

Energy Transfer Operating, L.P.

Form S-4

February 25, 2019

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As filed with the Securities and Exchange Commission on February 25, 2019

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ENERGY TRANSFER OPERATING, L.P.
SUNOCO LOGISTICS PARTNERS OPERATIONS L.P.

(Exact Name of Registrant as Specified in its Charter)

Delaware
Delaware

4610
4610

73-1493906
23-3102657

**(State or other jurisdiction of
Incorporation or Organization)** **(Primary Standard Industrial
Classification Code Number)** **(I.R.S. Employer
Identification Number)**
8111 Westchester Drive, Suite 600

Dallas, Texas 75225

(214) 981-0700

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Thomas E. Long

Chief Financial Officer

Energy Transfer Operating, L.P.

8111 Westchester Drive, Suite 600

Dallas, Texas 75225

(214) 981-0700

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

William N. Finnegan IV

Debbie P. Yee

Latham & Watkins LLP

811 Main Street, Suite 3700

Houston, Texas 77002

(713) 546-5400

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effectiveness of this registration statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company
		Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

	Amount	Proposed maximum offering price	Proposed maximum aggregate offering price⁽¹⁾	Amount of registration fee⁽²⁾
Title of each class of securities to be registered	to be registered⁽¹⁾	per note		

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7.500% Senior Notes due 2020 Guarantees of 7.500% Senior Notes due 2020 ⁽³⁾	\$1,187,032,000	100%	\$1,187,032,000	\$143,868.28
4.250% Senior Notes due 2023 Guarantees of 4.250 % Senior Notes due 2023 ⁽³⁾	\$1,000,000,000	100%	\$1,000,000,000	\$121,200.00
5.875% Senior Notes due 2024 Guarantees of 5.875% Senior Notes due 2024 ⁽³⁾	\$1,150,000,000	100%	\$1,150,000,000	\$139,380.00
5.500% Senior Notes due 2027 Guarantees of 5.500% Senior Notes due 2027 ⁽³⁾	\$1,000,000,000	100%	\$1,000,000,000	\$121,200.00
Total	\$4,337,032,000	N/A	\$4,337,032,000	\$525,648.28

- (1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(f) of the Securities Act of 1933, as amended (the Securities Act).
- (2) Calculated by multiplying the proposed maximum aggregate offering price by 0.0001212.
- (3) No separate consideration will be received for the guarantees, and no separate fee is payable pursuant to Rule 457(a) of the rules and regulations under the Securities Act.

Each Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. Neither we nor SXL Opco may issue the securities described herein until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED FEBRUARY 25, 2019

PROSPECTUS

ENERGY TRANSFER OPERATING, L.P.

Offers to Exchange

Any and All Outstanding Notes Issued by Energy Transfer LP as listed below for up to \$4,337,032,000 Aggregate Principal Amount of New Notes Issued by Energy Transfer Operating, L.P. and Related Guarantees

and

Solicitation of Consents to Amend the Indentures Governing Outstanding Notes Issued by Energy Transfer LP

Upon the terms and subject to the conditions set forth in this prospectus (as it may be supplemented and amended from time to time, this prospectus), Energy Transfer Operating, L.P. (formerly Energy Transfer Partners, L.P.) (ETO, we, our and us) is offering to exchange (each, an Exchange Offer and, collectively, the Exchange Offers) any and all validly tendered (and not validly withdrawn) and accepted notes issued by Energy Transfer LP (formerly Energy Transfer Equity, L.P.) (ET) for notes to be issued by ETO and guaranteed by its subsidiary, Sunoco Logistics Partners Operations L.P. (SXL Opco) as described, and for the consideration summarized, in the table below. We refer to the series of notes previously issued by ET and listed in the table below collectively as the Existing ET Notes, and the series of notes to be issued by us and listed in the table below collectively as the New ETO Notes.

