Sun Atlantic Refining and Marketing Company**

The business address of the directors and executive officers of this entity is:

1801 Market Street, Philadelphia, PA 19103-1699.

| Name                | Position and Present Principal Occupation or Employment | Amounts Beneficially Owned | Percent of Class | Number of Common Units as to which the person has: |  |   |   |
|---------------------|---|----------------------------|------------------|--|--|---|---|
|                     |   |                            |                  | Sole power to vote or to direct vote               | Shared power to vote or to direct vote | Sole power to dispose or to direct the disposition of | Shared power to dispose or to direct disposition of |
| Barry H. Rosenberg  | Director, President and Treasurer                       | 0                          | *                | 0  |  | 0   |   |
| Loretta J. DiLucido | Secretary   | 0                          | *                | 0  |  | 0   |   |

**NOTES TO TABLE:**

\* In each instance a \* indicates that the individual beneficially owns less than 0.10% of the Common Units.

**SCHEDULE I** (Continued)(9) **Sunoco, Inc.**

The business address of the directors and executive officers of this entity is:

1801 Market Street, Philadelphia, PA 19103-1699.

| Name                 | Position and Present Principal Occupation or Employment | Amounts Beneficially Owned | Percent of Class | Number of Common Units as to which the person has: |  |   |   |
|----------------------|---|----------------------------|------------------|--|--|---|---|
|                      |   |                            |                  | Sole power to vote or to direct vote               | Shared power to vote or to direct vote | Sole power to dispose or to direct the disposition of | Shared power to dispose or to direct disposition of |
| Robert J. Darnall    | Director  | 4,000                      | *                | 4,000  |  | 4,000   |   |
| John G. Drosdick     | Chairman, Chief Executive Officer and President         | 30,000                     | 0.24%            | 30,000   |  | 30,000  |   |
| Ursula F. Fairbairn  | Director  | 2,500                      | *                | 2,500  |  | 2,500   |   |
| Thomas P. Gerrity    | Director  | 0                          | *                | 0  |  | 0   |   |
| Rosemarie B. Greco   | Director  | 1,500                      | *                | 1,500  |  | 1,500   |   |
| James G. Kaiser      | Director  | 2,500                      | *                | 2,500  |  | 2,500   |   |
| Robert D. Kennedy    | Director  | 5,000                      | *                | 5,000  |  | 5,000   |   |
| Richard H. Lenny     | Director  | 500                        | *                | 500  |  | 500   |   |
| Norman S. Matthews   | Director  | 25,000                     | 0.20%            | 25,000   |  | 25,000  |   |
| R. Anderson Pew      | Director  | 0                          | *                | 0  |  | 0   |   |
| G. Jackson Ratcliffe | Director  | 15,000                     | 0.12%            | 15,000   |  | 15,000  |   |
| John W. Rowe         | Director  | 0                          | *                | 0  |  | 0   |   |
| John K. Wulff        | Director  | 0                          | *                | 0  |  | 0   |   |
| Terence P. Delaney   | Vice President, Investor Relations and Planning         | 1,000                      | *                | 1,000  |  | 1,000   |   |
| Michael H. R. Dingus | Senior Vice President, and President, Sun Coke Company  | 2,000                      | *                | 2,000  |  | 2,000   |   |
| Bruce G. Fischer     | Senior Vice President, Sunoco Chemicals                 | 2,000                      | *                | 2,000  |  | 2,000   |   |
| Thomas W. Hofmann    | Senior Vice President and Chief                         | 2,500                      | *                | 2,500  |  | 2,500   |   |

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Financial Officer

|                 |             |       |   |       |       |
|-----------------|-------------|-------|---|-------|-------|
| Joseph P. Krott | Comptroller | 2,000 | * | 2,000 | 2,000 |
|-----------------|-------------|-------|---|-------|-------|

**SCHEDULE I** (Continued)(10) **Sunoco, Inc.** (Continued)

The business address of the directors and executive officers of this entity is:

1801 Market Street, Philadelphia, PA 19103-1699.

| Name                    | Position and Present<br>Principal<br>Occupation or Employment                     | Amounts<br>Beneficially<br>Owned | Percent<br>of<br>Class | Number of Common Units as to which the person has: |  |  |  |
|-------------------------|---|----------------------------------|------------------------|--|--|--|--|
|                         |   |                                  |                        | Sole power to<br>vote or to<br>direct vote         | Shared power<br>to vote or to<br>direct vote | Sole power<br>to dispose or to<br>direct the<br>disposition of | Shared power<br>to dispose or to<br>direct<br>disposition of |
| Michael<br>S. Kuritzkes | Senior Vice President and<br>General Counsel                                      | 10,000                           | *                      | 10,000   |  | 10,000   |  |
| Joel H. Maness          | Senior Vice President,<br>Refining and Supply                                     | 13,000                           | 0.10%                  | 13,000   |  | 13,000   |  |
| Ann C. Mulé             | Chief Governance Officer,<br>Assistant General Counsel<br>and Corporate Secretary | 0                                | *                      | 0  |  | 0  |  |
| Paul A. Mulholland      | Treasurer   | 2,000                            | *                      | 2,000  |  | 2,000  |  |
| Rolf D. Naku            | Senior Vice President,<br>Human Resources and<br>Public Affairs                   | 8,500                            | *                      | 8,500  |  | 8,500  |  |
| Robert W. Owens         | Senior Vice President,<br>Marketing   | 10,000                           | *                      | 10,000   |  | 10,000   |  |
| Ross S. Tippin, Jr.     | General Auditor   | 0                                | *                      | 0  |  | 0  |  |
| Charles K. Valutas      | Senior Vice President and<br>Chief Administrative<br>Officer                      | 4,700                            | *                      | 4,700  |  | 4,700  |  |

**NOTES TO TABLE:**

\* In each instance a \* indicates that the individual beneficially owns less than 0.10% of the Common Units.

END