

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

SUNOCO LP

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended: June 30, 2025

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 001-35653

SUNOCO LP

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

30-0740483

(I.R.S. Employer Identification Number)

8111 Westchester Drive, Suite 400, Dallas, Texas 75225

(Address of principal executive offices, including zip code)

(214) 981-0700

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Units Representing Limited Partner Interests	SUN	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging Growth company	<input type="checkbox"/>

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 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.): Yes No

The registrant had 136,604,563 common units and 16,410,780 Class C units, both representing limited partner interests outstanding as of August 1, 2025.

SUNOCO LP
FORM 10-Q
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Definitions

References to the “Partnership,” “Sunoco,” “we,” “us” and “our” refer to Sunoco LP and its consolidated subsidiaries. In addition, the following is a list of certain acronyms and terms used throughout this document:

AOCI	accumulated other comprehensive income (loss)
Credit Facility	Sunoco LP's \$1.50 billion revolving credit facility, which matures in June 2030
Energy Transfer	Energy Transfer LP
ET-S Permian	ET-S Permian Holdings Company LP, a joint venture between Sunoco LP and Energy Transfer, which owns crude oil and water gathering pipelines and storage assets in the Permian Basin
Exchange Act	Securities Exchange Act of 1934, as amended
GAAP	accounting principles generally accepted in the United States of America
General Partner	Sunoco GP LLC, the general partner of Sunoco LP
IDRs	incentive distribution rights
J.C. Nolan	collectively, J.C. Nolan Terminal Co., LLC and J.C. Nolan Pipeline Co., LLC, both of which are joint ventures between Sunoco LP and Energy Transfer, which own a diesel fuel storage terminal in Midland, Texas and a 500-mile diesel fuel pipeline
LIFO	last-in, first-out
NuStar	NuStar Energy L.P.
NuStar Acquisition	acquisition of NuStar completed on May 3, 2024
NuStar Logistics	NuStar Logistics L.P., a wholly owned subsidiary acquired in the NuStar Acquisition
Parkland	Parkland Corporation
SEC	Securities and Exchange Commission
TanQuid	TanQuid GmbH & Co. KG
West Texas Sale	sale of 204 convenience stores in West Texas, New Mexico and Oklahoma completed on April 16, 2024

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

SUNOCO LP

CONSOLIDATED BALANCE SHEETS

(Dollars in millions)

(unaudited)

	June 30, 2025	December 31, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 116	\$ 94
Accounts receivable, net	1,037	1,162
Inventories, net	1,179	1,068
Other current assets	150	141
Total current assets	2,482	2,465
Property, plant and equipment	9,205	8,914
Accumulated depreciation	(1,534)	(1,240)
Property, plant and equipment, net	7,671	7,674
Other assets:		
Operating lease right-of-use assets, net	502	477
Goodwill	1,477	1,477
Intangible assets, net	533	547
Other non-current assets	486	400
Investments in unconsolidated affiliates	1,277	1,335
Total assets	\$ 14,428	\$ 14,375
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 927	\$ 1,255
Accounts payable to affiliates	221	199
Accrued expenses and other current liabilities	448	457
Operating lease current liabilities	32	34
Current maturities of long-term debt	2	2
Total current liabilities	1,630	1,947
Operating lease non-current liabilities	507	479
Long-term debt, net	7,803	7,484
Advances from affiliates	77	82
Deferred tax liabilities	164	157
Other non-current liabilities	150	158
Total liabilities	10,331	10,307
Commitments and contingencies (Note 12)		
Equity:		
Limited partners:		
Common unitholders (136,603,182 units issued and outstanding as of June 30, 2025 and 136,228,535 units issued and outstanding as of December 31, 2024)	4,099	4,066
Class C unitholders - held by subsidiaries (16,410,780 units issued and outstanding as of June 30, 2025 and December 31, 2024)	—	—
Accumulated other comprehensive income (loss)	(2)	2
Total equity	4,097	4,068
Total liabilities and equity	\$ 14,428	\$ 14,375

The accompanying notes are an integral part of these consolidated financial statements.

SUNOCO LP
CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in millions, except per unit data)
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
REVENUES:				
Sales revenue	\$ 5,046	\$ 5,851	\$ 9,897	\$ 11,249
Service revenue	314	293	613	356
Lease revenue	30	30	59	68
Total revenues	<u>5,390</u>	<u>6,174</u>	<u>10,569</u>	<u>11,673</u>
COSTS AND EXPENSES:				
Cost of sales	4,821	5,609	9,347	10,624
Operating expenses	145	134	288	222
General and administrative	50	134	89	170
Lease expense	19	17	35	35
(Gain) loss on disposal of assets and impairment charges	(2)	52	1	54
Depreciation, amortization and accretion	154	78	310	121
Total cost of sales and operating expenses	<u>5,187</u>	<u>6,024</u>	<u>10,070</u>	<u>11,226</u>
OPERATING INCOME	203	150	499	447
OTHER INCOME (EXPENSE):				
Interest expense, net	(123)	(95)	(244)	(158)
Equity in earnings of unconsolidated affiliates	31	2	63	4
Gain on West Texas Sale	—	598	—	598
Loss on extinguishment of debt	(17)	(2)	(19)	(2)
Other, net	(1)	(3)	(1)	(2)
INCOME BEFORE INCOME TAXES	93	650	298	887
Income tax expense	7	149	5	156
NET INCOME	86	501	293	731
Less: Net income attributable to noncontrolling interests	—	8	—	8
NET INCOME ATTRIBUTABLE TO PARTNERS	\$ 86	\$ 493	\$ 293	\$ 723
NET INCOME PER COMMON UNIT:				
Basic	\$ 0.33	\$ 3.88	\$ 1.55	\$ 6.43
Diluted	\$ 0.33	\$ 3.85	\$ 1.54	\$ 6.37
WEIGHTED AVERAGE COMMON UNITS OUTSTANDING:				
Basic	136,432,676	117,271,408	136,350,550	100,848,078
Diluted	137,146,019	118,054,858	137,040,946	101,657,076
CASH DISTRIBUTION PER COMMON UNIT	\$ 0.9088	\$ 0.8756	\$ 1.8064	\$ 1.7512

The accompanying notes are an integral part of these consolidated financial statements.

SUNOCO LP
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Dollars in millions)
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Net income	\$ 86	\$ 501	\$ 293	\$ 731
Other comprehensive income (loss), net of tax				
Foreign currency translation adjustment	2	(1)	3	(1)
Actuarial loss related to pension and other postretirement benefit plans	(1)	(1)	(1)	(1)
	1	(2)	2	(2)
Comprehensive income	\$ 87	\$ 499	\$ 295	\$ 729

The accompanying notes are an integral part of these consolidated financial statements.

SUNOCO LP
CONSOLIDATED STATEMENTS OF EQUITY
(Dollars in millions)
(unaudited)

	Common Unitholders	AOCI	Total
Balance, December 31, 2024	\$ 4,066	\$ 2	\$ 4,068
Cash distributions to unitholders, including incentive distributions	(159)	—	(159)
Non-cash unit-based compensation	4	—	4
Other comprehensive income, net of tax	—	1	1
Units issued in acquisition	5	—	5
Other	36	(6)	30
Net income	207	—	207
Balance, March 31, 2025	4,159	(3)	4,156
Cash distributions to unitholders, including incentive distributions	(163)	—	(163)
Non-cash unit-based compensation	5	—	5
Other comprehensive income, net of tax	—	1	1
Units issued in acquisition	13	—	13
Other	(1)	—	(1)
Net income	86	—	86
Balance, June 30, 2025	\$ 4,099	\$ (2)	\$ 4,097

	Common Unitholders	AOCI	Noncontrolling Interest	Total
Balance, December 31, 2023	\$ 978	\$ —	\$ —	\$ 978
Cash distributions to unitholders, including incentive distributions	(91)	—	—	(91)
Non-cash unit-based compensation	4	—	—	4
Net income	230	—	—	230
Balance, March 31, 2024	1,121	—	—	1,121
Cash distributions to unitholders, including incentive distributions	(158)	—	(8)	(166)
Non-cash unit-based compensation	4	—	—	4
Other comprehensive loss, net of tax	—	(2)	—	(2)
NuStar Acquisition	2,850	—	801	3,651
Preferred unit redemption	17	—	(801)	(784)
Other	(3)	8	—	5
Net income	493	—	8	501
Balance, June 30, 2024	\$ 4,324	\$ 6	\$ —	\$ 4,330

The accompanying notes are an integral part of these consolidated financial statements.