Title of Series of Existing ET Notes/CUSIP Number(s)	Aggregate Principal Amount Outstanding	Series of Notes to be Issued by ETO	Exchange Consideration (Principal Amount of New	Early Tender Premium⁽¹⁾ of New	Total Exchange Consideration⁽²⁾ (Principal Amount
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			ETO Notes)	ETO Notes)	of New ETO Notes)
7.500% Senior Notes due 2020 (the Existing ET 2020 Notes) / 29273VAC4	\$ 1,187,032,000	7.500% Notes due 2020 (the New ETO 2020 Notes)	\$ 970	\$ 30	\$ 1,000
4.250% Senior Notes due 2023 (the Existing ET 2023 Notes) / 29273VAG5	\$ 1,000,000,000	4.250% Notes due 2023 (the New ETO 2023 Notes)	\$ 970	\$ 30	\$ 1,000
5.875% Senior Notes due 2024 (the Existing ET 2024 Notes) / 29273VAD2 / 29273VAE0	\$ 1,150,000,000	5.875% Notes due 2024 (the New ETO 2024 Notes)	\$ 970	\$ 30	\$ 1,000
5.500% Senior Notes due 2027 (the Existing ET 2027 Notes) / 29273VAF7	\$ 1,000,000,000	5.500% Notes due 2027 (the New ETO 2027 Notes)	\$ 970	\$ 30	\$ 1,000

(1) For each \$1,000 principal amount of Existing ET Notes accepted for exchange.

(2) Includes Early Tender Premium (as defined herein).

In exchange for each \$1,000 principal amount of Existing ET Notes that is validly tendered at or prior to 5:00 p.m., New York City time, on March 8, 2019, unless extended (such date and time with respect to an Exchange Offer and Consent Solicitation (as defined herein), as the same may be extended for such Exchange Offer and Consent Solicitation, the Early Tender Deadline), and not validly withdrawn, holders of Existing ET Notes will be eligible to receive the applicable total exchange consideration set out in the table above (the Total Exchange Consideration), which includes the applicable early tender premium set out in such table (the Early Tender Premium). In exchange for each \$1,000 principal amount of Existing ET Notes validly tendered after the Early Tender Deadline but prior to 11:59 p.m., New York City time, on March 22, 2019, unless extended (such date and time with respect to an Exchange Offer and Consent Solicitation, as the same may be extended for such Exchange Offer and Consent Solicitation, the Expiration Deadline), and not validly withdrawn, holders of Existing ET Notes will be eligible to receive only the applicable exchange consideration set out in such table (the Exchange Consideration). In addition, each series of New ETO Notes will accrue interest from (and including) the most recent date on which interest has been paid on the corresponding series of Existing ET Notes accepted in the Exchange Offers and Consent Solicitations for such series of New ETO Notes; provided, that interest will only accrue with respect to the aggregate principal amount of New ETO Notes a holder receives, which will be less than the principal amount of Existing ET Notes tendered for exchange if such holder tenders its Existing ET Notes after the Early Tender Deadline. If, pursuant to the Exchange Offers, a tendering holder of Existing ET Notes would otherwise be entitled to receive a principal amount of any series of New ETO Notes that is not equal to \$2,000 or an integral multiple of \$1,000 in excess thereof, such principal amount will be rounded down to the nearest \$2,000 or integral multiple of \$1,000 in excess thereof, and such holder of Existing ET Notes will receive pursuant to the Exchange Offers this rounded principal amount of New ETO Notes plus cash equal to the sum of the principal amount of New ETO Notes not received as a result of rounding down plus accrued and unpaid interest thereon at the rate of the applicable Existing ET Notes to the Settlement Date. Except as set forth above, no accrued but unpaid interest will be paid with respect to Existing ET Notes tendered for exchange.

Tenders of any particular series of Existing ET Notes may be withdrawn at any time prior to the Expiration Deadline.

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Concurrently with the Exchange Offers, we are soliciting consents from holders with respect to each series of Existing ET Notes, in each case upon the terms and subject to the conditions set forth in this prospectus (each, a Consent Solicitation and, collectively, the Consent Solicitations). The Consent Solicitations are with respect to:

amendments to the indenture, dated as of September 20, 2010 (the Existing ET Base Indenture), as supplemented through the date hereof, governing the Existing ET 2020 Notes (the Existing ET Base Indenture, as so supplemented, the Existing ET 2020 Notes Indenture);

amendments to the Existing ET Base Indenture, as supplemented through the date hereof, governing the Existing ET 2023 Notes (the Existing ET Base Indenture, as so supplemented, the Existing ET 2023 Notes Indenture);

amendments to the Existing ET Base Indenture, as supplemented through the date hereof, governing the Existing ET 2024 Notes (the Existing ET Base Indenture, as so supplemented, the Existing ET 2024 Notes Indenture); and

amendments to the Existing ET Base Indenture, as supplemented through the date hereof, governing the Existing ET 2027 Notes (the Existing ET Base Indenture, as so supplemented, the Existing ET 2027 Notes Indenture).

