

**SUNOCO PARTNERS LLC
CORPORATE GOVERNANCE GUIDELINES**

I. ROLE AND COMPOSITION OF THE BOARD OF DIRECTORS

A. Director Responsibilities

The Board of Directors of Sunoco Partners LLC (the "Company") is the ultimate decision-making body of the Company except with respect to those matters reserved to the LLC members, under the Company's limited liability company agreement, as the same may be amended from time to time (the "LLC Agreement"). The Company acts as the general partner of Sunoco Logistics Partners L.P. (the "Partnership"). The Company's Board of Directors selects the senior management which conducts the day to day business of the Company and the Partnership. The Board acts as an advisor and counselor to senior management and monitors its performance. Directors are expected to perform their duties, including duties as a member of any Committee, in good faith and give reasonable and careful attention to the affairs of the Company and the Partnership. This requires appropriate review of any materials distributed in advance of meetings, attendance and active participation at meetings, undivided loyalty and being well informed concerning the business of the Company and the Partnership.

B. Director Qualification Standards

The Company seeks members to the Board of Directors from diverse professional backgrounds who possess a broad spectrum of experience and expertise and a reputation for integrity. Directors should have experience in positions with a high degree of responsibility, have leadership experience in the companies or institutions with which they are or have been affiliated, be selected based upon contributions they can make to the Board and management. Directors serving on the Audit/Conflicts Committee are required to be "independent" (as defined hereinbelow).

C. Responsibility for Selection of Director Nominees

The Board is responsible for recommending nominees for election by the LLC members. When screening potential candidates for Board membership, the Board solicits input from the President and Chief Executive Officer. The Board also will consider nominees recommended by representatives of the LLC members. Invitations to join the Board are extended through the Chairman of the Board, together with the President and Chief Executive Officer, when appropriate.

D. Orientation and Continuing Education

The Board believes the Company should maintain an orientation process for new Board members, that includes background materials on the Company and the Partnership and its lines of business, meetings with key members of management, and visits to Company offices and facilities. In Board materials, the Company provides Directors with updated information on the Company, the Partnership, and laws and regulations affecting each. The Board of Directors encourages its members to participate in continuing education programs sponsored by universities, stock exchanges or other organizations specializing in Director education.

E. Selection/Separation of Chairman and CEO

The Company's LLC Agreement provides for a Chairman of the Board, and a Chief Executive Officer of the Company. The Chairman and the Chief Executive Officer need not be the same person, and the

Chairman need not be an officer of the Company. The full Board decides whether the same person should hold both positions, based on particular circumstances.

F. Board Size

The Company's LLC Agreement provides that the number of Directors should not be less than three nor more than twelve as shall, from time to time, be determined by the Board of Directors.

G. Mix of Management and Independent Directors

The Board will have at least three independent Directors, each of whom will serve on the Audit/Conflicts Committee and on the Compensation Committee.

H. Definition of Independence

No director shall qualify as “independent” unless the Board of Directors affirmatively determines that the director has met the independence requirements specified in the listing standards of the New York Stock Exchange or such stricter standards of any exchange on which the Company’s shares are then listed. The Board of Directors will make an annual determination of the independence of each Director and disclose such determination in each year in the Partnership's annual report to unitholders.

I. Former Chairman/CEO Membership

A resigning Chairman of the Board, who is also an employee, or resigning Chief Executive Officer, who is also a Board member, must also submit a resignation from the Board. Whether such person continues to serve on the Board is a matter for discussion with the new Chairman of the Board or Chief Executive Officer and the Board. The Company will not consider a former Chairman of the Board or Chief Executive Officer serving on the Board who is or was an employee of the Company to be an independent Director for a period of three years following the date of termination of his or her employment with the Company.

J. Term Limits and Retirement

The Board has not established term limits but, on a regular basis, the Chairman of the Board in consultation with the Chief Executive Officer will review each Director's continuation on the Board. The Board believes that a retirement age of 70 is appropriate. However, the Board may waive that requirement in any particular case or amend the retirement age for good cause. The Board may request a Director to resign his or her membership without regard to age for performance reasons.

K. Independent Director Compensation

As part of an independent Director's total compensation, and to create a direct linkage with the Company’s performance, the Board believes that a meaningful portion of an independent Director's compensation should be provided and held in restricted units of the Partnership.