SUNOCO LP
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in millions)
(unaudited)

	Six Months Ended June 30,	
	2025	2024
OPERATING ACTIVITIES:		
Net income	\$ 293	\$ 731
Reconciliation of net income to net cash provided by operating activities:		
Depreciation, amortization and accretion	310	121
Amortization of deferred financing fees	8	6
Loss on disposal of assets and impairment charges	1	54
Loss on extinguishment of debt	19	2
Gain on West Texas Sale	—	(598)
Other non-cash, net	28	3
Non-cash unit-based compensation expense	9	8
Deferred income tax benefit	(6)	(64)
Inventory valuation adjustments	(21)	(98)
Equity in earnings of unconsolidated affiliates	(63)	(4)
Distributions from unconsolidated affiliates	117	—
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable, net	125	(68)
Accounts receivable from affiliates	—	(13)
Inventories, net	(90)	(53)
Other assets	(41)	61
Accounts payable	(328)	205
Accounts payable to affiliates	19	(56)
Accrued expenses and other current liabilities	(9)	65
Other non-current liabilities	28	(86)
Net cash provided by operating activities	<u>399</u>	<u>216</u>
INVESTING ACTIVITIES:		
Capital expenditures	(261)	(111)
Cash paid for acquisitions	(104)	(185)
NuStar Acquisition, net of cash received	—	27
Contributions to unconsolidated affiliates	(40)	—
Distributions from unconsolidated affiliates in excess of cumulative earnings	47	4
Proceeds from West Texas Sale	—	990
Proceeds from disposal of property, plant and equipment	8	2
Net cash (used in) provided by investing activities	<u>(350)</u>	<u>727</u>
FINANCING ACTIVITIES:		
Senior notes borrowings	1,000	1,500
Senior notes repayments	(620)	(405)
GoZone bond repayment	(75)	—
Credit Facility borrowings	1,536	1,241
Credit Facility repayments	(1,533)	(2,022)
Loan origination costs	(13)	(19)
Preferred units redemption	—	(784)
Cash distributions to unitholders, including incentive distributions	(322)	(249)
Cash distributions to noncontrolling interests	—	(8)
Net cash used in financing activities	<u>(27)</u>	<u>(746)</u>
Net increase in cash and cash equivalents	22	197
Cash and cash equivalents, beginning of period	94	29
Cash and cash equivalents, end of period	<u>\$ 116</u>	<u>\$ 226</u>
Non-cash investing and financing activities:		
Units issued in connection with NuStar Acquisition	\$ —	\$ 2,850
Units issued in connection with acquisitions	18	—
Lease assets obtained in exchange for new lease liabilities	35	1

The accompanying notes are an integral part of these consolidated financial statements.

SUNOCO LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular dollar amounts, except per unit data, are in millions)
(unaudited)

1. Organization and Principles of Consolidation

As used in this document, the terms “Partnership,” “Sunoco,” “we,” “us” or “our” should be understood to refer to Sunoco LP and its consolidated subsidiaries, unless the context clearly indicates otherwise.

We are a Delaware master limited partnership. We are managed by our General Partner, which is owned by Energy Transfer. As of June 30, 2025, Energy Transfer owned 100% of the limited liability company interests in our General Partner, 28,463,967 of our common units and all of our IDRs.

The consolidated financial statements include Sunoco LP, a publicly traded Delaware limited partnership, and its wholly owned subsidiaries. In the opinion of the Partnership’s management, such financial information reflects all adjustments necessary for a fair presentation of the financial position and the results of operations for such interim periods in accordance with GAAP. All significant intercompany accounts and transactions have been eliminated in consolidation.

The operations of certain pipelines and terminals in which we own an undivided interest are proportionately consolidated in the accompanying consolidated financial statements.

2. Summary of Significant Accounting Policies

Interim Financial Statements

The accompanying interim consolidated financial statements have been prepared in accordance with GAAP. Pursuant to Regulation S-X, certain information and disclosures normally included in the annual consolidated financial statements have been condensed or omitted. The interim consolidated financial statements and notes included herein should be read in conjunction with the consolidated financial statements and notes included in our Annual Report on Form 10-K for the year ended December 31, 2024 filed with the SEC on February 14, 2025.

Significant Accounting Policies

As of June 30, 2025, there have been no changes in the Partnership’s significant accounting policies from those described in our Annual Report on Form 10-K for the year ended December 31, 2024 filed with the SEC on February 14, 2025.

Motor Fuel and Sales Taxes

Certain motor fuel and sales taxes are collected from customers and remitted to governmental agencies either directly by the Partnership or through suppliers. The Partnership’s accounting policy for wholesale direct sales to dealers, distributors and commercial customers is to exclude the collected motor fuel tax from sales and cost of sales.

For retail locations where the Partnership holds inventory, including commission agent locations, motor fuel sales and motor fuel cost of sales include motor fuel taxes. Such amounts were \$35 million and \$41 million for the three months ended June 30, 2025 and 2024, respectively, and \$64 million and \$100 million for the six months ended June 30, 2025 and 2024, respectively. Merchandise sales and cost of merchandise sales are reported net of sales tax in our consolidated statements of operations.

3. Acquisitions

Parkland Acquisition

On May 5, 2025, Sunoco and Parkland announced that the parties have entered into a definitive agreement whereby Sunoco plans to acquire all outstanding shares of Parkland in a cash and equity transaction (the “Parkland Acquisition”) valued at approximately \$9.1 billion as of the announcement date, including assumed debt.

As part of the transaction, Sunoco intends to repurpose and rename an existing subsidiary as SunocoCorp LLC (“SunocoCorp”) which will become a publicly traded entity classified as a corporation for U.S. federal income tax purposes, with SunocoCorp common units being traded on the New York Stock Exchange. SunocoCorp is expected to hold limited partnership units of Sunoco that are generally economically equivalent to Sunoco’s publicly traded common units on the basis of one Sunoco common unit for each outstanding SunocoCorp unit. For a period of two years following closing of the transaction, Sunoco will ensure that SunocoCorp unitholders receive distributions on a per unit basis that are equivalent to the per unit distributions to Sunoco unitholders.

Under the terms of the agreement, Parkland shareholders would receive 0.295 SunocoCorp units and C\$19.80 for each Parkland share. Parkland shareholders could elect, in the alternative, to receive C\$44.00 per Parkland share in cash or 0.536 SunocoCorp units for each Parkland share, subject to proration to ensure that the aggregate consideration payable in connection with the

transaction does not exceed C\$19.80 in cash per Parkland share outstanding as of immediately before close and 0.295 SunocoCorp units per Parkland share outstanding as of immediately before close.

The transaction is currently expected to close in the fourth quarter of 2025 upon the satisfaction of closing conditions, including customary regulatory and stock exchange listing approvals.

As a result of the pending acquisition, we recognized \$8 million of merger-related expenses during the six months ended June 30, 2025, which are included in general and administrative expenses in our consolidated statement of operations.

TanQuid Acquisition

In March 2025, the Partnership entered into an agreement to acquire TanQuid for approximately €500 million (approximately \$586 million as of June 30, 2025), including approximately €300 million of assumed debt. TanQuid owns and operates 15 fuel terminals in Germany and one fuel terminal in Poland. The transaction is expected to close in the second half of 2025, subject to customary closing conditions, and will be funded using cash on hand and amounts available under the Partnership's Credit Facility.

Other Acquisitions

In the first quarter of 2025, we acquired fuel equipment, motor fuel inventory and supply agreements in two separate transactions for total consideration of approximately \$17 million. Aggregate consideration included \$12 million in cash and 91,776 newly issued Sunoco LP common units, which had an aggregate acquisition-date fair value of approximately \$5 million.

In the second quarter of 2025, we acquired a total of 151 fuel distribution consignment sites in three separate transactions for total consideration of approximately \$105 million plus working capital. Aggregate consideration included \$92 million in cash and 251,646 newly issued Sunoco LP common units which had an aggregate acquisition-date fair value of approximately \$13 million.

These transactions were accounted for as asset acquisitions, and the purchase price was primarily allocated to inventories, property, plant and equipment and other non-current assets.