The Existing ET 2020 Notes Indenture, the Existing ET 2023 Notes Indenture, the Existing ET 2024 Notes Indenture and the Existing ET 2027 Notes Indenture are referred to herein collectively as the Existing ET Indentures.

Holders of Existing ET Notes may not deliver a consent in a Consent Solicitation without tendering Existing ET Notes in the applicable Exchange Offer. If a holder of Existing ET Notes tenders Existing ET Notes in an Exchange Offer, such holder will be deemed to deliver its consent, with respect to the principal amount of such tendered Existing ET Notes, to the amendments to the corresponding Existing ET Indenture and the related Existing ET Notes for that series, which includes eliminating certain of the covenants, restrictive provisions and events of default (with respect to the corresponding Existing ET Indenture for that series and, together, as the context requires, the Proposed Amendments). ETO may complete any Exchange Offer even if valid consents sufficient to effect the Proposed Amendments to the corresponding Existing ET Indenture are not received. **Consents to the applicable Proposed Amendments may only be revoked by validly withdrawing the tendered Existing ET Notes prior to the Early Tender Deadline, but may not be revoked after the Early Tender Deadline. Holders that validly withdraw tenders of any particular series of Existing ET Notes after the Early Tender Deadline but prior to the Expiration Deadline, will be deemed to continue to have delivered a consent to the applicable Proposed Amendments.**

The Exchange Offers and Consent Solicitations are subject to certain conditions as described herein, although ETO may waive any such condition (except the condition that the registration statement of which this prospectus forms a part has been declared effective by the Securities and Exchange Commission (the SEC)). Each Exchange Offer and Consent Solicitation is conditioned upon the completion of the other Exchange Offers and Consent Solicitations, although ETO may waive such condition at any time with respect to an Exchange Offer. Any waiver of a condition by ETO with respect to an Exchange Offer will automatically waive such condition with respect to the corresponding Consent Solicitation, as applicable. In addition, ETO may amend the terms of any Exchange Offer without amending

the terms of any other Exchange Offer. Any amendment of the terms of an Exchange Offer by ETO will automatically amend such terms with respect to the corresponding Consent Solicitation, as applicable. In addition, each Exchange Offer and Consent Solicitation is subject to the satisfaction of certain conditions, as described herein. The Proposed Amendments to the Existing ET Indentures are described in this prospectus under **The Proposed Amendments** and the conditions to the Exchange Offers and Consent Solicitations are described in this prospectus under **Description of the Exchange Offers and Consent Solicitations** **Conditions to the Exchange Offers and Consent Solicitations**.

ETO plans to issue the New ETO Notes promptly on or about the first business day following the Expiration Deadline (the **Settlement Date**), assuming that the conditions to the Exchange Offers are satisfied or, where permitted, waived. ETO has applied to have the New ETO Notes listed on the New York Stock Exchange (the **NYSE**). If the application is approved, we expect trading of the New ETO Notes on the NYSE to begin within 30 days after their original issue date. Currently, there is no public market for the New ETO Notes.

See Risk Factors beginning on page 20 to read about important factors you should consider before you decide to participate in the Exchange Offers and Consent Solicitations.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

None of ETO, ET, Citigroup Global Markets Inc., J.P. Morgan Securities LLC or TD Securities (USA) LLC (each, a **Dealer Manager** and collectively, the **Dealer Managers**), the trustee with respect to the Existing ET Notes or the New ETO Notes, Global Bondholder Services Corporation, the exchange agent and information agent for the Exchange Offers and Consent Solicitations (the **Exchange Agent** or the **Information Agent**), or any of their affiliates, makes any recommendation as to whether you should exchange Existing ET Notes for New ETO Notes in response to the Exchange Offers and Consent Solicitations, and no one has been authorized by any of them to make such a recommendation.

