

Sunoco LP  
Form SC 13D/A  
April 25, 2016

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 4)**

**Sunoco LP**

**(Name of Issuer)**

**Common Units Representing Limited Partner Interests**

**(Title of Class of Securities)**

**869239 103**

**(CUSIP Number)**

**Thomas E. Long**

**Chief Financial Officer**

**Energy Transfer Partners, L.P.**

**8111 Westchester Drive,**

**Suite 600**

**Dallas, Texas 75225**

**Tel: (214) 981-0700**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**March 31, 2016**

**(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

1 Name of reporting person

Heritage Holdings, Inc.

2 Check the appropriate box if a member of a group

(a): " (b): "

3 SEC use only

4 Source of funds

OO (see Item 3)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware, United States

Number of 7 Sole voting power

shares

beneficially 14,189,021 Units <sup>(1)</sup>

8 Shared voting power

owned by

each 9 Sole dispositive power

reporting

person 14,189,021 Units <sup>(1)</sup>

10 Shared dispositive power

with

11 Aggregate amount beneficially owned by each reporting person (1)

14,189,021 Units <sup>(1)</sup>

12 Check box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

14.9% Outstanding Units <sup>(2)</sup>

14 Type of reporting person

CO

(1) Consists of 14,189,021 common units representing limited partner interests in Sunoco LP.

(2) Calculated using an aggregate of 95,339,786 units outstanding as of March 31, 2016, as based on: (a) a total of 87,365,706 common units outstanding as of February 22, 2016, as disclosed by Sunoco LP in its Annual Report on Form 10-K for the year ended December 31, 2015, and (b) the issuance of an additional 5,710,922 common units to Energy Transfer Partners, L.P. ( ETP ) and 2,236,158 common units to Energy Transfer Equity, L.P. ( ETE ) on March 31, 2016, each as disclosed by Sunoco LP in its Current Report on Form 8-K filed with the SEC on April 1, 2016.

1 Name of reporting person

ETP Holdco Corporation

2 Check the appropriate box if a member of a group

(a): " (b): "

3 SEC use only

4 Source of funds

OO (see Item 3)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware, United States

7 Sole voting power

Number of

shares

18,808,703 Units <sup>(1)</sup>

beneficially

8 Shared voting power

owned by

each

14,189,021 <sup>(1)</sup>

9 Sole dispositive power

reporting

person

18,808,703 Units <sup>(1)</sup>

with

10 Shared dispositive power

14,189,021 <sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person (1)

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32,997,724 Units <sup>(1)</sup>

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

34.6% Outstanding Units <sup>(2)</sup>

14 Type of reporting person

CO

(1) Consists of 32,997,724 common units representing limited partner interests in Sunoco LP.

(2) Calculated using an aggregate of 95,339,786 units outstanding as of March 31, 2016, as based on: (a) a total of 87,365,706 common units outstanding as of February 22, 2016, as disclosed by Sunoco LP in its Annual Report on Form 10-K for the year ended December 31, 2015, and (b) the issuance of an additional 5,710,922 common units to ETP and 2,236,158 common units to ETE on March 31, 2016, each as disclosed by Sunoco LP in its Current Report on Form 8-K filed with the SEC on April 1, 2016.

1 Name of reporting person

ETC M-A Acquisition LLC

2 Check the appropriate box if a member of a group

(a): " (b): "

3 SEC use only

4 Source of funds

OO (see Item 3)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware, United States

Number of 7 Sole voting power

shares

beneficially 3,983,540 Units <sup>(1)</sup>

8 Shared voting power

owned by

each 9 Sole dispositive power

reporting

person 3,983,540 Units <sup>(1)</sup>

10 Shared dispositive power

with

11 Aggregate amount beneficially owned by each reporting person (1)

3,983,540 Units <sup>(1)</sup>

12 Check box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

4.2% Outstanding Units <sup>(2)</sup>

14 Type of reporting person

OO (Limited Liability Company)

(1) Consists of 3,983,540 common units representing limited partner interests in Sunoco LP.

(2) Calculated using an aggregate of 95,339,786 units outstanding as of March 31, 2016, as based on: (a) a total of 87,365,706 common units outstanding as of February 22, 2016, as disclosed by Sunoco LP in its Annual Report on Form 10-K for the year ended December 31, 2015, and (b) the issuance of an additional 5,710,922 common units to ETP and 2,236,158 common units to ETE on March 31, 2016, each as disclosed by Sunoco LP in its Current Report on Form 8-K filed with the SEC on April 1, 2016.



1 Name of reporting person

ETP Retail Holdings, LLC

2 Check the appropriate box if a member of a group

(a): " (b): "

3 SEC use only

4 Source of funds

OO (see Item 3)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware, United States

Number of 7 Sole voting power

shares

beneficially 6,506,404 Units

8 Shared voting power

owned by

each 9 Sole dispositive power

reporting

person 6,506,404 Units

10 Shared dispositive power

with

11 Aggregate amount beneficially owned by each reporting person (1)

6,506,404 Units <sup>(1)</sup>

12 Check box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

6.8% Outstanding Units <sup>(2)</sup>

14 Type of reporting person

OO (Limited Liability Company)

(1) Consists of 6,506,404 common units representing limited partner interests in Sunoco LP.

(2) Calculated using an aggregate of 95,339,786 units outstanding as of March 31, 2016, as based on: (a) a total of 87,365,706 common units outstanding as of February 22, 2016, as disclosed by Sunoco LP in its Annual Report on Form 10-K for the year ended December 31, 2015, and (b) the issuance of an additional 5,710,922 common units to ETP and 2,236,158 common units to ETE on March 31, 2016, each as disclosed by Sunoco LP in its Current Report on Form 8-K filed with the SEC on April 1, 2016.

1 Name of reporting person

Atlantic Refining & Marketing Corp.