4. Accounts Receivable, net

Accounts receivable, net, consisted of the following:

	June 30, 2025	December 31, 2024
Accounts receivable, trade	\$ 894	\$ 1,058
Credit card receivables	71	28
Other receivables	75	78
Allowance for expected credit losses	(3)	(2)
Accounts receivable, net	<u>\$ 1,037</u>	<u>\$ 1,162</u>

5. Inventories, net

Fuel inventories are stated at the lower of cost or market using the LIFO method. As of June 30, 2025 and December 31, 2024, the Partnership's fuel inventory balance included lower of cost or market reserves of \$295 million and \$316 million, respectively. For the three and six months ended June 30, 2025 and 2024, the Partnership's consolidated statements of operations did not include any material amounts of income from the liquidation of LIFO fuel inventory. For the three months ended June 30, 2025 and 2024, the Partnership's cost of sales included unfavorable inventory valuation adjustments of \$40 million and \$32 million, respectively, which decreased net income. For the six months ended June 30, 2025 and 2024, the Partnership's cost of sales included favorable inventory valuation adjustments of \$21 million and \$98 million, respectively, which increased net income.

Inventories, net, consisted of the following:

	June 30, 2025	December 31, 2024
Fuel	\$ 1,163	\$ 1,054
Other	16	14
Inventories, net	<u>\$ 1,179</u>	<u>\$ 1,068</u>

6. Investments in Unconsolidated Affiliates

The carrying value of our investment in J.C. Nolan was \$121 million and \$123 million as of June 30, 2025 and December 31, 2024, respectively. For the three months ended June 30, 2025 and 2024, we recorded equity in earnings from J.C. Nolan of \$1 million and \$2 million, respectively. For the six months ended June 30, 2025 and 2024, we recorded equity in earnings from J.C. Nolan of \$3 million and \$4 million, respectively.

The carrying value of our investment in ET-S Permian was \$1.16 billion and \$1.21 billion as of June 30, 2025 and December 31, 2024, respectively. We recorded equity in earnings from ET-S Permian of \$30 million for the three months ended June 30, 2025 and \$60 million for the six months ended June 30, 2025. ET-S Permian was formed in July 2024; therefore, our consolidated financial statements for the three and six months ended June 30, 2024 did not reflect any equity in earnings from this joint venture.

The following tables present selected balance sheet and income statement data for ET-S Permian:

	June 30, 2025	December 31, 2024
Current assets	\$ 2,849	\$ 273
Property, plant and equipment, net	3,326	3,302
Other assets	323	311
Total assets	<u>\$ 6,498</u>	<u>\$ 3,886</u>
Current liabilities	\$ 2,906	\$ 106
Non-current liabilities	35	50
Equity	3,557	3,730
Total liabilities and equity	<u>\$ 6,498</u>	<u>\$ 3,886</u>
	Three Months Ended June 30, 2025	Six Months Ended June 30, 2025
Revenues ⁽¹⁾	\$ 5,632	\$ 9,092
Operating income	97	189
Net income	93	185

⁽¹⁾ Includes transactions with affiliates for the three and six months ended June 30, 2025 of \$5.55 billion and \$8.90 billion, respectively.

7. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following:

	June 30, 2025	December 31, 2024
Wage and other employee-related accrued expenses	\$ 41	\$ 64
Accrued tax expense	162	152
Accrued insurance expense	31	39
Accrued interest expense	89	82
Dealer deposits	24	24
Accrued environmental expense	8	7
Contract liabilities	12	17
Other	81	72
Total	<u>\$ 448</u>	<u>\$ 457</u>

8. Debt Obligations

Our debt obligations consisted of the following:

	June 30, 2025	December 31, 2024
Credit Facility	\$ 206	\$ 203
5.750% senior notes due 2025	—	600
6.000% senior notes due 2026 ⁽¹⁾	500	500
6.000% senior notes due 2027	600	600
5.625% senior notes due 2027	550	550
5.875% senior notes due 2028	400	400
7.000% senior notes due 2028	500	500
4.500% senior notes due 2029	800	800
7.000% senior notes due 2029	750	750
4.500% senior notes due 2030	800	800
6.375% senior notes due 2030	600	600
7.250% senior notes due 2032	750	750
6.250% senior notes due 2033	1,000	—
GoZone Bonds	247	322
Lease-related financing obligations	131	132
Net unamortized premiums, discounts and fair value adjustments	16	16
Deferred debt issuance costs	(45)	(37)
Total debt	7,805	7,486
Less: current maturities	2	2
Total long-term debt, net	\$ 7,803	\$ 7,484

⁽¹⁾ As of June 30, 2025, \$500 million aggregate principal amount of 6.000% senior notes due before June 30, 2026 were classified as long-term as management has the intent and ability to refinance the borrowings on a long-term basis.

March 2025 Senior Notes Offering and Redemption

In March 2025, the Partnership issued \$1.00 billion aggregate principal amount of 6.250% senior notes due 2033 in a private offering. These notes will mature on July 1, 2033 and interest is payable semi-annually on January 1 and July 1 of each year. The Partnership used the net proceeds from the private offering to repay its \$600 million aggregate principal amount of 5.750% senior notes due 2025 and to repay a portion of the outstanding borrowings under its Credit Facility.

GoZone Bonds

NuStar Logistics' obligations include revenue bonds issued by the Parish of St. James, Louisiana pursuant to the Gulf Opportunity Zone Act of 2005 (the "GoZone Bonds").

As reflected in the table below, the holders of the Series 2008 and Series 2010B GoZone Bonds are required to tender their bonds at the applicable mandatory purchase date in exchange for 100% of the principal plus accrued and unpaid interest, after which these bonds may be remarketed with a new interest rate established. Each of the Series 2010 and Series 2010A GoZone Bonds is subject to redemption on or after June 1, 2030 by the Parish of St. James, at our option, in whole or in part, at a redemption price of 100% of the principal amount to be redeemed plus accrued and unpaid interest. Interest on the GoZone Bonds is payable semi-annually on June 1 and December 1 of each year. The previously outstanding \$75 million principal amount of Series 2011 GoZone Bonds were repurchased on the mandatory purchase date of June 1, 2025 but were not remarketed.

The following table summarizes the GoZone Bonds outstanding as of June 30, 2025:

Series	Date Issued	Amount Outstanding	Interest Rate	Mandatory Purchase Date	Optional Redemption Date	Maturity Date
Series 2008	June 26, 2008	\$ 56	6.10 %	June 1, 2030	n/a	June 1, 2038
Series 2010	July 15, 2010	100	6.35 %	n/a	June 1, 2030	July 1, 2040
Series 2010A	October 7, 2010	43	6.35 %	n/a	June 1, 2030	October 1, 2040
Series 2010B	December 29, 2010	48	6.10 %	June 1, 2030	n/a	December 1, 2040

NuStar Logistics' agreements with the Parish of St. James related to the GoZone Bonds contain: (i) customary restrictive covenants that limit the ability of NuStar Logistics and its subsidiaries to, among other things, create liens, enter into certain sale leaseback transactions, and engage in certain consolidations, mergers or asset sales; and (ii) a repurchase provision which

provides that if we undergo a change of control that is followed by a ratings decline that occurs within 60 days of the change of control, then each holder may require the trustee, with funds provided by NuStar Logistics, to repurchase all or a portion of that holder's GoZone Bonds at a price equal to 101% of the aggregate principal amount repurchased, plus any accrued and unpaid interest. The Partnership and certain of its subsidiaries are guarantors to the agreements related to the GoZone Bonds.

Credit Facilities

The Partnership's \$1.50 billion Credit Facility, which shall be increased to approximately \$2.46 billion upon and subject to the Parkland Acquisition closing date, matures in June 2030, which date may be extended in accordance with the terms of the Credit Facility. The Credit Facility can be increased from time to time upon our written request, subject to certain conditions, up to an aggregate amount of \$2.00 billion, or, on and after the Parkland Acquisition closing date, \$3.50 billion. As of June 30, 2025, we had \$206 million of outstanding borrowings on the Credit Facility and \$51 million in standby letters of credit were outstanding. The unused availability on the Credit Facility as of June 30, 2025 was \$1.24 billion. The weighted average interest rate on the total amount outstanding as of June 30, 2025 was 6.42%. The Partnership was in compliance with all financial covenants as of June 30, 2025.