Dealer Managers and Solicitation Agents

Citigroup

J.P. Morgan

TD Securities

The date of this prospectus is _____, 2019

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This prospectus is part of a registration statement that ETO and SXL Opco filed with the SEC. In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with any other information. We and SXL Opco are not making an offer to sell these securities or soliciting an offer to buy these securities in any jurisdiction where an offer or solicitation is not authorized or in which the person making that offer or solicitation is not qualified to do so or to anyone whom it is unlawful to make an offer or solicitation. You should not assume that the information contained in this prospectus, as well as the information we previously filed with the SEC that is incorporated by reference herein, is accurate as of any date other than its respective date.

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus includes forward-looking statements. These forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. Statements using words such as anticipate, project, expect, plan, goal, forecast, estimate, intend, continue, believe, may, will or similar expressions are forward-looking statements. Although ETO and ET believe such forward-looking statements are based on reasonable assumptions and current expectations and projections about future events, no assurance can be given that such assumptions, expectations or projections will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties and assumptions. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, ETO's and ET's actual results may vary materially from those anticipated, estimated, expressed, forecasted, projected or expected in forward-looking statements since many of the factors that determine these results are subject to uncertainties and risks that are difficult to predict and beyond the control of ETO's and ET's management. For additional discussion of risks, uncertainties and assumptions, see Part I Item 1A. Risk Factors in ETO's Annual Report on Form 10-K for the year ended December 31, 2018, filed with the SEC on February 22, 2019, and in ET's Annual Report on Form 10-K for the year ended December 31, 2018, filed with the SEC on February 22, 2019.

All of the forward-looking statements made in this prospectus are qualified by this cautionary statement and there can be no assurance that the actual results or developments ETO and ET anticipate will be realized or, even if substantially realized, that they will have the consequences for, or effects on, the business or operations that ETO or ET anticipates today. ET and ETO assume no obligation to update publicly any such forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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IMPORTANT TIMES AND DATES

Please take note of the following important times and dates in connection with the Exchange Offers and Consent Solicitations. These dates assume no extension of the Early Tender Deadline or the Expiration Deadline.

Date	Time and Calendar Date	Event
Launch Date	February 25, 2019	The commencement of the Exchange Offers and Consent Solicitations.
Early Tender Deadline	5:00 p.m., New York City time, on March 8, 2019, unless extended with respect to an Exchange Offer	The deadline for holders (i) to tender Existing ET Notes in order to be eligible to receive the applicable Total Exchange Consideration for Existing ET Notes accepted for exchange in the Exchange Offers and Consent Solicitations, and (ii) validly revoke their consents to the applicable Proposed Amendments. ETO reserves the right to extend the Early Tender Deadline with respect to an Exchange Offer without extending the Early Tender Deadline for any other Exchange Offer.
Withdrawal and Revocation	For tenders of Existing ET Notes, at any time prior to 11:59 p.m., New York City time, on March 22, 2019, unless extended with respect to an Exchange Offer	The Expiration Deadline will be the deadline for holders who validly tendered Existing ET Notes to validly withdraw such Existing ET Notes.
	For consents to the Proposed Amendments, at any time prior to 5:00 p.m., New York City time, on March 8, 2019 (unless extended with respect to an Exchange Offer), but may not be revoked after such time even if holders validly withdraw tenders of any particular series of Existing ET Notes	The Early Tender Deadline will be the deadline for holders to validly revoke their consent to the applicable Proposed Amendments. At any time after the Early Tender Deadline but before the Expiration Deadline, if valid consents sufficient to effect the applicable Proposed Amendments are

received, ET and the trustee under the corresponding Existing ET Indenture will execute and deliver a supplemental indenture relating to the applicable Proposed Amendments that will be effective upon execution but will only become operative upon consummation of the applicable Exchange Offer.

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Date	Time and Calendar Date	Event
Expiration Deadline	11:59 p.m., New York City time, on March 22, 2019, unless extended with respect to an Exchange Offer	The deadline for holders to tender Existing ET Notes in order to be eligible to receive the Exchange Consideration for Existing ET Notes accepted for exchange in the Exchange Offers and consent to the Proposed Amendments in the Consent Solicitations.
Settlement Date	Promptly after the Expiration Deadline (expected to be the business day after the Expiration Deadline)	ETO will deposit with The Depository Trust Company (DTC), upon the direction of the Exchange Agent, the New ETO Notes to be delivered in exchange for the Existing ET Notes accepted for exchange.