2 Check the appropriate box if a member of a group

(a): " (b): "

3 SEC use only

4 Source of funds

OO (see Item 3)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Texas, United States

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

each 9 Sole dispositive power

reporting

person 10 Shared dispositive power

with

6,506,404 Units

11 Aggregate amount beneficially owned by each reporting person (1)

6,506,404 Units <sup>(1)</sup>

12 Check box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

6.8% Outstanding Units <sup>(2)</sup>

14 Type of reporting person

CO

(1) Consists of 6,506,404 common units representing limited partner interests in Sunoco LP.

(2) Calculated using an aggregate of 95,339,786 units outstanding as of March 31, 2016, as based on: (a) a total of 87,365,706 common units outstanding as of February 22, 2016, as disclosed by Sunoco LP in its Annual Report on Form 10-K for the year ended December 31, 2015, and (b) the issuance of an additional 5,710,922 common units to ETP and 2,236,158 common units to ETE on March 31, 2016, each as disclosed by Sunoco LP in its Current Report on Form 8-K filed with the SEC on April 1, 2016.

1 Name of reporting person

Sunoco, Inc. (R&M)

2 Check the appropriate box if a member of a group

(a): " (b): "

3 SEC use only

4 Source of funds

OO (see Item 3)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Pennsylvania, United States

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

each 9 Sole dispositive power

reporting

person 10 Shared dispositive power

with

6,506,404 Units <sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person (1)

6,506,404 Units <sup>(1)</sup>

12 Check box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

6.8% Outstanding Units <sup>(2)</sup>

14 Type of reporting person

CO

(1) Consists of 6,506,404 common units representing limited partner interests in Sunoco LP.

(2) Calculated using an aggregate of 95,339,786 units outstanding as of March 31, 2016, as based on: (a) a total of 87,365,706 common units outstanding as of February 22, 2016, as disclosed by Sunoco LP in its Annual Report on Form 10-K for the year ended December 31, 2015, and (b) the issuance of an additional 5,710,922 common units to ETP and 2,236,158 common units to ETE on March 31, 2016, each as disclosed by Sunoco LP in its Current Report on Form 8-K filed with the SEC on April 1, 2016.

1 Name of reporting person

Sunoco, Inc.

2 Check the appropriate box if a member of a group

(a): " (b): "

3 SEC use only

4 Source of funds

OO (see Item 3)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Pennsylvania, United States

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

each 6,506,404 Units <sup>(1)</sup>

9 Sole dispositive power

reporting

person 10 Shared dispositive power

with

with

6,506,404 Units <sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person (1)

6,506,404 Units <sup>(1)</sup>

12 Check box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

6.8% Outstanding Units <sup>(2)</sup>

14 Type of reporting person

CO

(1) Consists of 6,506,404 common units representing limited partner interests in Sunoco LP.

(2) Calculated using an aggregate of 95,339,786 units outstanding as of March 31, 2016, as based on: (a) a total of 87,365,706 common units outstanding as of February 22, 2016, as disclosed by Sunoco LP in its Annual Report on Form 10-K for the year ended December 31, 2015, and (b) the issuance of an additional 5,710,922 common units to ETP and 2,236,158 common units to ETE on March 31, 2016, each as disclosed by Sunoco LP in its Current Report on Form 8-K filed with the SEC on April 1, 2016.



1 Name of reporting person

Heritage ETC, L.P.

2 Check the appropriate box if a member of a group

(a): " (b): "

3 SEC use only

4 Source of funds

OO (see Item 3)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware, United States

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

43,487,668 Units <sup>(1)</sup>

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

43,487,668 Units <sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person (1)

43,487,668 Units <sup>(1)</sup>

12 Check box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

45.6% Outstanding Units <sup>(2)</sup>

14 Type of reporting person

PN

(1) Consists of 43,487,668 common units representing limited partner interests in Sunoco LP.

(2) Calculated using an aggregate of 95,339,786 units outstanding as of March 31, 2016, as based on: (a) a total of 87,365,706 common units outstanding as of February 22, 2016, as disclosed by Sunoco LP in its Annual Report on Form 10-K for the year ended December 31, 2015, and (b) the issuance of an additional 5,710,922 common units to ETP and 2,236,158 common units to ETE on March 31, 2016, each as disclosed by Sunoco LP in its Current Report on Form 8-K filed with the SEC on April 1, 2016.

1 Name of reporting person

Heritage ETC GP, L.L.C.

2 Check the appropriate box if a member of a group

(a): " (b): "

3 SEC use only

4 Source of funds

OO (see Item 3)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware, United States

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

43,487,668 Units <sup>(1)</sup>

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

43,487,668 Units <sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person (1)

43,487,668 Units <sup>(1)</sup>

12 Check box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

45.6% Outstanding Units <sup>(2)</sup>

14 Type of reporting person

OO (Limited Liability Company)

(1) Consists of 43,487,668 common units representing limited partner interests in Sunoco LP.

(2) Calculated using an aggregate of 95,339,786 units outstanding as of March 31, 2016, as based on: (a) a total of 87,365,706 common units outstanding as of February 22, 2016, as disclosed by Sunoco LP in its Annual Report on Form 10-K for the year ended December 31, 2015, (b) the issuance of an additional 5,710,922 common units to ETP and 2,236,158 common units to ETE on March 31, 2016, each as disclosed by Sunoco LP in its Current Report on Form 8-K filed with the SEC on April 1, 2016.

1 Name of reporting person

Energy Transfer Partners, L.P.

2 Check the appropriate box if a member of a group

(a): " (b): "

3 SEC use only

4 Source of funds

OO (see Item 3)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware, United States

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

43,487,668 Units <sup>(1)</sup>

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

43,487,668 Units <sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person (1)

43,487,668 Units <sup>(1)</sup>

12 Check box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

45.6% Outstanding Units <sup>(2)</sup>

14 Type of reporting person

PN

(1) Consists of 43,487,668 common units representing limited partner interests in Sunoco LP.

(2) Calculated using an aggregate of 95,339,786 units outstanding as of March 31, 2016, as based on: (a) a total of 87,365,706 common units outstanding as of February 22, 2016, as disclosed by Sunoco LP in its Annual Report on Form 10-K for the year ended December 31, 2015, and (b) the issuance of an additional 5,710,922 common units to ETP and 2,236,158 common units to ETE on March 31, 2016, each as disclosed by Sunoco LP in its Current Report on Form 8-K filed with the SEC on April 1, 2016.

