

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>Sunoco, Inc.</b>		2 Issuer's employer identification number (EIN) <b>231743282</b>	
3 Name of contact for additional information <b>Brent Ratliff</b>	4 Telephone No. of contact <b>214-981-0795</b>	5 Email address of contact <b>InvestorRelations@energytransfer.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>3738 Oak Lawn Ave</b>		7 City, town, or post office, state, and Zip code of contact <b>Dallas, Texas 75219</b>	
8 Date of action <b>October 5, 2012</b>		9 Classification and description <b>Exchange of Sun Common Stock for cash and ETP common units</b>	
10 CUSIP number <b>86765P-10-9</b>	11 Serial number(s)	12 Ticker symbol <b>SUN (NYSE listed)</b>	13 Account number(s)

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

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On October 5, 2012, Energy Transfer Partners, L.P. (ETP-NYSE) and Sunoco, Inc. (SUN-NYSE) successfully completed the merger of SUN into SAM Acquisition Corporation, a wholly-owned subsidiary of Energy Transfer Partners, L.P. Under the terms of the Merger Agreement, SUN shareholders received a combination of cash and ETP common units for each SUN share exchanged. Company shareholders who received the standard mix of consideration received a combination of \$25.00 in cash and .5245 of an ETP common unit in exchange for a SUN share. Company shareholders who made a cash election received \$26.47 in cash and .49373 of an ETP common unit in exchange for a SUN share. Company shareholders making a unit election received 1.049 ETP common units in exchange for each share. In addition, Company shareholders otherwise entitled to a fractional ETP common unit received a cash payment in lieu of such fractional ETP common unit.

The information set forth on Form 8937 applies only to the Company shareholders who received ETP common units in exchange for shares of SUN common stock pursuant to the Merger. For further information please consult your own tax advisor and see the discussion contained in the Registration Statement under the heading "MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS."

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The carryover basis in each Sun Shareholder's ETP common units received in connection with the merger will be that portion of the Sun Shareholder's adjusted tax basis in SUN shares not attributable to the receipt of cash by such stockholder at the closing of the merger.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ In general, the percentage of the SUN stockholder's shares of common stock that are considered to have been exchanged for ETP common units will be the fair market value (FMV) of the ETP common units at the time of the merger divided by the total consideration (cash and FMV of ETP common units) received by the SUN stockholder as a result of the Merger. The price of the ETP shares on October 5 used to determine the value of a fractional share was \$43.85.

Alternatively a SUN shareholder may attempt to specifically identify which of the stockholder's SUN shares are to be considered exchanged for ETP common units in determining his carryover basis.

**Part II** Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ I.R.C. sections 721(a), 722, 723 and 752(a) of the Code.

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18 Can any resulting loss be recognized? ▶ Pursuant to section 721, no gain or loss is recognized by the SUN shareholders for their contribution of SUN shares in exchange for the ETP common units. Therefore, with respect to the shares of SUN common stock exchanged for ETP common units, no loss should be recognized.

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ 2012 for calendar year taxpayers.

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<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature ▶ <u>Martin Salinas Jr</u>	Date ▶ <u>11/13/12</u>		
<b>Paid Preparer Use Only</b>	Print your name ▶ <u>Martin Salinas Jr</u>	Title ▶ <u>CFO</u>		
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN
	Firm's name ▶			Firm's EIN ▶
	Firm's address ▶			Phone no.