On May 16, 2025, the Credit Facility was amended, effective as of the Parkland Acquisition closing date, to, among other things, (i) increase the letter of credit sublimit from \$100 million to \$250 million, (ii) exclude Parkland and its subsidiaries from any requirement to provide a guarantee of the Obligations (as defined in the credit agreement) to the extent (x) such guarantee would not be permitted under any existing indebtedness of Parkland and its subsidiaries that remains outstanding after the Parkland Acquisition closing date or (y) such guarantee, if provided by a domestic subsidiary that is a direct or indirect subsidiary of a foreign subsidiary, could reasonably be expected to have material adverse tax consequences and (iii) permit the Partnership or any of its subsidiaries to incur (x) Parkland Acquisition bridge debt in an aggregate principal amount not to exceed \$2.65 billion and (y) Parkland backstop bridge debt in an aggregate principal amount not to exceed \$3.40 billion less reductions to such maximum amount as set forth in the credit agreement.

On June 17, 2025, the Credit Facility was amended to, among other things, (i) extend the maturity date of the revolving credit facility from May 3, 2029 to June 17, 2030, (ii) increase the aggregate principal amount of the revolving loan commitments from \$1.50 billion to approximately \$2.46 billion, upon and subject to the Parkland Acquisition closing date, (iii) increase the swingline sublimit on and after the Parkland Acquisition closing date from \$100 million to \$500 million, of which \$250 million will be dedicated to swingline borrowings in Canadian Dollars and \$250 million will be dedicated to swingline borrowings in U.S. Dollars, and (iv) add the ability to borrow revolving loans in Canadian Dollars.

Upon the closing of the NuStar Acquisition, the commitments under NuStar's receivables financing agreement were reduced to zero during a suspension period, for which the period end has not been determined. As of June 30, 2025, this facility had no outstanding borrowings.

Fair Value of Debt

The aggregate estimated fair value and carrying amount of our consolidated debt obligations as of June 30, 2025 were \$7.92 billion and \$7.81 billion, respectively. As of December 31, 2024, the aggregate fair value and carrying amount of our consolidated debt obligations were \$7.45 billion and \$7.49 billion, respectively. The fair value of our consolidated debt obligations is a Level 2 valuation based on the respective debt obligations' observable inputs for similar liabilities.

9. Other Non-Current Liabilities

Other non-current liabilities consisted of the following:

	June 30, 2025	December 31, 2024
Asset retirement obligations	\$ 87	\$ 84
Accrued environmental expense, long-term	18	21
Other	45	53
Total	<u>\$ 150</u>	<u>\$ 158</u>

10. Related Party Transactions

We are party to fee-based commercial agreements with various affiliates of Energy Transfer for pipeline, terminalling and storage services. We also have agreements with subsidiaries of Energy Transfer for the purchase and sale of fuel. Additionally, under our partnership agreement, our General Partner does not receive a management fee or other compensation for its role as our general partner. However, our General Partner is reimbursed for all expenses incurred on our behalf. These expenses include shared service fees, as well as all other expenses necessary or appropriate to the conduct of our business that are allocable to us, as provided for in our partnership agreement. There is no cap on the amount that may be paid or reimbursed to our General Partner.

Summary of Transactions

Related party transactions for the three and six months ended June 30, 2025 and 2024 were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Motor fuel sales to affiliates	\$ 5	\$ —	\$ 7	\$ 4
Bulk fuel purchases from affiliates	323	373	617	770
Expense reimbursement	10	8	21	17

Significant affiliate balances included on the consolidated balance sheets were as follows:

- Accounts payable to affiliates were \$221 million and \$199 million as of June 30, 2025 and December 31, 2024, respectively, which were attributable to operational expenses and bulk fuel purchases.
- Advances from affiliates were \$77 million and \$82 million as of June 30, 2025 and December 31, 2024, respectively, which were related to treasury services agreements with Energy Transfer.

11. Revenue**Disaggregation of Revenue**

Revenues from our Fuel Distribution segment are derived from the sale of fuel, non-fuel and lease income. Fuel sales consist primarily of the sale of motor fuel under supply agreements with third-party customers and affiliates. Fuel supply contracts with our customers generally provide that we distribute motor fuel at a price based on a formula which includes published rates, volume-based profit margin and other terms specific to the agreement. The customer is invoiced the agreed-upon price with most payment terms ranging less than 30 days. If the consideration promised in a contract includes a variable amount, the Partnership estimates the variable consideration amount and factors in such estimate to determine the transaction price under the expected value method. Revenue is recognized under the motor fuel contracts at the point in time the customer takes control of the fuel. At the time control is transferred to the customer the sale is considered final, because the agreements do not grant customers the right to return motor fuel. To determine when control transfers to the customer, the shipping terms of the contract are assessed as a primary indicator of the transfer of control. For free on board shipping point terms, revenue is recognized at the time of shipment. The performance obligation with respect to the sale of goods is satisfied at the time of shipment since the customer gains control at this time under the terms. Shipping and/or handling costs that occur before the customer obtains control of the goods are deemed to be fulfillment activities and are accounted for as fulfillment costs. Once the goods are shipped, the Partnership is precluded from redirecting the shipment to another customer and revenue is recognized. Non-fuel revenue includes merchandise revenue that comprises the in-store merchandise and food service sales at company-operated retail stores and other revenue such as credit card processing, car washes, lottery and other services. Lease revenue is derived from the leasing or subleasing of real estate used in the retail distribution of motor fuels.

Revenues from our Pipeline Systems segment are derived from interstate and intrastate pipeline transportation of refined products, crude oil and anhydrous ammonia and the applicable pipeline tariff on a per barrel basis for crude oil or refined products and on a per ton basis for ammonia.

Revenues from our Terminals segment include fees for tank storage agreements, under which a customer agrees to pay for a certain amount of storage in a tank over a period of time (storage terminal revenues) and throughput agreements, under which a customer pays a fee per barrel for volumes moving through our terminals (throughput terminal revenues). Our terminals also provide blending, additive injections, handling and filtering services for which we charge additional fees. Additionally, we lease certain of our storage tanks in exchange for a fixed fee, subject to an annual consumer price index adjustment. We recognized lease revenues from these leases of \$12 million and \$24 million for the three and six months ended June 30, 2025, respectively, which are included in "Service revenue" in our consolidated statement of operations.

The following table depicts the disaggregation of revenue:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Fuel	\$ 4,991	\$ 5,797	\$ 9,798	\$ 11,151
Non-fuel	75	81	142	146
Lease income	30	30	59	68
Pipeline throughput	163	138	321	138
Terminal throughput	31	20	58	36
Other	100	108	191	134
Total revenues	\$ 5,390	\$ 6,174	\$ 10,569	\$ 11,673

Contract Balances with Customers

The balances of the Partnership's contract assets and contract liabilities as of June 30, 2025 and December 31, 2024 were as follows:

	June 30, 2025	December 31, 2024
Contract assets	\$ 329	\$ 288
Accounts receivable from contracts with customers	962	1,084
Contract liabilities	33	39

The following table summarizes the consolidated activity of our contract liabilities :

	Contract Liabilities
Balance, December 31, 2024	\$ 39
Additions	10
Revenue recognized	(16)
Balance, June 30, 2025	<u>\$ 33</u>

	Contract Liabilities
Balance, December 31, 2023	\$ —
NuStar Acquisition	78
Zenith European terminals acquisition	3
Additions	19
Revenue recognized	(19)
Balance, June 30, 2024	<u>\$ 81</u>

Remaining Performance Obligations

The following table presents our estimated revenues from contracts with customers for remaining performance obligations that have not yet been recognized, representing our contractually committed revenue as of June 30, 2025.

	Remaining Performance Obligations
2025 (remaining)	\$ 201
2026	301
2027	202
2028	155
2029	110
Thereafter	275
Total	\$ 1,244

Our contractually committed revenue, for purposes of the tabular presentation above, is generally limited to customer contracts that have fixed pricing and fixed volume terms and conditions, including contracts with payment obligations for minimum volume commitments.

Costs to Obtain or Fulfill a Contract

The Partnership recognized amortization on capitalized costs incurred to obtain contracts of \$10 million and \$9 million for the three months ended June 30, 2025 and 2024, respectively, and \$19 million and \$17 million for the six months ended June 30, 2025 and 2024, respectively.

12. Commitments and Contingencies

Litigation

From time to time, the Partnership is involved in various legal proceedings and claims arising out of our operations in the normal course of business. Such proceedings are subject to the uncertainties inherent in any litigation, and we regularly assess the need for accounting recognition or disclosure of any related contingencies. We maintain liability insurance with insurers with coverage and deductibles management believes are reasonable and prudent. However, there can be no assurance that the levels of insurance protection currently in effect will continue to be available at reasonable prices or that such levels will be adequate to protect us from material expenses related to product liability, personal injury or property damage in the future. Based on currently available information, we believe it is unlikely that the outcome of known matters would have a material adverse impact on our financial condition, results of operations or cash flows.