1 Name of reporting person

Energy Transfer Partners GP, L.P.

2 Check the appropriate box if a member of a group

(a): " (b): "

3 SEC use only

4 Source of funds

OO (see Item 3)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware, United States

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

43,487,668 Units <sup>(1)</sup>

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

43,487,668 Units <sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person (1)

43,487,668 Units <sup>(1)</sup>

12 Check box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

45.6% Outstanding Units <sup>(2)</sup>

14 Type of reporting person

PN

(1) Consists of 43,487,668 common units representing limited partner interests in Sunoco LP.

(2) Calculated using an aggregate of 95,339,786 units outstanding as of March 31, 2016, as based on: (a) a total of 87,365,706 common units outstanding as of February 22, 2016, as disclosed by Sunoco LP in its Annual Report on Form 10-K for the year ended December 31, 2015, and (b) the issuance of an additional 5,710,922 common units to ETP and 2,236,158 common units to ETE on March 31, 2016, each as disclosed by Sunoco LP in its Current Report on Form 8-K filed with the SEC on April 1, 2016.



1 Name of reporting person

Energy Transfer Partners, L.L.C.

2 Check the appropriate box if a member of a group

(a): " (b): "

3 SEC use only

4 Source of funds

OO (see Item 3)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware, United States

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

43,487,668 Units <sup>(1)</sup>

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

43,487,668 Units <sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person (1)

43,487,668 Units <sup>(1)</sup>

12 Check box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

45.6% Outstanding Units <sup>(2)</sup>

14 Type of reporting person

OO (Limited Liability Company)

- (1) Consists of 43,487,668 common units representing limited partner interests in Sunoco LP.
- (2) Calculated using an aggregate of 95,339,786 units outstanding as of March 31, 2016, as based on: (a) a total of 87,365,706 common units outstanding as of February 22, 2016, as disclosed by Sunoco LP in its Annual Report on Form 10-K for the year ended December 31, 2015, and (b) the issuance of an additional 5,710,922 common units to ETP and 2,236,158 common units to ETE on March 31, 2016, each as disclosed by Sunoco LP in its Current Report on Form 8-K filed with the SEC on April 1, 2016.

1 Name of reporting person

Energy Transfer Equity, L.P.

2 Check the appropriate box if a member of a group

(a): " (b): "

3 SEC use only

4 Source of funds

OO (see Item 3)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware, United States

7 Sole voting power

Number of

shares

2,263,158 Units <sup>(1)</sup>

beneficially

8 Shared voting power

owned by

each

43,487,668 Units <sup>(1)</sup>

9 Sole dispositive power

reporting

person

2,263,158 Units <sup>(1)</sup>

with

10 Shared dispositive power

43,487,668 Units <sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person (1)

45,750,826 Units <sup>(1)</sup>

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

48.0% Outstanding Units <sup>(2)</sup>

14 Type of reporting person

PN

- (1) Consists of 45,750,826 common units representing limited partner interests in Sunoco LP. The Reporting Person may also be deemed to be the beneficial owner of the non-economic general partner interest in the Issuer and the owner of all of the incentive distribution rights in the Issuer (which represent the right to receive increasing percentages of quarterly distributions in excess of specified amounts).
- (2) Calculated using an aggregate of 95,339,786 units outstanding as of March 31, 2016, as based on: (a) a total of 87,365,706 common units outstanding as of February 22, 2016, as disclosed by Sunoco LP in its Annual Report on Form 10-K for the year ended December 31, 2015, and (b) the issuance of an additional 5,710,922 common units to ETP and 2,236,158 common units to ETE on March 31, 2016, each as disclosed by Sunoco LP in its Current Report on Form 8-K filed with the SEC on April 1, 2016.

1 Name of reporting person

LE GP, LLC

2 Check the appropriate box if a member of a group

(a): " (b): "

3 SEC use only

4 Source of funds

OO (see Item 3)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware, United States

7 Sole voting power

Number of

shares

2,263,158 Units <sup>(1)</sup>

beneficially

8 Shared voting power

owned by

each

43,487,668 Units <sup>(1)</sup>

9 Sole dispositive power

reporting

person

2,263,158 Units <sup>(1)</sup>

with

10 Shared dispositive power

43,487,668 Units <sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person (1)

45,750,826 Units <sup>(1)</sup>

12 Check box if the aggregate amount in Row (11) excludes certain shares

13 Percent of class represented by amount in Row (11)

48.0% Outstanding Units <sup>(2)</sup>

14 Type of reporting person

OO (Limited Liability Company)

- (1) Consists of 45,750,826 common units representing limited partner interests in Sunoco LP. The Reporting Person may also be deemed to be the indirect beneficial owner of the non-economic general partner interest in the Issuer and the indirect owner of all of the incentive distribution rights in the Issuer (which represent the right to receive increasing percentages of quarterly distributions in excess of specified amounts).
- (2) Calculated using an aggregate of 95,339,786 units outstanding as of March 31, 2016, as based on: (a) a total of 87,365,706 common units outstanding as of February 22, 2016, as disclosed by Sunoco LP in its Annual Report on Form 10-K for the year ended December 31, 2015, and (b) the issuance of an additional 5,710,922 common units to ETP and 2,236,158 common units to ETE on March 31, 2016, each as disclosed by Sunoco LP in its Current Report on Form 8-K filed with the SEC on April 1, 2016.