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SUMMARY

The following summary information is qualified in its entirety by the information contained elsewhere in this prospectus, including the documents we have incorporated by reference, and as described under Description of the New ETO Notes. Because this is a summary, it does not contain all the information that may be important to you. We urge you to read this entire prospectus, including the consolidated financial statements of ETO and ET, and the related notes, as well as the other documents, incorporated by reference, carefully, including the Risk Factors section. As used in this prospectus, unless the context otherwise indicates, the terms ETO, we, us, our and similar terms mean Energy Transfer Partners, L.P. and its operating subsidiaries prior to the closing of our merger with a wholly owned subsidiary of ET on October 19, 2018 (the merger), and Energy Transfer Operating, L.P. and its operating subsidiaries after the closing of the merger. As used in this prospectus, unless the context otherwise indicates, the term ET means Energy Transfer LP and its consolidated subsidiaries.

Energy Transfer Operating, L.P.

ETO is a Delaware limited partnership and a subsidiary of ET. ETO is engaged in the midstream transportation and storage of natural gas, natural gas liquids (NGLs), refined products and crude oil, and terminalling services and acquisition and marketing activities, as well as NGL storage and fractionation services. ETO is managed by its general partner, Energy Transfer Partners GP, L.P. (ETP GP), and ETP GP is managed by its general partner, Energy Transfer Partners, L.L.C. (ETP Managing GP). ETP Managing GP is a wholly owned subsidiary of ET. The address of ETO's principal executive offices is 8111 Westchester Drive, Suite 600, Dallas, Texas 75225, and the telephone number at this address is (214) 981-0700.

Energy Transfer LP

ET was formed in September 2002 and completed its initial public offering in February 2006. ET is a Delaware limited partnership with common units publicly traded on the NYSE under the ticker symbol ET. The primary activities in which ET is engaged, all of which are in the United States, and the operating subsidiaries through which ET conducts those activities are as follows:

natural gas operations, including the following:

natural gas midstream and intrastate transportation and storage;

interstate natural gas transportation and storage; and

crude oil, NGLs and refined products transportation, terminalling services and acquisition and marketing activities, as well as NGL storage and fractionation services.

In addition, ET owns investments in other businesses, including Sunoco LP and USA Compression Partners, LP, both of which are publicly traded master limited partnerships. The address of ET's principal executive offices is 8111 Westchester Drive, Suite 600, Dallas, Texas 75225, and the telephone number at this address is (214) 981-0700.

The New ETO Notes

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The New ETO 2020 Notes will mature on October 15, 2020, and will bear interest at a rate per annum equal to 7.500%. The New ETO 2023 Notes will mature on March 15, 2023, and will bear interest at a rate per annum equal to 4.250%. The New ETO 2024 Notes will mature on January 15, 2024, and will bear interest at a rate per annum equal to 5.875%. The New ETO 2027 Notes will mature on June 1, 2027, and will bear interest at a rate per annum equal to 5.500%.

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The New ETO Notes will be senior unsecured obligations of ETO and will rank equally in right of payment with all of ETO's existing and future senior unsecured debt, including debt under its revolving credit facility, its existing senior notes and the senior notes of SXL Opco. The New ETO Notes will rank senior in right of payment with all of ETO's existing and future subordinated debt, including its junior subordinated notes, and structurally subordinated to the indebtedness and other obligations, including trade payables, of ETO's subsidiaries that do not guarantee the New ETO Notes.

The New ETO Notes will initially be guaranteed by SXL Opco on a senior unsecured basis so long as it guarantees any of ETO's other long-term debt. Any of ETO's other subsidiaries that in the future become guarantors or co-issuers of ETO's long-term debt must guarantee the New ETO Notes on the same basis. SXL Opco's guarantee of each series of the New ETO Notes will rank equally in right of payment with SXL Opco's existing and future senior unsecured debt, including its senior notes and its guarantees of debt under ETO's revolving credit facility and existing senior notes, and senior in right of payment to any subordinated debt SXL Opco may incur.