New York Motor Fuel Excise Tax Audit

New York State issued a motor fuel excise tax assessment to Sunoco LLC, a wholly owned subsidiary of the Partnership, in the amount of approximately \$20 million, exclusive of penalties and interest, for the periods of March 2017 through May 2020. Sunoco LLC intends to pursue all available avenues of appeal and contest the full amount of the assessment. Sunoco LLC cannot predict the outcome of this matter at this time.

13. Equity

As of June 30, 2025, Energy Transfer and its subsidiaries owned 28,463,967 of our common units and the public owned 108,139,215 of our common units. As of June 30, 2025, our wholly owned subsidiaries owned all of the 16,410,780 Class C units representing limited partner interests in the Partnership.

Common Units

The change in our outstanding common units for the six months ended June 30, 2025 was as follows:

	Number of Units
Number of common units at December 31, 2024	136,228,535
Phantom unit vesting	31,225
Units issued in acquisitions	343,422
Number of common units at June 30, 2025	136,603,182

Cash Distributions

Our partnership agreement sets forth the calculation used to determine the amount and priority of cash distributions that the common unitholders receive.

Cash distributions paid or declared subsequent to December 31, 2024 were as follows:

Payment Date	Limited Partners		Distribution to IDR Holders
	Per Unit Distribution	Total Cash Distribution	
February 19, 2025	\$ 0.8865	\$ 121	\$ 37
May 20, 2025	0.8976	122	39
August 19, 2025	0.9088	124	41

Accumulated Other Comprehensive Income

The following table presents the components of AOCI, net of tax:

	June 30, 2025	December 31, 2024
Foreign currency translation adjustment	\$ (4)	\$ (1)
Actuarial gains related to pensions and other postretirement benefits	2	3
Total AOCI included in partners' capital, net of tax	\$ (2)	\$ 2

14. Segment Reporting

Description of Segments

Our consolidated financial statements reflect three reportable segments: Fuel Distribution, Pipeline Systems and Terminals.

Fuel Distribution. Our Fuel Distribution segment supplies motor fuel to independently-operated dealer stations, distributors, commission agents and other consumers. Also included in our Fuel Distribution segment is lease income from properties that we lease or sublease, as well as the Partnership's credit card services, franchise royalties and retail operations in Hawaii and New Jersey.

Pipeline Systems. Our Pipeline Systems segment includes an integrated pipeline and terminal network comprised of approximately 6,000 miles of refined product pipeline (including the pipeline of J.C. Nolan), approximately 6,000 miles of crude oil pipeline (including the pipeline of ET-S Permian), approximately 2,000 miles of ammonia pipeline and 67 terminals.

Terminals. Our Terminals segment is composed of four transmix processing facilities and 56 refined product terminals (two in Europe, six in Hawaii and 48 in the continental United States).

Segment Operating Results

We report Adjusted EBITDA by segment as a measure of segment performance. We define Adjusted EBITDA as earnings before net interest expense, income taxes, depreciation, amortization and accretion expense, non-cash unit-based compensation expense, gains and losses on disposal of assets, non-cash impairment charges, losses on extinguishment of debt, unrealized gains and losses on commodity derivatives, inventory valuation adjustments, and certain other operating expenses reflected in net income that we do not believe are indicative of ongoing core operations. Inventory valuation adjustments that are excluded from the calculation of Adjusted EBITDA represent changes in lower of cost or market reserves on the Partnership's inventory. These amounts are unrealized valuation adjustments applied to fuel volumes remaining in inventory at the end of the period.

The following tables present financial information by segment for the three and six months ended June 30, 2025 and 2024:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Revenues:				
Fuel Distribution				
Revenues from external customers	\$ 5,096	\$ 5,908	\$ 9,999	\$ 11,365
Intersegment revenues	9	11	22	20
	<u>5,105</u>	<u>5,919</u>	<u>10,021</u>	<u>11,385</u>
Pipeline Systems				
Revenues from external customers	181	177	354	177
Intersegment revenues	1	1	2	1
	<u>182</u>	<u>178</u>	<u>356</u>	<u>178</u>
Terminals				
Revenues from external customers	113	89	216	131
Intersegment revenues	230	253	466	510
	<u>343</u>	<u>342</u>	<u>682</u>	<u>641</u>
Eliminations	(240)	(265)	(490)	(531)
Total	<u>\$ 5,390</u>	<u>\$ 6,174</u>	<u>\$ 10,569</u>	<u>\$ 11,673</u>

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Cost of sales:				
Fuel Distribution	\$ 4,843	\$ 5,615	\$ 9,398	\$ 10,664
Pipeline Systems	(1)	6	(1)	5
Terminals	219	253	440	486
Eliminations	(240)	(265)	(490)	(531)
Total	<u>\$ 4,821</u>	<u>\$ 5,609</u>	<u>\$ 9,347</u>	<u>\$ 10,624</u>

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Operating and lease expenses, excluding non-cash unit-based compensation:				
Fuel Distribution	\$ 74	\$ 73	\$ 146	\$ 156
Pipeline Systems	45	38	89	39
Terminals	43	38	85	59
Total	\$ 162	\$ 149	\$ 320	\$ 254

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
General and administrative expenses, excluding non-cash unit-based compensation:				
Fuel Distribution	\$ 26	\$ 20	\$ 46	\$ 43
Pipeline Systems	11	83	20	86
Terminals	10	29	17	36
Total	\$ 47	\$ 132	\$ 83	\$ 165

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Other ⁽¹⁾ :				
Fuel Distribution	\$ (44)	\$ (34)	\$ 5	\$ 59
Pipeline Systems	(50)	(2)	(101)	(5)
Terminals	—	—	3	14
Total	\$ (94)	\$ (36)	\$ (93)	\$ 68

⁽¹⁾ Other includes Adjusted EBITDA from unconsolidated affiliates, unrealized gains and losses on commodity derivatives, inventory valuation adjustments and other less significant items, as applicable.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Segment Adjusted EBITDA:				
Fuel Distribution	\$ 206	\$ 245	\$ 426	\$ 463
Pipeline Systems	177	53	349	53
Terminals	71	22	137	46
Total	\$ 454	\$ 320	\$ 912	\$ 562

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Reconciliation of net income to Adjusted EBITDA:				
Net income	\$ 86	\$ 501	\$ 293	\$ 731
Depreciation, amortization and accretion	154	78	310	121
Interest expense, net	123	95	244	158
Non-cash unit-based compensation expense	5	4	9	8
(Gain) loss on disposal of assets and impairment charges	(2)	52	1	54
Loss on extinguishment of debt	17	2	19	2
Unrealized (gains) losses on commodity derivatives	(7)	(6)	(8)	7
Inventory valuation adjustments	40	32	(21)	(98)
Equity in earnings of unconsolidated affiliates	(31)	(2)	(63)	(4)
Adjusted EBITDA related to unconsolidated affiliates	51	3	101	6
Gain on West Texas Sale	—	(598)	—	(598)
Other non-cash adjustments	11	10	22	19
Income tax expense	7	149	5	156
Adjusted EBITDA (consolidated)	<u>\$ 454</u>	<u>\$ 320</u>	<u>\$ 912</u>	<u>\$ 562</u>

	June 30, 2025	December 31, 2024
Assets:		
Fuel Distribution	\$ 5,932	\$ 6,047
Pipeline Systems	6,086	6,213
Terminals	2,218	1,944
Total segment assets	14,236	14,204
Other partnership assets	192	171
Total assets	<u>\$ 14,428</u>	<u>\$ 14,375</u>

15. Net Income per Common Unit

A reconciliation of the numerators and denominators of the basic and diluted net income per common unit computations is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Net income	\$ 86	\$ 501	\$ 293	\$ 731
Less:				
Net income attributable to noncontrolling interests	—	8	—	8
Incentive distribution rights	40	36	79	72
Distributions on unvested phantom unit awards	1	2	3	3
Common unitholders' interest in net income	<u>\$ 45</u>	<u>\$ 455</u>	<u>\$ 211</u>	<u>\$ 648</u>
Weighted average common units outstanding:				
Basic	136,432,676	117,271,408	136,350,550	100,848,078
Dilutive effect of unvested phantom unit awards	713,343	783,450	690,396	808,998
Diluted	137,146,019	118,054,858	137,040,946	101,657,076
Net income per common unit:				
Basic	\$ 0.33	\$ 3.88	\$ 1.55	\$ 6.43
Diluted	\$ 0.33	\$ 3.85	\$ 1.54	\$ 6.37

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

(Tabular dollar amounts, except per gallon data, are in millions)

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and notes to consolidated financial statements included elsewhere in this report. Additional discussion and analysis related to the Partnership is contained in our Annual Report on Form 10-K, including the audited consolidated financial statements for the fiscal year ended December 31, 2024 included therein.