1 Name of reporting person

Kelcy L. Warren

2 Check the appropriate box if a member of a group

(a): " (b): "

3 SEC use only

4 Source of funds

OO (see Item 3)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

United States of America

Number of 7 Sole voting power

shares

beneficially 8 Shared voting power

owned by

45,750,826 Units <sup>(1)</sup>

each 9 Sole dispositive power

reporting

10 Shared dispositive power

person

with

45,750,826 Units <sup>(1)</sup>

11 Aggregate amount beneficially owned by each reporting person (1)

45,750,826 Units <sup>(1)</sup>

12 Check box if the aggregate amount in Row (11) excludes certain shares "

13 Percent of class represented by amount in Row (11)

48.0% Outstanding Units <sup>(2)</sup>

14 Type of reporting person

IN

- (1) Consists of 45,750,826 common units representing limited partner interests in Sunoco LP. The Reporting Person may also be deemed to be the indirect beneficial owner of the non-economic general partner interest in the Issuer and the indirect owner of all of the incentive distribution rights in the Issuer (which represent the right to receive increasing percentages of quarterly distributions in excess of specified amounts).
- (2) Calculated using an aggregate of 95,339,786 units outstanding as of March 31, 2016, as based on: (a) a total of 87,365,706 common units outstanding as of February 22, 2016, as disclosed by Sunoco LP in its Annual Report on Form 10-K for the year ended December 31, 2015, and (b) the issuance of an additional 5,710,922 common units to ETP and 2,236,158 common units to ETE on March 31, 2016, each as disclosed by Sunoco LP in its Current Report on Form 8-K filed with the SEC on April 1, 2016.



### SCHEDULE 13D

Explanatory Note: This Amendment No. 4 (this Amendment) to the Schedule 13D originally filed on October 5, 2012 by certain of the Reporting Persons (as such term is defined below) (as amended by the Amendment, the Schedule 13D) is being filed to reflect (i) the contribution by ETP Retail Holdings, LLC, a Delaware limited liability company, to Sunoco LP, a Delaware limited partnership (the Issuer or SUN), of (a) 100% of the issued and outstanding membership interests in Sunoco Retail, LLC, a Delaware limited liability company, and (b) the remaining 68.42% membership interests in Sunoco, LLC, a Delaware limited liability company, in exchange for cash and common units representing limited partner interests of the Issuer and (ii) the issuance of common units representing limited partner interests of the Issuer in a private placement to Energy Transfer Equity, L.P. a Delaware limited partnership, each as more fully described in Item 3.

The Reporting Persons named in Item 2 below are hereby jointly filing this Amendment because, due to certain affiliations and relationships among the Reporting Persons, such Reporting Persons may be deemed to beneficially own some or all of the same securities from the Issuer (as such term is defined below) deemed to be beneficially owned by one or more of the Reporting Persons. In accordance with Rule 13d-1(k)(1)(iii) promulgated pursuant to the Securities Exchange Act of 1934, as amended, the Reporting Persons named in Item 2 below have executed a written agreement relating to the joint filing of this Amendment (the Joint Filing Agreement), a copy of which is attached as Exhibit A to this Schedule 13D/A and is incorporated by reference herein.

#### Item 1. Security and Issuer

This Amendment relates to the common units representing limited partner interests of the Issuer (the Common Units). The address of the principal executive offices of the Issuer is 555 East Airtex Drive, Houston, Texas 77073.

#### Item 2. Identity and Background

(a)-(c) This Amendment is being filed jointly by:

- (i) Heritage Holdings, Inc., a Delaware corporation ( HHI );
- (ii) ETP Holdco Corporation, a Delaware corporation ( ETP Holdco );
- (iii) ETC M-A Acquisition LLC, a Delaware limited liability company ( ETC M-A );
- (iv) Atlantic Refining & Marketing Corp., a Delaware corporation ( Atlantic R&M );
- (v) ETP Retail Holdings, LLC, a Delaware limited liability company ( ETP Retail );
- (vi) Sunoco, Inc. (R&M), a Pennsylvania corporation ( Sunoco R&M );

(vii) Sunoco, Inc., a Pennsylvania corporation ( Sunoco, Inc. );

(viii) Heritage ETC, L.P., a Delaware limited partnership ( Heritage ETC );

- (ix) Heritage ETC GP, L.L.C., a Delaware limited liability company ( Heritage ETC GP );
- (x) Energy Transfer Partners, L.P., a Delaware limited partnership ( ETP );
- (xi) Energy Transfer Partners GP, L.P., a Delaware limited partnership ( ETP GP );
- (xii) Energy Transfer Partners, L.L.C., a Delaware limited liability company ( ETP LLC );
- (xiii) Energy Transfer Equity, L.P., a Delaware limited partnership ( ETE );
- (xiv) LE GP, LLC, a Delaware limited liability company ( LE GP ); and
- (xv) Kelcy L. Warren, a United States citizen ( Warren ).

The entities and persons referred to in clauses (i) through (xv) above are collectively referred to as the Reporting Persons.

- (i) The principal business of HHI is to hold equity interests in Sunoco, Inc. and other entities. ETP Holdco is the sole stockholder of HHI.
- (ii) The principal business of ETP Holdco is to hold equity interests in HHI, Sunoco, Inc. and other entities.
- (iii) The principal business of ETC M-A is to hold equity interests in SUN.
- (iv) ETP Retail owns equity interests in ETC M-A and other subsidiaries. The principal business of ETP Retail is to hold equity interests in ETC M-A and other subsidiaries.
- (v) Atlantic R&M holds membership interests in ETP Retail. The principal business of Atlantic R&M is to hold equity interest in ETP Retail.
- (vi) Sunoco R&M owns membership interests in ETP Retail. The principal business of Sunoco R&M is to hold membership interests in ETP Retail.
- (vii) Sunoco, Inc. is the sole stockholder of Sunoco R&M and Atlantic R&M. The principal business of Sunoco, Inc. is to hold equity interests in Sunoco R&M, Atlantic R&M and other subsidiaries.

- (viii) Heritage ETC is the sole stockholder of ETP Holdco. The principal business of Heritage ETC is to hold equity interests in ETP Holdco and other entities.
  
- (ix) Heritage ETC GP is the general partner of Heritage ETC. The principal business of Heritage ETC GP is to hold the general partner interest in Heritage ETC.