There is currently no market for any series of the New ETO Notes offered hereby, and there is no assurance that any market will develop.

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QUESTIONS AND ANSWERS ABOUT THE EXCHANGE OFFERS AND CONSENT SOLICITATIONS

Q: Why is ETO making the Exchange Offers and Consent Solicitations?

A: ETO is conducting the Exchange Offers to provide existing holders of Existing ET Notes the option to obtain new notes issued by ETO that will be senior unsecured obligations of ETO and will rank equally in right of payment with all of ETO's existing and future senior unsecured debt, including debt under its revolving credit facility, its existing senior notes and the senior notes of its subsidiary, SXL Opco. In addition, each series of the New ETO Notes will initially be fully and unconditionally guaranteed by SXL Opco on a senior unsecured basis so long as it guarantees any of ETO's other long-term debt. Holders who choose to participate in the Exchange Offers will own notes that are no longer structurally subordinated to all of ETO's other senior unsecured debt.

Q: Why are we making the Consent Solicitations?

A: We are soliciting the consent of holders of the Existing ET Notes, upon the terms and subject to the conditions set forth in this prospectus, to eliminate certain of the covenants, restrictive provisions and events of default, in each case under the Existing ET Indentures.

Q: What will I receive if I tender my Existing ET Notes in the Exchange Offers and Consent Solicitations?

A: Upon the terms and subject to the conditions of the Exchange Offers described in this prospectus, for each Existing ET Note that you validly tender before 11:59 p.m., New York City time, on March 22, 2019 (the Expiration Deadline), and do not validly withdraw, you will be eligible to receive a New ETO Note, which will accrue interest at the same current annual interest rate, have the same interest payment dates, same optional redemption prices and same maturity date as the Existing ET Note that you exchange. For each \$1,000 principal amount of Existing ET Notes validly tendered at or before the Early Tender Deadline and not validly withdrawn, holders of Existing ET Notes will be eligible to receive the applicable Total Exchange Consideration set out in the table below, which includes the Early Tender Premium. For each \$1,000 principal amount of Existing ET Notes validly tendered after the Early Tender Deadline but prior to the Expiration Deadline, holders of Existing ET Notes will be eligible to receive only the Exchange Consideration set out in the table below, which does not include the Early Tender Premium.

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The following table sets forth the Exchange Consideration, Early Tender Premium and Total Exchange Consideration for Existing ET Notes for which the New ETO Notes are being offered:

Title of Series of Existing ET Notes/CUSIP Number(s)	Aggregate Principal Amount Outstanding	Series of Notes to be Issued by ETO	Exchange Consideration ⁽¹⁾	Early Tender Premium ⁽²⁾	Total Exchange Consideration ⁽²⁾
			(Principal Amount of New ETO Notes)	(Principal Amount of New ETO Notes)	(Principal Amount of New ETO Notes)
7.500% Senior Notes due 2020 (the Existing ET 2020 Notes) / 29273VAC4	\$ 1,187,032,000	7.500% Notes due 2020 (the New ETO 2020 Notes)	\$ 970	\$ 30	\$ 1,000
4.250% Senior Notes due 2023 (the Existing ET 2023 Notes) / 29273VAG5	\$ 1,000,000,000	4.250% Notes due 2023 (the New ETO 2023 Notes)	\$ 970	\$ 30	\$ 1,000
5.875% Senior Notes due 2024 (the Existing ET 2024 Notes) / 29273VAD2 / 29273VAE0	\$ 1,150,000,000	5.875% Notes due 2024 (the New ETO 2024 Notes)	\$ 970	\$ 30	\$ 1,000
5.500% Senior Notes due 2027 (the Existing ET 2027 Notes) / 29273VAF7	\$ 1,000,000,000	5.500% Notes due 2027 (the New ETO 2027 Notes)	\$ 970	\$ 30	\$ 1,000

(1) For each \$1,000 principal amount of Existing ET Notes accepted for exchange.

(2) Includes Early Tender Premium.