Adjusted EBITDA is a non-GAAP financial measure of performance that has limitations and should not be considered as a substitute for net income or other GAAP measures. Please see "Key Measures Used to Evaluate and Assess Our Business" below for a discussion of our use of Adjusted EBITDA in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" and a reconciliation to net income for the periods presented.

Cautionary Statement Regarding Forward-Looking Statements

Some of the information in this Quarterly Report on Form 10-Q may contain forward-looking statements within the meaning of Section 21E of the Exchange Act. All statements, other than statements of historical fact included in this Quarterly Report on Form 10-Q, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. Statements using words such as "believe," "plan," "could," "expect," "anticipate," "intend," "forecast," "assume," "estimate," "continue," "position," "predict," "project," "goal," "strategy," "budget," "potential," "will" and other similar words or phrases are used to help identify forward-looking statements, although not all forward-looking statements contain such identifying words. Descriptions of our objectives, goals, targets, plans, strategies, costs, anticipated capital expenditures, expected cost savings and benefits are also forward-looking statements. These forward-looking statements are based on our current plans and expectations and involve a number of risks and uncertainties that could cause actual results and events to vary materially from the results and events anticipated or implied by such forward-looking statements, including:

- our ability to make, complete and integrate acquisitions from affiliates or third parties, including the ability to successfully integrate Parkland's business once the Parkland Acquisition is completed;
- business strategy and operations of Energy Transfer and its conflicts of interest with us;
- changes in the price of and demand for the motor fuel that we distribute and our ability to appropriately hedge any motor fuel we hold in inventory;
- our dependence on limited principal suppliers;
- competition in the wholesale motor fuel distribution and retail store industry;
- changing customer preferences for alternate fuel sources or improvement in fuel efficiency;
- volatility of fuel prices or a prolonged period of low fuel prices and the effects of actions by, or disputes among or between, oil producing countries with respect to matters related to the price or production of oil;
- any acceleration of the domestic and/or international transition to a low carbon economy as a result of the Inflation Reduction Act of 2022 or otherwise;
- the possibility of cyber and malware attacks;
- changes in our credit rating, as assigned by rating agencies;
- a deterioration in the credit and/or capital markets, including as a result of recent increases in cost of capital resulting from Federal Reserve policies and changes in financial institutions' policies or practices concerning businesses linked to fossil fuels;
- general economic conditions, including sustained periods of inflation, supply chain disruptions, new, increased and reciprocal tariffs and associated central bank monetary policies;
- environmental, tax and other federal, state and local laws and regulations;
- changes to, and the application of, regulation of tariff rates and operational requirements related to our joint ventures' and subsidiaries' interstate and intrastate pipelines, including the impact on the raw materials;
- political and economic conditions and events in the U.S. and in foreign oil, natural gas and NGL producing countries, including embargoes, political and regulatory changes implemented by the Trump Administration, continued hostilities in the Middle East, including the Israel-Hamas conflict, and conflict with Iran, and other sustained military campaigns, the armed conflict in Ukraine and associated economic sanctions on Russia, conditions in South America, Central America and China and acts of terrorism or sabotage;

- the fact that we are not fully insured against all risks incident to our business;
- dangers inherent in the storage and transportation of motor fuel;
- our ability to manage growth and/or control costs;
- the ability to successfully identify and consummate strategic acquisitions at purchase prices that are accretive to our financial results and to successfully integrate acquired businesses;
- our reliance on senior management, supplier trade credit and information technology; and
- our partnership structure, which may create conflicts of interest between us and our General Partner and its affiliates, and limits the fiduciary duties of our General Partner and its affiliates.

All forward-looking statements, expressed or implied, are expressly qualified in their entirety by the foregoing cautionary statements.

Many of the foregoing risks and uncertainties are, and will be, heightened by any further worsening of the global business and economic environment. New factors that could impact forward-looking statements emerge from time to time, and it is not possible for us to predict all such factors. Should one or more of the risks or uncertainties described or referenced in this Quarterly Report on Form 10-Q, our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 14, 2025 or our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 filed with the SEC on May 8, 2025 occur, or should underlying assumptions prove incorrect, actual results and plans could differ materially from those expressed in any forward-looking statements.

You should not put undue reliance on any forward-looking statements. When considering forward-looking statements, please review the risks described or referenced under the heading “Item 1A. Risk Factors” herein, including the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 14, 2025 or from the risk factors set forth in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 filed with the SEC on May 8, 2025. The list of factors that could affect future performance and the accuracy of forward-looking statements is illustrative but by no means exhaustive. Accordingly, all forward-looking statements should be evaluated with the understanding of their inherent uncertainty. The forward-looking statements included in this report are based on, and include, our estimates as of the filing of this report. We anticipate that subsequent events and market developments will cause our estimates to change. However, we specifically disclaim any obligation to update any forward-looking statements after the date of this Quarterly Report on Form 10-Q, except as required by law, even if new information becomes available in the future.

In addition to risks and uncertainties in the ordinary course of business that are common to all businesses, important factors that are specific to our structure as a limited partnership, our industry and our company could materially impact our future performance and results of operations.

Overview

As used in this Management’s Discussion and Analysis of Financial Condition and Results of Operations, the terms “Partnership,” “we,” “us” or “our” should be understood to refer to Sunoco LP and its consolidated subsidiaries, unless the context clearly indicates otherwise.

We are a Delaware master limited partnership primarily engaged in energy infrastructure and distribution of motor fuels in over 40 U.S. states, Puerto Rico, Europe and Mexico. Our midstream operations include an extensive network of approximately 14,000 miles of pipeline and over 100 terminals. Our fuel distribution operations serve approximately 7,400 Sunoco and partner branded locations and additional independent dealers and commercial customers.

Recent Developments

Acquisitions

Parkland Acquisition

On May 5, 2025, Sunoco and Parkland announced that the parties have entered into a definitive agreement whereby Sunoco plans to acquire all outstanding shares of Parkland in a cash and equity transaction valued at approximately \$9.1 billion as of the announcement date, including assumed debt.

As part of the transaction, Sunoco intends to repurpose and rename an existing subsidiary as SunocoCorp LLC (“SunocoCorp”) which will become a publicly traded entity classified as a corporation for U.S. federal income tax purposes, with SunocoCorp common units being traded on the New York Stock Exchange. SunocoCorp is expected to hold limited partnership units of Sunoco that are generally economically equivalent to Sunoco’s publicly traded common units on the basis of one Sunoco common unit for each outstanding SunocoCorp unit. For a period of two years following closing of the transaction, Sunoco will ensure that

SunocoCorp unitholders receive distributions on a per unit basis that are equivalent to the per unit distributions to Sunoco unitholders.

Under the terms of the agreement, Parkland shareholders would receive 0.295 SunocoCorp units and C\$19.80 for each Parkland share. Parkland shareholders could elect, in the alternative, to receive C\$44.00 per Parkland share in cash or 0.536 SunocoCorp units for each Parkland share, subject to proration to ensure that the aggregate consideration payable in connection with the transaction does not exceed C\$19.80 in cash per Parkland share outstanding as of immediately before close and 0.295 SunocoCorp units per Parkland share outstanding as of immediately before close.

The transaction is currently expected to close in the fourth quarter of 2025 upon the satisfaction of closing conditions, including customary regulatory and stock exchange listing approvals.

TanQuid Acquisition

In March 2025, the Partnership entered into an agreement to acquire TanQuid for approximately €500 million (approximately \$586 million as of June 30, 2025), including approximately €300 million of assumed debt. TanQuid owns and operates 15 fuel terminals in Germany and one fuel terminal in Poland. The transaction is expected to close in the second half of 2025, subject to customary closing conditions, and will be funded using cash on hand and amounts available under the Partnership's Credit Facility.

Other Acquisitions

In the first quarter of 2025, we acquired fuel equipment, motor fuel inventory and supply agreements in two separate transactions for total consideration of approximately \$17 million. Aggregate consideration included \$12 million in cash and 91,776 newly issued Sunoco LP common units, which had an aggregate acquisition-date fair value of approximately \$5 million.