- (x) ETP is the sole member of Heritage ETC GP and the holder of a 99.999% limited partner interest in Heritage ETC. ETP is the direct or indirect parent of each of HHI, ETP Holdco, ETC M-A, ETP Retail, Sunoco R&M, Atlantic R&M and Sunoco, Inc. The principal business of ETP is to provide midstream services to producers and consumers of natural gas, NGLs, crude oil and refined products through its subsidiaries.
- (xi) ETP GP is the general partner of ETP. The principal business of ETP GP is to serve as the general partner of ETP.
- (xii) ETP LLC is the general partner of ETP GP. The principal business of ETP LLC is to serve as the general partner of ETP GP.
- (xiii) ETE is the sole member of ETP LLC. The principal business of ETE is to hold equity interests in its subsidiaries and to acquire interests in other publicly traded partnerships, and to pursue certain opportunities to acquire or construct natural gas and liquids midstream or transportation assets.
- (xiv) LE GP is the general partner of ETE and manages and directs all of ETE's activities through LE GP's board of directors. The members of LE GP have the authority to appoint and remove LE GP's directors.
- (xv) Warren is the Chief Executive Officer of ETP. Warren owns 81.2% of LE GP.

The principal office of each of the Reporting Persons is located at 8111 Westchester Drive, Suite 600, Dallas, Texas 75225.

Attached as Appendix A is information concerning the directors and executive officers of ETP LLC, LE GP, HHI, ETP Holdco, ETC M-A, ETP Retail, Sunoco R&M, Atlantic R&M, Sunoco, Inc., and Heritage ETC GP (the Listed Persons) as to which such information is required to be disclosed in response to Item 2 and General Instruction C to Schedule 13D.

(d) During the last five years, none of the Reporting Persons or, to the knowledge of the Reporting Persons, the Listed Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons or, to the knowledge of the Reporting Persons, the Listed Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.

(f) All of the persons listed in this Item 2, including those listed on Appendix A, are citizens of the United States of America.

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

ETP Retail acquired 5,710,922 Common Units as a result of the Contribution Transaction (as defined below). ETE acquired 2,236,158 Common Units as a result of the PIPE Transaction (as defined below).

**The Contribution Transaction**

On March 31, 2016, ETP Retail completed the previously announced contribution contemplated by the Contribution

---

Agreement, dated as of November 15, 2015 (the Contribution Agreement ), by and among SUN, Sunoco GP LLC ( SUN GP ), Sunoco, LLC ( Sunoco LLC ), Sunoco, Inc., ETP Retail and, solely with respect to certain provisions, ETP. Pursuant to the terms of the Contribution Agreement, SUN acquired from ETP Retail, effective January 1, 2016, (a) 100% of the issued and outstanding membership interests of Sunoco Retail, LLC (the SUN Retail Interests ), and (b) the remaining 68.42% of the issued and outstanding membership interests in Sunoco LLC (the SUN LLC Interests ), and together with the SUN Retail Interests, the Acquired Interests ). As a result of this transaction (the Contribution Transaction ), SUN now owns 100% of Sunoco LLC. Pursuant to the terms of the Contribution Agreement, ETP guaranteed all of the obligations of ETP Retail under the Contribution Agreement.

Subject to the terms and conditions of the Contribution Agreement, upon the closing of the Contribution Transaction, in exchange for the contribution by ETP Retail of the Acquired Interests, SUN paid to ETP Retail approximately \$2.2 billion in cash, including certain working capital adjustments, and issued to ETP Retail 5,710,922 Common Units (the Unit Consideration ). The Unit Consideration issued to ETP Retail as partial consideration for the Contribution Transaction was issued and sold in a private transaction exempt from registration under Section 4(a)(2) of the Securities Act of 1933, as amended.

A copy of the Contribution Agreement was filed as Exhibit 2.1 to the Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on November 16, 2015 and is incorporated herein by reference.

#### **The PIPE Transaction**

ON March 31, 2016, SUN completed the previously announced sale contemplated by the Common Unit Purchase Agreement, dated as of November 15, 2015, by and between SUN and ETE (the Purchase Agreement ), of 2,263,158 Common Units (the PIPE Common Units ) in a private placement to ETE at a purchase price of \$31.00 per Common Unit, as adjusted by a \$2.50 per Common Unit purchase price adjustment (the PIPE Transaction ). In connection with the closing of the PIPE Transaction, SUN entered into a registration rights agreement, dated as of March 31, 2016 (the Registration Rights Agreement ) with ETE. Pursuant to the Registration Rights Agreement, SUN is required to file a shelf registration statement to register the PIPE Common Units, upon the request of the holders of a majority of the then-outstanding PIPE Common Units. SUN shall use its reasonable best efforts to file the registration statement within 45 days of any such request and cause it to be effective as soon as reasonably practicable thereafter, subject to certain exceptions.

A copy of the Purchase Agreement was filed as Exhibit 10.2 to the Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on November 16, 2015 and is incorporated herein by reference. A copy of the Registration Rights Agreement was filed as Exhibit 4.1 to the Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on April 1, 2016 and is incorporated herein by reference.

#### **Item 4. Purpose of Transaction**

The information set forth or incorporated in Item 3 is incorporated herein by reference.

- (a) The Reporting Persons may make additional purchases of securities of the Issuer either in the open market or in private transactions depending on the Reporting Person's business, prospects and financial condition, the market for securities of the Issuer, general economic conditions, stock market conditions and other future developments.

(b) None.

(c) None.

(d) None.

(e) ETE, as indirect owner of the general partner of the Issuer, may cause the Issuer to change its dividend policy or its capitalization, through the issuance of debt or equity securities, from time to time in the future. ETE, however, has no current intention of changing the present capitalization or dividend policy of the Issuer.



(f) None.

(g) None.

(h) None.

(i) None.

(j) None.

Except as set forth in this Amendment, the Reporting Persons have no present plans which relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons may change their plans or proposals in the future. In determining from time to time whether to sell the Common Units reported as beneficially owned in this Amendment (and in what amounts) or to retain such securities, the Reporting Persons will take into consideration such factors as they deem relevant, including the business and prospects of the Issuer, anticipated future developments concerning the Issuer, existing and anticipated market conditions from time to time, general economic conditions, regulatory matters and other opportunities available to the Reporting Persons. The Reporting Persons reserve the right to acquire additional securities of the Issuer in the open market, in privately negotiated transactions (which may be with the Issuer or with third parties) or otherwise, to dispose of all or a portion of their holdings of securities of the Issuer or to change their intention with respect to any or all of the matters referred to in this Item 4.