The New ETO Notes will only be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. No tender of Existing ET Notes will be accepted if it results in the issuance of less than \$2,000 principal amount of a series of New ETO Notes, and no alternative, conditional or contingent tenders will be accepted. Holders who do not tender all of their Existing ET Notes should ensure that they retain a principal amount of Existing ET Notes amounting to at least the minimum denomination equal to \$2,000. If, pursuant to the Exchange Offers, a tendering holder of Existing ET Notes would otherwise be entitled to receive a principal amount of any series of New ETO Notes that is not equal to \$2,000 or an integral multiple of \$1,000 in excess thereof, such principal amount will be rounded down to the nearest \$2,000 or integral multiple of \$1,000 in excess thereof, and such holder will receive pursuant to the Exchange Offers this rounded principal amount of New ETO Notes plus cash equal to the sum of the principal amount of New ETO Notes not received as a result of rounding down plus accrued and unpaid interest thereon at the rate of the applicable Existing ET Notes to the Settlement Date.

Concurrently with the Exchange Offers being made by ETO, upon the terms and subject to the conditions set forth in this prospectus, ET is soliciting consents from the holders of the Existing ET Notes to amend the Existing ET Indentures to remove certain of the covenants, restrictive provisions and events of default. The Proposed Amendments are described in more detail under The Proposed Amendments. The consent of the holders of a majority of the aggregate principal amount of the Existing ET Notes outstanding will be required in order to effectuate the Proposed Amendments to each of the Existing ET Indentures. If the Proposed Amendments are approved with respect to the Existing ET Indentures and effected, they will be binding on all holders of the related Existing ET Notes, including those who do not deliver their consent to the Proposed Amendments and do not tender their Existing ET Notes in the

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Exchange Offers. If for any reason an Exchange Offer is not completed, the Proposed Amendments to the corresponding Existing ET Indenture for that series will not become operative with respect to the related Existing ET Notes and the related Existing ET Notes will be subject to the same terms and conditions as existed before the Exchange Offers were made. You may not deliver a consent in a Consent Solicitation without tendering Existing ET Notes in the applicable

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Exchange Offer. If you tender Existing ET Notes in an Exchange Offer, you will be deemed to deliver your consent, with respect to the principal amount of such tendered Existing ET Notes, to the Proposed Amendments.

Q: What are the Proposed Amendments?

A: The Proposed Amendments will eliminate certain of the covenants, restrictive provisions and events of default, in each case under the Existing ET Indentures.

If we receive valid consents sufficient to effect the applicable Proposed Amendments, assuming all other conditions of the Exchange Offers and Consent Solicitations are satisfied or, where permitted, waived, all of the sections or provisions of the Existing ET Indentures listed below will be deleted or modified, as applicable:

The Proposed Amendments would delete in their entirety the following covenants from the Existing ET Base Indenture:

Section 4.03 (SEC Reports; Financial Statements);

Section 4.05 (Existence); and

Section 5.01 (Limitations on Mergers and Consolidations).

The Proposed Amendments would delete in their entirety the following covenants from each of the supplemental indentures governing the Existing ET Notes:

Section 5.1 (Change of Control);

Section 5.2 (Limitation on Liens);

Section 5.3 (Restriction on Sale-Leasebacks); and

Section 5.4 (Limitation on Transactions with Affiliates).

In addition, the Proposed Amendments would make certain conforming and other changes to the Existing ET Indentures and the Existing ET Notes, including modification or deletion of certain definitions and cross references, including certain changes to the definition of Events of Default to give effect to the deletion of the covenants described above. See Comparison of Existing ET Notes and New ETO Notes, Description of the Exchange Offers and Consent Solicitations, The Proposed Amendments, and Description of the New ETO Notes.

Q: What are the consequences of not participating in the Exchange Offers and Consent Solicitations before the Early Tender Deadline?

A: Upon the terms and subject to the conditions of the Exchange Offers, if you fail to tender your Existing ET Notes before the Early Tender Deadline but do so before the Expiration Deadline (and do not validly withdraw your Existing ET Notes before the Expiration Deadline), you will be eligible to receive the Exchange Consideration, which consists of \$970 principal amount of New ETO Notes, but not the Early Tender Premium, which would include an additional \$30 principal amount of New ETO Notes.

Q: What are the consequences of not participating in an Exchange Offer and Consent Solicitation at all?