In the second quarter of 2025, we acquired a total of 151 fuel distribution consignment sites in three separate transactions for total consideration of approximately \$105 million plus working capital. Aggregate consideration included \$92 million in cash and 251,646 newly issued Sunoco LP common units which had an aggregate acquisition-date fair value of approximately \$13 million.

Regulatory Update

One Big Beautiful Bill Act

On July 4, 2025, the One Big Beautiful Bill Act (“OBBBA”) was signed into law. The OBBBA permanently reinstates 100% bonus depreciation on qualified property and modifies the calculation of the business interest expense limitation for U.S. federal income tax purposes. We anticipate the OBBBA will defer the payment of a significant portion of the Partnership's corporate subsidiaries' U.S. federal income taxes in future periods. All effects of changes in tax law are recognized in the consolidated financial statements during the period of enactment. As such, the effects of the OBBBA are not reflected in our provision for income taxes as of and for the three and six months ended June 30, 2025. However, because the income tax provisions of the Partnership's corporate subsidiaries include both current and deferred income taxes, we currently do not anticipate a significant impact to the Partnership's overall income tax expense in future periods.

Interstate Common Carrier Regulation

Liquids pipelines transporting in interstate commerce are regulated by the Federal Energy Regulatory Commission (“FERC”) as common carriers under the Interstate Commerce Act (“ICA”). Under the ICA, the FERC utilizes an indexing rate methodology which, as currently in effect, allows common carriers to change their rates within prescribed ceiling levels that are tied to changes in the Producer Price Index for Finished Goods, or PPI-FG. Many existing pipelines utilize the FERC liquids index to change transportation rates annually. The indexing methodology is applicable to existing rates, with the exclusion of market-based rates. The FERC's indexing methodology is subject to review every five years.

On December 17, 2020, FERC issued an order establishing a new index of PPI-FG plus 0.78%. The FERC received requests for rehearing of its December 17, 2020 order and on January 20, 2022, granted rehearing and modified the oil index. Specifically, for the five-year period commencing July 1, 2021 and ending June 30, 2026, FERC-regulated liquids pipelines charging indexed rates are permitted to adjust their indexed ceilings annually by PPI-FG minus 0.21%. FERC directed liquids pipelines to recompute their ceiling levels for July 1, 2021 through June 30, 2022, as well as the ceiling levels for the period July 1, 2022 to June 30, 2023, based on the new index level. Where an oil pipeline's filed rates exceed its ceiling levels, FERC ordered such oil pipelines to reduce the rate to bring it into compliance with the recomputed ceiling level to be effective March 1, 2022. Some parties sought rehearing of the January 20 order with FERC, which was denied by FERC on May 6, 2022. Certain parties appealed the January 20 and May 6 orders. On July 26, 2024, the D.C. Circuit ruled in *LEPA v. FERC* that FERC violated the Administrative Procedure Act because the January 20 order modified the index without following notice and comment. As a result, the D.C. Circuit vacated the January 20 order and on September 17, 2024, the Commission reinstated the index level established by its original December 17 order, directed pipelines to file an informational filing to show their recomputed ceiling levels reflecting the reinstated index level and stated that pipelines may file to prospectively increase their indexed rates to their recomputed levels. On October 17,

2024, FERC issued a Supplemental Notice of Proposed Rulemaking (“Supplemental NOPR”) that proposes a reduction to the currently effective index by one percent. The Supplemental NOPR, which remains pending before FERC, could result in the reimplementing through a notice-and-comment rulemaking of the same rulings that were vacated by the D.C. Circuit in *LEPA v. FERC*.

On October 20, 2022, the FERC issued a policy statement on the Standard Applied to Complaints Against Oil Pipeline Index Rate Changes to establish guidelines regarding how the FERC will evaluate shipper complaints against oil pipeline index rate increases. Specifically, the policy statement adopted the proposal in the FERC’s earlier Notice of Inquiry issued on March 25, 2020 to eliminate the “Substantially Exacerbate Test” as the preliminary screen applied to complaints against index rate increases and instead adopt the proposal to apply the “Percentage Comparison Test” as the preliminary screen for both protests and complaints against index rate increases. At this time, we cannot determine the effect of a change in the FERC’s preliminary screen for complaints against index rate changes; however, a revised screen would result in a threshold aligned with the existing threshold for protests against index rate increases. Any complaint or protest raised by a shipper could materially and adversely affect our financial condition, results of operations or cash flows.

Key Measures Used to Evaluate and Assess Our Business

Management uses a variety of financial measurements to analyze business performance, including the following key measures:

- *Adjusted EBITDA*. Adjusted EBITDA, as used throughout this document, is defined as earnings before net interest expense, income taxes, depreciation, amortization and accretion expense, non-cash unit-based compensation expense, gains and losses on disposal of assets, non-cash impairment charges, losses on extinguishment of debt, unrealized gains and losses on commodity derivatives, inventory valuation adjustments, and certain other operating expenses reflected in net income that we do not believe are indicative of ongoing core operations. Inventory valuation adjustments that are excluded from the calculation of Adjusted EBITDA represent changes in lower of cost or market reserves on the Partnership’s inventory. These amounts are unrealized valuation adjustments applied to fuel volumes remaining in inventory at the end of the period.

Adjusted EBITDA is a non-GAAP financial measure. For a reconciliation of Adjusted EBITDA to net income, which is the most directly comparable financial measure calculated and presented in accordance with GAAP, read “Key Operating Metrics and Results of Operations” below.

We believe Adjusted EBITDA is useful to investors in evaluating our operating performance because:

- Adjusted EBITDA is used as a performance measure under our Credit Facility;
- securities analysts and other interested parties use Adjusted EBITDA as a measure of financial performance; and
- our management uses Adjusted EBITDA for internal planning purposes, including aspects of our consolidated operating budget and capital expenditures.

Adjusted EBITDA is not a recognized term under GAAP and does not purport to be an alternative to net income as a measure of operating performance. Adjusted EBITDA has limitations as an analytical tool, and one should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations include:

- it does not reflect interest expense or the cash requirements necessary to service interest or principal payments on our Credit Facility or senior notes;
- although depreciation, amortization and accretion are non-cash charges, the assets being depreciated, amortized and accreted will often have to be replaced in the future, and Adjusted EBITDA does not reflect cash requirements for such replacements; and
- as not all companies use identical calculations, our presentation of Adjusted EBITDA may not be comparable to similarly titled measures of other companies.

Adjusted EBITDA reflects amounts for the unconsolidated affiliates based on the same recognition and measurement methods used to record equity in earnings of unconsolidated affiliates. Adjusted EBITDA related to unconsolidated affiliates excludes the same items with respect to the unconsolidated affiliates as those excluded from the calculation of Adjusted EBITDA, such as interest, taxes, depreciation, amortization, accretion and other non-cash items. Although these amounts are excluded from Adjusted EBITDA related to unconsolidated affiliates, such exclusion should not be understood to imply that we have control over the operations and resulting revenues and expenses of such affiliates. We do not control our unconsolidated affiliates; therefore, we do not control the earnings or cash flows of such affiliates. The use of Adjusted EBITDA or Adjusted EBITDA related to unconsolidated affiliates as an analytical tool should be limited accordingly.

Results of Operations

Consolidated Results

	Three Months Ended June 30,			Six Months Ended June 30,		
	2025	2024	Change	2025	2024	Change
Segment Adjusted EBITDA:						
Fuel Distribution	\$ 206	\$ 245	\$ (39)	\$ 426	\$ 463	\$ (37)
Pipeline Systems	177	53	124	349	53	296
Terminals	71	22	49	137	46	91
Adjusted EBITDA (consolidated)	\$ 454	\$ 320	\$ 134	\$ 912	\$ 562	\$ 350

	Three Months Ended June 30,			Six Months Ended June 30,		
	2025	2024	Change	2025	2024	Change
Reconciliation of net income to Adjusted EBITDA:						
Net income	\$ 86	\$ 501	\$ (415)	\$ 293	\$ 731	\$ (438)
Depreciation, amortization and accretion	154	78	76	310	121	189
Interest expense, net	123	95	28	244	158	86
Non-cash unit-based compensation expense	5	4	1	9	8	1
(Gain) loss on disposal of assets and impairment charges	(2)	52	(54)	1	54	(53)
Loss on extinguishment of debt	17	2	15	19	2	17
Unrealized (gains) losses on commodity derivatives	(7)	(6)	(1)	(8)	7	(15)
Inventory valuation adjustments	40	32	8	(21)	(98)	77
Equity in earnings of unconsolidated affiliates	(31)	(2)	(29)	(63)	(4)	(59)
Adjusted EBITDA related to unconsolidated affiliates	51	3	48	101	6	95
Gain on West Texas Sale	—	(598)	598	—	(598)	598
Other non-cash adjustments	11	10	1	22	19	3
Income tax expense	7	149	(142)	5	156	(151)
Adjusted EBITDA (consolidated)	\$ 454	\$ 320	\$ 134	\$ 912	\$ 562	\$ 350

Net Income. For the three and six months ended June 30, 2025 compared to the same periods last year, net income decreased primarily due to a \$598 million gain on the West Texas Sale in April 2024, as well as increases in interest expense and losses on extinguishment of debt. These decreases were partially offset by an increase in operating income, primarily driven by higher Adjusted EBITDA offset by increased depreciation, amortization and accretion, as well as higher equity in earnings of unconsolidated affiliates. These increases and decreases are discussed further below.