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

(a) - (b) The information in the cover pages of this Schedule 13D is incorporated into this Item 5 by reference.

(c) To the knowledge of the Reporting Persons, there have been no reportable transactions with respect to the Common Units within the last 60 days by the Reporting Persons, except as described in this Amendment.

(d) To the knowledge of the Reporting Persons, no person, other than the Reporting Persons, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Units covered by this Amendment.

(e) Not applicable.

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

The information set forth or incorporated in Item 3 is incorporated herein by reference.

There are no other contracts, arrangements, understandings or relationships with respect to any securities of the Issuer that require disclosure under this Item.

**Item 7. Material to Be Filed as Exhibits**

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- Exhibit A: Joint Filing Agreement and Power of Attorney dated April 9, 2015 (previously filed).
- Exhibit B: First Amended and Restated Agreement of Limited Partnership of Sunoco LP (previously filed).
- Exhibit C: Amended and Restated Limited Liability Company Agreement of Sunoco GP LLC (previously filed).
- Exhibit D: Contribution Agreement by and among Susser Petroleum Partners LP, Susser Petroleum Partners GP LLC, Susser Holdings Corporation, Susser Holdings, L.L.C., Stripes LLC and Susser Petroleum Company LLC, dated September 25, 2012 (previously filed).

- Exhibit E: Contribution Agreement by and among Mid-Atlantic Convenience Stores, LLC, ETC M-A Acquisition LLC, Susser Petroleum Partners LP and Energy Transfer Partners, L.P., dated September 25, 2014 (previously filed).
- Exhibit F: Contribution Agreement by and among Sunoco, LLC, ETP Retail Holdings, LLC, Sunoco LP and Energy Transfer Partners, L.P., dated March 23, 2015 (previously filed).
- Exhibit G: Contribution Agreement by and among Susser Holdings Corporation, Heritage Holdings, Inc., ETP Holdco Corporation, Sunoco LP, Sunoco GP LLC and ETP, dated July 14, 2015 (previously filed).
- Exhibit H: Contribution Agreement by and among Sunoco LP, Sunoco GP LLC, Sunoco, LLC, Sunoco, Inc., ETP Retail Holdings, LLC and Energy Transfer Partners, L.P., dated November 15, 2015 (previously filed).
- Exhibit I: Amendment No. 1 to First Amended and Restated Agreement of Limited Partnership of Sunoco LP (previously filed).
- Exhibit J: Amendment No. 2 to First Amended and Restated Agreement of Limited Partnership of Sunoco LP (previously filed).
- Exhibit K: Common Unit Purchase Agreement, dated as of November 15, 2015, by and between Sunoco LP and Energy Transfer Equity, L.P. (previously filed).
- Exhibit L: Registration Rights Agreement, dated as of March 31, 2016, by and between Sunoco LP and Energy Transfer Equity, L.P. (previously filed).

**Signatures**

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

Date: April 25, 2016

**HERITAGE HOLDINGS, INC.**

By: /s/ William J. Healy  
Name: William J. Healy  
Title: Attorney-in-Fact

**ETP HOLDCO CORPORATION**

By: /s/ William J. Healy  
Name: William J. Healy  
Title: Attorney-in-Fact

**ETC M-A ACQUISITION LLC**

By: /s/ William J. Healy  
Name: William J. Healy  
Title: Attorney-in-Fact

**ATLANTIC REFINING & MARKETING  
CORP.**

By: /s/ Arnold Dodderer  
Name: Arnold Dodderer  
Title: Attorney-in-Fact

**ETP RETAIL HOLDINGS, LLC**

By: /s/ William J. Healy  
Name: William J. Healy  
Title: Attorney-in-Fact

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

By: /s/ William J. Healy  
Name: William J. Healy  
Title: Attorney-in-Fact

**SUNOCO, INC.**

By: /s/ William J. Healy  
Name: William J. Healy

Title: Attorney-in-Fact

**HERITAGE ETC, L.P.**

By: Heritage ETC GP, L.L.C., its general partner

By: /s/ William J. Healy  
Name: William J. Healy  
Title: Attorney-in-Fact

**HERITAGE ETC GP, L.L.C.**

By: /s/ William J. Healy  
Name: William J. Healy  
Title: Attorney-in-Fact

**ENERGY TRANSFER PARTNERS, L.P.**

By: Energy Transfer Partners GP, L.P., its general partner

By: Energy Transfers Partners, L.L.C., its general partner

By: /s/ William J. Healy  
Name: William J. Healy  
Title: Attorney-in-Fact

**ENERGY TRANSFER PARTNERS GP, L.P.**

By: Energy Transfer Partners, L.L.C., its general partner

By: /s/ William J. Healy  
Name: William J. Healy  
Title: Attorney-in-Fact

**ENERGY TRANSFER PARTNERS, L.L.C.**

By: /s/ William J. Healy  
Name: William J. Healy  
Title: Attorney-in-Fact

**ENERGY TRANSFER EQUITY, L.P.**

By: LE GP, LLC, its general partner

By: /s/ William J. Healy  
Name: William J. Healy  
Title: Attorney-in-Fact

**LE GP, LLC**

By: /s/ William J. Healy

Name: William J. Healy

Title: Attorney-in-Fact

**KELCY L. WARREN**

By: /s/ William J. Healy, as

Attorney-in-Fact

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**APPENDIX A**
**DIRECTORS AND EXECUTIVE OFFICERS**

The following tables set forth the names, positions and present principal occupations or employment and business addresses of the directors and executive officers of ETP LLC, LE GP, HHI, ETP Holdco, Heritage ETC GP, ETP Retail, ETC M-A, Sunoco R&M, Atlantic R&M and Sunoco, Inc. All the individuals listed below are citizens of the United States.