A: If you do not exchange your Existing ET Notes for New ETO Notes in an Exchange Offer, you will not receive the benefit of having ETO, the operating subsidiary of ET, as the obligor of your notes. In

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addition, if the Proposed Amendments to the Existing ET Notes become effective, those Proposed Amendments will apply to all Existing ET Notes that are not exchanged in an Exchange Offer, even though the remaining holders of such Existing ET Notes did not consent to the Proposed Amendments. Thereafter, all such Existing ET Notes will be governed by the amended Existing ET Indentures, which will be less restrictive and afford reduced protections to any remaining holders of Existing ET Notes compared to those currently in place. Additionally, the trading market for any remaining Existing ET Notes may be more limited than it is at present, and the smaller outstanding principal amount may make the trading market of any remaining Existing ET Notes more volatile. Consequently, the liquidity, market value and price of Existing ET Notes that remain outstanding may be materially and adversely affected. Therefore, if your Existing ET Notes are not tendered and accepted in an Exchange Offer, it may become more difficult for you to sell or transfer your unexchanged Existing ET Notes. See Risk Factors Risks Relating to the Non-Exchanging Holders of the Existing ET Notes The Proposed Amendments to the Existing ET Indentures will reduce protection to remaining holders of Existing ET Notes.

Q: How do the Existing ET Notes differ from the New ETO Notes to be issued in the Exchange Offer?

A: The Existing ET Notes are the obligations solely of ET and are governed by the applicable Existing ET Indenture. The New ETO Notes will be the obligations solely of ETO and will be governed by the New ETO Indenture (as defined herein). In addition, the New ETO Notes will be fully and unconditionally guaranteed by SXL Opco for as long as it guarantees any of ETO's other long-term debt. The Existing ET Indentures and the New ETO Indenture differ in certain respects, including the applicable covenants, merger and consolidation terms and events of default.

However, each New ETO Note issued in exchange for an Existing ET Note will have an interest rate and maturity date that are the same as the current interest rate and maturity date of the tendered Existing ET Note, as well as the same interest payment dates and optional redemption prices, and will accrue interest from and including the most recent interest payment date of the tendered Existing ET Note. New ETO Notes will have features that are consistent with other outstanding notes of ETO. See Comparison of Existing ET Notes and the New ETO Notes.

Q: What will be the ranking of the New ETO Notes?

A: The New ETO Notes will be senior unsecured obligations of ETO and will rank equally in right of payment with all of ETO's existing and future senior unsecured debt, including debt under its revolving credit facility, its existing senior notes and the senior notes of SXL Opco. The New ETO Notes will rank senior in right of payment with all of ETO's existing and future subordinated debt of ETO, including its junior subordinated notes, and structurally subordinated to the indebtedness and other obligations, including trade payables, of ETO's subsidiaries that do not guarantee the New ETO Notes.

The New ETO Notes will initially be guaranteed by SXL Opco on a senior unsecured basis so long as it guarantees any of ETO's other long-term debt. Any of ETO's other subsidiaries that in the future become guarantors or co-issuers of ETO's long-term debt must guarantee the New ETO Notes on the same basis. SXL Opco's guarantee of each series of the New ETO Notes will rank equally in right of payment with SXL Opco's existing and future senior unsecured debt, including its senior notes and its guarantees of debt under ETO's revolving credit facility and existing senior notes, and senior in right of payment to any subordinated debt SXL Opco may incur. See Description of the New ETO Notes Ranking.

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Q: Will the New ETO Notes be eligible for listing on an exchange?

A: ETO has applied to have the New ETO Notes listed on the NYSE. If the application is approved, we expect trading of the New ETO Notes on the NYSE to begin within 30 days after their original issue date. Currently, there is no public market for the New ETO Notes. We cannot assure you about the liquidity of the New ETO Notes or the development of any market for the New ETO Notes. See Risk Factors Risks Relating to the New ETO Notes The New ETO Notes have no established trading market or history, and liquidity of trading markets for the New ETO Notes may be limited.

Q: What consents are required to effect the Proposed Amendments to the Existing ET Indentures and consummate the Exchange Offers?

A: In order for the Proposed Amendments to the Existing ET Indentures to be adopted, holders of not less than a majority in aggregate principal amount of the Existing ET Notes outstanding must consent to them, and those consents must be received before the Expiration Deadline.

Q: