

**Sunoco Partners LLC
Sunoco Partners Lease Acquisition & Marketing LLC
Sunoco Logistics Partners L.P.**

CODE OF BUSINESS CONDUCT AND ETHICS

1. Introduction and scope.

This Code of Business Conduct and Ethics (the "Code") applies to all directors, officers and employees of Sunoco Logistics Partners L.P., Sunoco Partners LLC, Sunoco Partners Lease Acquisition & Marketing LLC, and their respective subsidiaries and affiliates (collectively, the "Partnership"), and is intended to focus the board and management on areas of ethical risk, provide guidance to personnel to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help to foster a culture of honesty and accountability.

This Code supplements the Partnership's existing business conduct compliance policies that cover many of the principles addressed in the Code. The complete text of those policies is available on the Partnership's intranet. It is the responsibility of each employee, officer and director to become familiar with the details of those Partnership policies that apply to his or her conduct and assigned duties. Employees, officers and directors must comply with such policies and with all applicable rules and standards of the Securities and Exchange Commission, the New York Stock Exchange, and other regulatory bodies. If an employee, officer, or director has any questions about this Code or the underlying policies of the Partnership, he or she should contact the General Counsel.

Each employee, officer and director is expected to act in good faith and with integrity in the performance of his/her responsibilities on behalf of the Partnership and in compliance with all applicable laws, rules and regulations. Agents, representatives and consultants of the Partnership are expected to act in the Partnership's best interests and in accordance with high ethical standards. Conduct that is improper for the Partnership or its employees, officers, or directors to engage in directly may not be engaged in by the use of agents, representatives or consultants.

This Code sets forth basic principles to serve as guidance in the conduct of the Partnership's business dealings with unitholders, fellow employees, business partners and others. This Code is not intended to cover every applicable law or provide answers to every question that might arise. Ultimately, the Partnership must rely on each person's good sense of what is right, including a sense of when it is proper to seek guidance from others as to the appropriate course of conduct. This Code is not intended to, and does not, constitute an employment contract or assurance of continued employment, and does not create any rights in any employee, client, supplier, competitor, unitholder or any other person or entity.

2. Books and records.

All employees, officers and directors must comply with this Code, with the other Partnership policies, and with the applicable rules and standards of the Securities and Exchange Commission, the Financial Accounting Standards Board, the New York Stock Exchange, and other similar regulatory bodies. In particular, the Chief Executive Officer, Chief Financial Officer, Comptroller and other senior

financial officers (collectively, the "Senior Officers") are responsible for full, fair, accurate, timely and understandable disclosure in the Partnership's periodic reports filed with the Securities and Exchange Commission and in the Partnership's other public documents. Required information will be communicated to management as appropriate to allow timely decisions regarding disclosure. Financial statements for external purposes will be fairly presented in conformity with accounting principles generally accepted in the United States or other applicable standards as required by law or regulation. Public statements and filings regarding the Partnership's business and financial status must be true, accurate, complete, timely, understandable and not misleading. Unrecorded funds or assets, such as "slush funds," will not be maintained. No intentionally false or fictitious entries will be made on Partnership books and records.

The Partnership will maintain internal controls to ensure that transactions are properly authorized, assets are safeguarded, operations are conducted in accordance with directives of the Sunoco Partners LLC Board of Directors and management; and financial records are reliable. All of the Partnership's books, records, accounts and financial statements must conform both to applicable legal requirements and to the Partnership's system of internal controls. The Partnership will maintain disclosure controls to ensure that required information is recorded, processed, summarized and reported as required by law and regulation and within the time periods specified.

Each Senior Officer will promptly bring to the attention of the Disclosure Review Committee any material information of which he or she may become aware that could affect such disclosures. The Chief Executive Officer and each senior financial officer shall promptly bring to the attention of the Audit/Conflicts Committee of the Sunoco Partners LLC Board of Directors any information he or she may have regarding: significant deficiencies in the design or operation of internal controls which could adversely affect the ability to record, process, summarize and report financial data; any fraud, whether material or not, that involves management or any other employee who has a significant role in financial reporting, disclosure or internal controls; or any material violation of any law, rule or regulation (including the securities laws) applicable to the Partnership or the operation of its businesses, or this Code.

3. Conflicts of interest.

A "conflict of interest" occurs when the private interest of an employee, officer, or director interferes (or even appears to interfere) in any way with that person's ability to advance the legitimate interests of the Partnership. A conflict can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Partnership work objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Partnership. Loans to, or guarantees of obligations of, such persons are of special concern. Examples of potential conflict situations may include, but are not limited to:

- serving as a director, officer, employee, partner or consultant of a present or potential supplier, customer, competitor or other business partner of the Partnership, unless the person covered by the code has made full disclosure thereof, and where necessary, has obtained appropriate approval;
- owning stock or other interest in a business described above unless such business is a publicly held and actively traded company;

- any other significant direct or indirect personal interest in a transaction involving the Company.
- acceptance of any form of compensation or payment in connection with the performance of assigned job duties or responsibilities, other than usual and customary payment by the employer for performance of such duties and responsibilities.

Employees, officers and directors must avoid all possible conflicts of interest, including any investment, interest, or association, that interferes, might interfere, or might appear to interfere, with his or her independent exercise of judgment in the Partnership's best interests. Confidential information acquired by an employee, officer, or director during the performance of his or her work must not be used for personal advantage.

Any employee, officer, or director who becomes aware of a potential, apparent or actual conflict should bring it to the attention of his/her supervisor or other appropriate personnel, in accordance with the guidelines set forth herein under the caption "Reporting and administration," and in the more specific Conflict of Interest Policy. The Partnership will take such actions as are necessary and proper to remove the conflict, which may include procedural safeguards, reassignment of job responsibilities, prohibition against continued participation in the conflicting activity, reassignment of an employee, officer, or director, removal of his or her discretion in the area of conflict, or termination. The resolution of a potential conflict situation is not a violation or waiver of this Code or the Partnership's Conflict of Interest Policy.

4. Gifts and entertainment

Employees, officers and directors must select and deal with suppliers, customers and others doing or seeking to do business with the Partnership in a completely impartial manner and be perceived by others to be acting in an impartial manner, without favor or preference based upon any considerations other than the best interests of the Partnership. Provided that they cannot be construed as bribes or payoffs, and do not violate any laws or regulations, modest non-cash gifts and reasonable entertainment, consistent with customary business practices, may be received from business associates of the Partnership. However, no employee, officer, or director (nor any immediate family member of such person), may accept, give, offer, or provide any gift, favor or entertainment of such a nature as might affect, or reasonably be perceived to affect, such person's judgment or conduct in matters involving the Partnership. Employees, officers and directors should consult the Partnership's separate, more detailed Conflict of Interest Policy for more information and reporting requirements.

5. Corporate opportunities.

Employees, officers and directors owe a duty to the Company, and/or the Partnership, to advance the legitimate interests of the Company, and/or the Partnership when the opportunity arises. As a result, employees, officers and directors are prohibited from: (a) taking for themselves personally opportunities that are discovered through the use of Partnership property, information or position; (b) using Partnership property, information, or position for personal gain; and (c) competing with the Partnership for a business opportunity, unless such competition first shall have been approved in accordance with the Partnership's Conflict of Interest Policy.

6. Confidentiality and use of inside information.

Employees, officers and directors must maintain the confidentiality of information entrusted to them by the Partnership, or its customers, and any other confidential information about the Partnership, from whatever source, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Partnership, its customers, or suppliers, if disclosed. For purposes of this Code, “confidential information” includes all non-public information relating to the Partnership. No director, officer or employee may buy or sell securities of the Partnership, or of other publicly traded companies, while in possession of material non-public information about such entities. Partnership policy and federal law also prohibit employees, officers and directors from “tipping” third parties (including spouses, relatives, and close friends) regarding material nonpublic information that he or she learns about the Partnership or other publicly traded companies during the course of employment with, or service to, the Partnership. Employees, officers and directors should consult the Partnership's separate, more detailed Insider Trading and Disclosure Policies for more information.

7. Fair dealing, competition and anti-trust.

Each employee, officer and director must endeavor to deal fairly and in good faith with the Partnership's customers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation, fraudulent behavior or any other unethical business practice. The Partnership will comply strictly with the antitrust laws of the United States and, where applicable, the antitrust or related laws of any other country.

The Partnership seeks to outperform its competition fairly and honestly, and will avoid any situation in which employees, officers or directors could be accused of conspiring with competitors or using coercive, unfair or illegal tactics on customers or suppliers in restraint of domestic or foreign commerce. Prohibited activities include, but are not limited to: arrangements or understandings to fix prices, divide markets, limit supplies, rig bids and restrict distribution channels. Stealing proprietary information, possessing trade secret information obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies also are prohibited. Employees, officers and directors should consult the Partnership's separate, more detailed Antitrust Policy for more information

8. Payments to government personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would violate Partnership policy, and also could be a criminal offense. State and local governments, as well as foreign governments, may

have similar rules. Employees, officers and directors should consult the Partnership's separate, more detailed Prohibited Payments Policy for more information

9. Protection and proper use of Partnership assets

All employees, officers and directors must protect the Partnership's assets and ensure their efficient and lawful use. Theft, carelessness and waste have a direct impact on the Partnership's profitability. Partnership assets, equipment, goods and services should be used for legitimate business purposes, although incidental personal use may be permitted. Any suspected incident of fraud, theft or improper use of Partnership assets must be reported immediately to management and investigated. All transactions must be properly authorized. Employees and officers must be aware of the limits of their authority and may not engage in transactions that exceed such limits.

10. Records retention

Each employee is expected to become familiar with the Partnership's Records Retention Policy applicable to his or her area of responsibility, and to strictly adhere to the retention guidelines set forth therein. Records should always be retained or destroyed according to applicable law and the relevant Partnership records retention schedule.