**ETP LLC:**

| Name and Business Address  | Capacity in Which Serves   | Principal Occupation   |
|--|--|--|
| Kelcy L. Warren<br>8111 Westchester Drive, Suite<br>600<br>Dallas, TX 75225  | <b>ETP LLC</b><br>Chairman of the Board and<br>Chief Executive Officer | Chairman and Chief Executive<br>Officer of Energy Transfer<br>Partners, L.L.C. and Chairman of<br>LE GP, LLC         |
| Thomas E. Long<br>8111 Westchester Drive, Suite<br>600<br>Dallas, TX 75225   | Chief Financial Officer  | Group Chief Financial Officer of<br>LE GP, LLC and Chief Financial<br>Officer of Energy Transfer<br>Partners, L.L.C. |
| Ted Collins, Jr.<br>8111 Westchester Drive, Suite<br>600<br>Dallas, TX 75225 | Director   | President of Collins & Ware Inc.   |
| Michael K. Grimm<br>8111 Westchester Drive, Suite<br>600<br>Dallas, TX 75225 | Director   | President of and Chief Executive<br>Officer of Rising Star Energy,<br>L.L.C.   |
| James R. Perry<br>8111 Westchester Drive, Suite<br>600<br>Dallas, TX 75225   | Director   | Former Governor of Texas   |
| Marshall S. McCrea, III<br>Dallas, TX 75225                                  | Director   |  |



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8111 Westchester Drive, Suite  
600

Dallas, TX 75225

James M. Wright

General Counsel

Group Chief Operating Officer  
and Chief Commercial Officer of  
LE GP, LLC

General Counsel of Energy  
Transfer Partners, L.L.C.

8111 Westchester Drive, Suite  
600

Dallas, TX 75225

David K. Skidmore

Director

President of Skidmore  
Exploration Inc.

8111 Westchester Drive, Suite  
600

Dallas, TX 75225

Matthew S. Ramsey

President, Chief Operating Officer and  
Director

President & Chief Operating  
Officer of Energy Transfer  
Partners, L.L.C.

8111 Westchester Drive, Suite  
600

Dallas, TX 75225

Bradford D. Whitehurst

Executive Vice President    Head of Tax

Executive Vice President    Head of  
Tax of LE GP, LLC

8111 Westchester Drive, Suite  
600

Dallas, TX 75225

**LE GP:**

| <b>Name and Business Address</b>  | <b>Capacity in Which Serves</b>   | <b>LE GP</b> | <b>Principal Occupation</b>   |
|---|---|--------------|---|
| John W. McReynolds<br>8111 Westchester Drive, Suite<br>600<br>Dallas, TX 75225      | Director and President  |              | President of LE GP, LLC   |
| Kelcy L. Warren<br>8111 Westchester Drive, Suite<br>600<br>Dallas, TX 75225         | Director and Chairman of the Board                                      |              | Chairman and Chief Executive<br>Officer and Energy Transfer<br>Partners, L.L.C. and Chairman of<br>LE GP, LLC |
| William P. Williams<br>8111 Westchester Drive, Suite<br>600<br>Dallas, TX 75225     | Director  |              | Retired Vice President of<br>Measurement, Energy Transfer<br>Partners, L.L.C.                                 |
| Marshall S. McCrea, III<br>8111 Westchester Drive, Suite<br>600<br>Dallas, TX 75225 | Group Chief Operating Officer, Chief<br>Commercial Officer and Director |              | Group Chief Operating Officer<br>and Chief Commercial Officer of<br>LE GP, LLC                                |
| Matthew S. Ramsey<br>8111 Westchester Drive, Suite<br>600<br>Dallas, TX 75225       | Director  |              | President and Chief Operating<br>Officer of Energy Transfer<br>Partners, L.L.C.                               |
| K. Rick Turner<br>8111 Westchester Drive, Suite<br>600<br>Dallas, TX 75225          | Director  |              | Director of Sunoco GP LLC and<br>Managing Director of Altos<br>Energy Partners, LLC                           |
| Thomas P. Mason<br>8111 Westchester Drive, Suite<br>600<br>Dallas, TX 75225         | Executive Vice President and General<br>Counsel                         |              | Executive Vice President and<br>General Counsel of LE GP, LLC   |

8111 Westchester Drive, Suite  
600

Dallas, TX 75225

Thomas E. Long

Group Chief Financial Officer

Group Chief Financial Officer of  
LE GP, LLC and Chief Financial  
Officer of Energy Transfer  
Partners, L.L.C.

8111 Westchester Drive, Suite  
600

Dallas, TX 75225

Bradford D. Whitehurst

Executive Vice President    Head of Tax

Executive Vice President    Head of  
Tax of LE GP, LLC

8111 Westchester Drive, Suite  
600

Dallas, TX 75225

**HHI:**

| <b>Capacity in Which Serves</b>  |   |   |
|--|---|---|
| <b>Name and Business Address</b>   | <b>Heritage Holdings</b>                                | <b>Principal Occupation</b>   |
| Kelcy L. Warren<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225         | Chief Executive Officer<br>and Director                 | Chairman and Chief Executive<br>Officer and Energy Transfer<br>Partners, L.L.C. and Chairman of<br>LE GP, LLC |
| Marshall S. McCrea, III<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225 | President and Chief Operating Officer                   | President and Chief Operating<br>Officer of Energy Transfer<br>Partners, L.L.C.                               |
| Gregory F. Brazaitis<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225    | Chief Compliance Officer                                | Chief Compliance Officer of<br>Energy Transfer Partners, L.L.C.   |
| Thomas P. Mason<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225         | Senior Vice President,<br>General Counsel and Secretary | Executive Vice President and<br>General Counsel of LE GP, LLC   |