L. Common Unit Ownership Guidelines

The Company has adopted target ownership levels applicable to Directors with regard to Partnership common units. A portion of each independent Director's annual retainer is paid in the form of Partnership restricted units. Under the Company's Director's Deferred Compensation Plan, these restricted units are required to be held in the independent Director's account until termination of Board

service. The Company maintains common unit ownership guidelines for its executive officers. The value of the common units required to be owned increases with the level of responsibility of each executive, with the Chief Executive Officer expected to own common units having a value at least equal to three times base salary.

M. Guidelines for Determining Form and Amount of Compensation

Annually, the Company will present to the Compensation Committee, benchmarking data, and report the status of Board compensation in relation to industry peers and other comparably sized companies. The Compensation Committee will suggest to the full Board of Directors changes, if any, to Board compensation.

II. FUNCTIONING OF THE BOARD

A. Establishment of Board Agenda

The Chairman of the Board, in consultation with the President and Chief Executive Officer, will establish an agenda for each Board meeting. Each Board member is encouraged to suggest items of business for the agenda.

B. Board Materials and Presentations

The Company will provide materials to Board members related to agenda items and presentations in advance of Board meetings.

C. Management Attendance at Board Meetings

The Board welcomes the regular attendance of senior management of the Company at each Board meeting. The Chairman of the Board, or the Chief Executive Officer, may, with the concurrence of the Board, include independent advisors as attendees on an “as required” basis.

D. Board Access to Management

Board members shall have access, as necessary, to all members of management and employees of the Company and the Partnership.

E. Direct Board Access to Independent Advisors

Directors shall have access, as necessary or appropriate, to independent advisors.

F. Direct Interaction with Institutional Investors, Peers, Customers, etc.

The Board believes that management speaks for the Company. Individual Board members may, from time to time, at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company and/or the Partnership. If comments from the Board are appropriate, they should, in most circumstances, come through the Chairman of the Board or the Chief Executive Officer.

G. Evaluating Board Performance

Each year the Board of Directors will conduct an annual self-evaluation to determine whether it is performing effectively. This assessment should be of the Board's contribution as a whole and, where appropriate, should include a specific review of areas in which the Board believes it may make a better contribution. The full Board will discuss the evaluation report to determine what, if any, action should be taken to improve performance.

III. FUNCTIONING OF COMMITTEES

A. Committee Structure

The Board will have the following standing Committees: the Audit/Conflicts Committee and the Compensation Committee. Except as limited by law or regulation, the Board may form a new committee or disband an existing Committee as provided in the Company's LLC Agreement. Each Committee will have a written charter that is periodically reviewed and updated as necessary. The committee chairs report the highlights of their meetings to the full Board following each meeting of the respective committees.

B. Committee Assignment and Rotation

The Chairman of the Board, in consultation with the Chief Executive Officer, and taking into account the preference of each Director, will make assignment recommendations for members and Chairs of Committees of the Board.

C. Determination of Agenda; Frequency and Length of Meetings

The Chair of each Committee, in consultation with the appropriate members of management, will develop the Committee's agenda for each meeting. Each Committee will issue a schedule of agenda subjects for the ensuing year at the beginning of each year (to the degree these can be foreseen). The Chair of each Committee shall determine the frequency and length of meetings of each of the Committees. Each Committee meeting will allow sufficient time to consider each agenda item. Where appropriate, and when practical, materials related to agenda items will be provided to the Committee members in advance of the meeting to allow the members to prepare for discussion of the items at the meeting.

D. Committee Performance Review

The Chairman of the Board, and the Chief Executive Officer, should consult regularly with Committee Chairs to obtain their insights and to optimize Committee performance. In accordance with applicable listing standards, each committee shall conduct an annual performance review of its effectiveness.

IV. CEO EVALUATION AND SUCCESSION PLANNING

A. Evaluation by Board or Board Committee

The Compensation Committee will evaluate the performance of the Chief Executive Officer and will review such evaluation with the full Board of Directors and Chief Executive Officer. The evaluation shall be based on objective criteria including performance of the business, establishment of long-term

strategies and accomplishment of long-term strategic objectives as may be described more fully in the Partnership's annual report to unitholders.

B. Evaluation Used to Determine Compensation

The Board will set the compensation of the Chief Executive Officer. The Compensation Committee may make recommendations and advise the Board, based upon data and information received from any independent compensation consultants retained, or otherwise engaged, by the Compensation Committee.

C. Approve and Maintain a Succession Plan for CEO

Following review by the Compensation Committee, the Chief Executive Officer shall review succession planning on a regular basis with the Board of Directors.