11. Compliance with laws, rules and regulations

The Partnership is committed to conducting business in accordance with all applicable laws, rules and regulations and in accordance with the highest standards of business ethics. Actions of the Partnership, its employees, officers and directors must be in compliance with all laws and regulations applicable to the Partnership and its operations. Employees, officers and directors should review and understand those, and other policies that apply to their work. In addition to the matters addressed in this Code, employees, officers and directors are required to comply with all other Partnership policies, as amended from time to time. Further information on these policies and the matters addressed in this Code, may be obtained from the General Counsel.

12. Discrimination and Harassment.

The Partnership is firmly committed to providing equal opportunity to all qualified individuals in all aspects of its hiring and promotion policies, and will not tolerate illegal discrimination or harassment of any kind. Employees will be evaluated solely on the basis of their job performance and results. Employees, officers and directors of the Partnership are expected to adhere to all applicable laws, regulations and Partnership policies relating to equal opportunity and nondiscrimination. Harassment in any form (including, but not limited to, sexual harassment) and workplace violence (including threats, threatening behavior, intimidation, assaults and similar conduct) will not be tolerated.

13. Health, Environment and Safety

Protection of health, safety and the environment is a primary goal of the Partnership. The Partnership is dedicated to continuous efforts to make its operations compatible with protecting people, property, and the environment. The Partnership is committed to working with its employees, customers, suppliers and business partners and with the communities in which it operates in order to achieve this goal. All Partnership employees are expected to discharge their duties and responsibilities in compliance with applicable law and industry standards relating to health and safety in the workplace and protection of the environment.

14. Reporting and Administration

The Partnership encourages employees to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation. Additionally, employees should report violations of laws, rules, regulations or this Code to appropriate personnel. Reporting violations of this Code is important to assure that the Partnership detects, investigates, corrects and reports violations on a timely basis, in order to prevent recurrence. Employees and officers are expected to talk to supervisors, managers or other appropriate personnel, and directors are encouraged to inform the Audit/Conflicts Committee of Sunoco Partners LLC's Board of Directors, about observed illegal or unethical behavior and when they are in doubt about the best course of action to take in a particular situation. Employees, officers and directors are expected to cooperate in internal investigations of misconduct.

Any questions regarding application of the law or the appropriateness of a particular course of conduct should be referred to the General Counsel of Sunoco Partners LLC, the Director of Human Resources of Sunoco Partners LLC, the General Auditor, or other appropriate personnel.

SUSPECTED VIOLATIONS OF LAW OR POLICY SHOULD BE REPORTED TO THE GENERAL COUNSEL OF SUNOCO PARTNERS LLC, THE DIRECTOR OF HUMAN RESOURCES OF SUNOCO PARTNERS LLC, OR THE GENERAL AUDITOR. THE PARTNERSHIP ALSO MAINTAINS A TOLL-FREE CONFIDENTIAL HOTLINE (800-228-5687) FOR EMPLOYEES TO REPORT VIOLATIONS OF LAW, THIS CODE OR OTHER PARTNERSHIP POLICIES BY OFFICERS, DIRECTORS OR EMPLOYEES. THE HOTLINE IS AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK AND CALLS MAY BE MADE ANONYMOUSLY.

The Hotline may be used to report any concerns regarding the Partnership's compliance with any law, this Code or other Partnership policy, including but not limited to those concerning financial reporting and disclosures, financial or managerial controls, accounting, internal accounting controls, or auditing matters (including concerns regarding questionable accounting or auditing matters), antitrust, discrimination, harassment, retaliation, health, environment or safety, or any impropriety by any officer, director, employee or agent of the Partnership. All issues raised regarding financial or accounting matters will be brought to the attention of the General Auditor and all significant issues related to financial matters and this Code will be brought to the attention of the Audit/Conflicts Committee of the Sunoco Partners LLC Board of Directors.

It is the Partnership's policy to provide a working environment free from retaliation based on an employee's good faith reporting or disclosing of any violation of law, this Code or other policy. Reports may be made anonymously. The Partnership will not allow retaliation for reports made in good faith. Reports of potential violations - including the identification of the reporting person - will, to the extent

practical and permitted by our legal obligations, be treated confidentially by the Partnership. No employee reporting a suspected violation will be subjected to retaliation as a result of such report. If there are any reprisals against such employee, those responsible for such reprisals will be subject to disciplinary action.

15. Waivers of the Code.

Changes in, and waivers of, this Code may be made only by the Board of Directors of Sunoco Partners LLC (or a duly authorized Committee thereof) and will be disclosed promptly, to unitholders, as required by applicable law or stock exchange regulation.

16. Enforcement

Failure to comply with this Code can have severe consequences for both the Partnership and others involved. Those who violate this Code will be subject to disciplinary action, up to and including termination of employment. Violations of this Code will be disclosed promptly, as required by applicable law or stock exchange regulation. The Partnership may seek reimbursement for loss from the responsible individual. Particular cases of individual misconduct may be referred to appropriate governmental authorities for further action. Employees, officers and directors are strongly encouraged to voluntarily report their own violations of this Code, as such cooperation will be considered in any resulting disciplinary action. Prompt reporting of any unintentional violations also will be considered.