**ETP Holdco:**

| <b>Capacity in Which Serves</b>  |  |   |
|--|--|---|
| <b>Name and Business Address</b>   | <b>ETP Holdco</b>                                    | <b>Principal Occupation</b>   |
| Kelcy L. Warren<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225         | Chief Executive Officer and Director                 | Chairman and Chief Executive<br>Officer and Energy Transfer<br>Partners, L.L.C. and Chairman of<br>LE GP, LLC |
| Marshall S. McCrea, III<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225 | President, Chief Operating Officer and<br>Director   | Group Chief Operating Officer<br>and Chief Commercial Officer of<br>LE GP, LLC                                |
| Thomas P. Mason  | Senior Vice President,<br>General Counsel, Secretary | Executive Vice President and<br>General Counsel of LE GP, LLC   |

8111 Westchester Drive, Suite 600  
 Dallas, TX 75225

and Director

John W. McReynolds

Director

President of LE GP, LLC

8111 Westchester Drive, Suite 600

Dallas, TX 75225

**ETC M-A:**

**Capacity in Which Serves**

**Name and Business Address**

**ETC**

**Principal Occupation**

Robert W. Owens

Chief Executive Officer

President and Chief Executive  
 Officer of Sunoco GP LLC

8111 Westchester Drive, Suite 600

Dallas, TX 75225

Marshall S. McCrea III

President and  
 Chief Operating Officer

Group Chief Operating Officer and  
 Chief Commercial Officer of LE GP,  
 LLC

8111 Westchester Drive, Suite 600

Dallas, TX 75225

Arnold D. Dodderer

General Counsel and Vice President

General Counsel of Sunoco, Inc.

8111 Westchester Drive, Suite 600

Dallas, TX 75225

**Atlantic R&M:**

| <b>Name and Business Address</b>  | <b>Capacity in Which Serves</b> |   |
|---|---------------------------------|---|
|   | <b>Atlantic R&amp;M</b>         | <b>Principal Occupation</b>   |
| Robert W. Owens<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225    | President and Director          | President and Chief Executive Officer of Sunoco GP LLC                |
| Cynthia A. Archer<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225  | Vice President and Director     | Executive Vice President and Chief Marketing Officer of Sunoco GP LLC |
| Blake Heinemann<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225    | Vice President and Director     | Executive Vice President - Retail Operations East of Sunoco GP LLC    |
| Arnold D. Dodderer<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225 | General Counsel and Secretary   | General Counsel of Sunoco, Inc.                                       |

**Heritage ETC GP:**

| <b>Name and Business Address</b>   | <b>Capacity in Which Serves</b>                      |   |
|--|--|---|
|  | <b>Heritage ETC GP</b>                               | <b>Principal Occupation</b>   |
| Kelcy L. Warren<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225         | Chief Executive Officer and Manager                  | Chairman and Chief Executive Officer of Energy Transfer Partners, L.L.C. and Chairman of LE GP, LLC |
| Marshall S. McCrea, III<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225 | President and Chief Operating Officer                | Group Chief Operating Officer and Chief Commercial Officer of LE GP, LLC                            |
| Thomas P. Mason  | Senior Vice President, General Counsel and Secretary | Executive Vice President and General Counsel of LE GP, LLC  |

8111 Westchester Drive, Suite 600

Dallas, TX 75225

Gregory F. Brazaitis

Chief Compliance Officer

Chief Compliance Officer of  
Energy Transfer Partners, L.L.C.

8111 Westchester Drive, Suite 600

Dallas, TX 75225

**ETP Retail:**

| <b>Name and Business Address</b>  | <b>Capacity in Which Serves</b>               | <b>Principal Occupation</b>  |
|---|---|--|
| Robert W. Owens<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225    | <b>ETP Retail</b><br>President and Manager    | President and Chief Executive Officer of Sunoco GP LLC                             |
| Arnold D. Dodderer<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225 | Vice President, General Counsel and Secretary | General Counsel of Sunoco, Inc.  |
| Karl R. Fails<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225      | Manager                                       | Senior Vice President, Supply and Trading of Sunoco, LLC                           |
| Boyd E. Foster<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225     | Manager                                       | Executive Vice President, Manufacturing and Business Development, of Sunoco GP LLC |

**Sunoco (R&M):**

| <b>Name and Business Address</b>  | <b>Capacity in Which Serves</b>                        | <b>Principal Occupation</b>                            |
|---|--|--|
| Robert W. Owens<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225    | <b>Sunoco (R&amp;M)</b><br>President and Sole Director | President and Chief Executive Officer of Sunoco GP LLC |
| Arnold D. Dodderer<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225 | General Counsel and Secretary                          | General Counsel of Sunoco, Inc.                        |



**Sunoco, Inc.:**

| <b>Name and Business Address</b>  | <b>Capacity in Which Serves</b>   | <b>Principal Occupation</b>  |
|---|---|--|
| Thomas P. Mason<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225        | <b>Sunoco, Inc.</b><br>Director, Senior Vice President and<br>Corporate Secretary | Executive Vice President and<br>General Counsel of LE GP, LLC  |
| Robert W. Owens<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225        | Chief Executive Officer   | President and Chief Operating<br>Officer of Sunoco GP LLC  |
| Marshall S. McCrea III<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225 | Director  | Group Chief Operating Officer<br>and Chief Commercial Officer of<br>LE GP, LLC                               |
| John W. McReynolds<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225     | Director  | President of LE GP, LLC  |
| Kelcy L. Warren<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225        | Director  | Chairman and Chief Executive<br>Officer of Energy Transfer<br>Partners, L.L.C. and Chairman of<br>LE GP, LLC |
| Arnold D. Dodderer<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225     | General Counsel and<br>Assistant Secretary  | General Counsel of Sunoco, Inc.  |
| Christopher Curia<br>8111 Westchester Drive, Suite 600<br>Dallas, TX 75225      | Senior Vice President -<br>Human Resources  | Executive Vice President and<br>Chief Human Resources Officer<br>of Energy Transfer Partners,<br>L.L.C.      |
| Robert M. Kerrigan<br>8111 Westchester Drive, Suite 600                         | Vice President - Human Resources and<br>Administration                            | Vice President - Human<br>Resources and Administration of<br>Energy Transfer Partners, L.L.C.                |

Dallas, TX 75225