Adjusted EBITDA (consolidated). For the three and six months ended June 30, 2025 compared to the same periods last year, Adjusted EBITDA increased primarily due to an increase in total segment profit of \$11 million and \$235 million, respectively, excluding unrealized gains and losses on commodity derivatives and inventory valuation adjustments, primarily related to the acquisitions of NuStar and Zenith European terminals, an increase in Adjusted EBITDA related to unconsolidated affiliates of \$48 million and \$95 million, respectively, and decreases in operating costs (including operating expenses, general and administrative expenses and lease expense) of \$71 million and \$15 million, respectively, primarily due to a decrease in general and administrative expenses related to one-time NuStar Acquisition costs in 2024, partially offset by increases in operating expenses.

Additional discussion on the changes impacting net income and comprehensive income (loss) and Adjusted EBITDA for the three and six months ended June 30, 2025 compared to the same periods last year is available below and in “Segment Operating Results.”

Depreciation, Amortization and Accretion. For the three and six months ended June 30, 2025 compared to the same periods last year, depreciation, amortization and accretion increased primarily due to additional depreciation and amortization from assets recently placed in service and from recent acquisitions.

Interest Expense, net. For the three months ended June 30, 2025 compared to the same period last year, interest expense increased primarily due to an increase in average total long-term debt, including debt assumed in the NuStar Acquisition.

(Gain) Loss on Disposal of Assets and Impairment Charges. For the three and six months ended June 30, 2024 loss on disposal of assets and impairment charges primarily related to the termination of a lease in June 2024.

Loss on Extinguishment of Debt. For the three and six months ended June 30, 2025, loss on extinguishment of debt was primarily due to the termination of bridge financing related to the pending Parkland acquisition.

Unrealized (Gains) Losses on Commodity Derivatives. The unrealized gains and losses on our commodity derivatives represent the changes in fair value of our commodity derivatives. The change in unrealized gains and losses between periods is impacted by the notional amounts and commodity price changes on our commodity derivatives. Additional information on commodity derivatives is included in “Item 3. Quantitative and Qualitative Disclosures about Market Risk” below.

Inventory Valuation Adjustments. Inventory valuation adjustments represent changes in lower of cost or market reserves using the LIFO method on the Partnership’s inventory. These amounts are unrealized valuation adjustments applied to fuel volumes remaining in inventory at the end of the period. For the three months ended June 30, 2025 and 2024, the Partnership’s cost of sales included unfavorable inventory valuation adjustments of \$40 million and \$32 million, respectively, which decreased net income. For the six months ended June 30, 2025 and 2024, the Partnership’s cost of sales included favorable inventory valuation adjustments of \$21 million and \$98 million, respectively, which increased net income.

Adjusted EBITDA Related to Unconsolidated Affiliates and Equity in Earnings of Unconsolidated Affiliates. For the three and six months ended June 30, 2025, the increase in the amounts reported related to unconsolidated affiliates was primarily due to the formation of ET-S Permian effective July 1, 2024.

Gain on West Texas Sale. The gain on West Texas Sale relates to the gain recognized by Sunoco LP upon completion of the sale of convenience stores to 7-Eleven Inc. in April 2024.

Income Tax Expense. For the three and six months ended June 30, 2025 compared to the same periods last year, income tax expense decreased primarily due to a taxable gain recognized by a corporate subsidiary on the West Texas Sale in April 2024.

Supplemental Information on Unconsolidated Affiliates

The following table presents financial information related to unconsolidated affiliates:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2025	2024	Change	2025	2024	Change
Equity in earnings of unconsolidated affiliates						
J.C. Nolan	\$ 1	\$ 2	\$ (1)	\$ 3	\$ 4	\$ (1)
ET-S Permian	30	—	30	60	—	60
Total equity in earnings of unconsolidated affiliates	\$ 31	\$ 2	\$ 29	\$ 63	\$ 4	\$ 59
Adjusted EBITDA related to unconsolidated affiliates ⁽¹⁾ :						
J.C. Nolan	\$ 3	\$ 3	\$ —	\$ 6	\$ 6	\$ —
ET-S Permian	48	—	48	95	—	95
Total Adjusted EBITDA related to unconsolidated affiliates	\$ 51	\$ 3	\$ 48	\$ 101	\$ 6	\$ 95
Distributions received from unconsolidated affiliates:						
J.C. Nolan	\$ 3	\$ 3	\$ —	\$ 5	\$ 4	\$ 1
ET-S Permian	43	—	43	159	—	159
Total distributions received from unconsolidated affiliates	\$ 46	\$ 3	\$ 43	\$ 164	\$ 4	\$ 160

⁽¹⁾ These amounts represent our proportionate share of the Adjusted EBITDA of our unconsolidated affiliates and are based on our equity in earnings or losses of our unconsolidated affiliates adjusted for our proportionate share of the unconsolidated affiliates’ interest, depreciation, amortization, accretion, non-cash items and taxes.

Segment Operating Results

We evaluate segment performance based on Segment Adjusted EBITDA, which we believe is an important performance measure of the core profitability of our operations. This measure represents the basis of our internal financial reporting and is one of the performance measures used by senior management in deciding how to allocate capital resources among business segments.

The following tables identify the components of Segment Adjusted EBITDA, which is calculated as follows:

- *Segment profit, operating expenses and selling, general and administrative expenses.* These amounts represent the amounts included in our consolidated financial statements that are attributable to each segment.
- *Adjusted EBITDA related to unconsolidated affiliates.* Adjusted EBITDA related to unconsolidated affiliates excludes the same items with respect to the unconsolidated affiliate as those excluded from the calculation of Segment Adjusted EBITDA, such as interest, taxes, depreciation, amortization, accretion and other non-cash items. Although these amounts are excluded from Adjusted EBITDA related to unconsolidated affiliates, such exclusion should not be understood to imply that we have control over the operations and resulting revenues and expenses of such affiliates. We do not control our unconsolidated affiliates; therefore, we do not control the earnings or cash flows of such affiliates.

The following analysis of segment operating results includes a measure of segment profit. Segment profit is a non-GAAP financial measure and is presented herein to assist in the analysis of segment operating results and particularly to facilitate an understanding of the impacts that changes in sales revenues have on the segment performance measure of Segment Adjusted EBITDA. Segment profit is similar to the GAAP measure of gross profit, except that segment profit excludes charges for depreciation, amortization and accretion. The most directly comparable measure to segment profit is gross profit.

The following table presents a reconciliation of segment profit to gross profit:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2025	2024	Change	2025	2024	Change
Fuel Distribution segment profit	\$ 262	\$ 304	\$ (42)	\$ 623	\$ 721	\$ (98)
Pipeline Systems segment profit	183	172	11	357	173	184
Terminals segment profit	124	89	35	242	155	87
Total segment profit	569	565	4	1,222	1,049	173
Depreciation, amortization and accretion, excluding corporate and other	153	77	76	309	120	189
Gross profit	\$ 416	\$ 488	\$ (72)	\$ 913	\$ 929	\$ (16)

In addition, for the Fuel Distribution segment, the following sections include information on the components of segment profit by sales type, which components are included in order to provide additional disaggregated information to facilitate the analysis of segment profit and Segment Adjusted EBITDA. These components of segment profit are calculated consistent with the calculation of segment profit; therefore, these components also exclude charges for depreciation, amortization and accretion.

Fuel Distribution

	Three Months Ended June 30,			Six Months Ended June 30,		
	2025	2024	Change	2025	2024	Change
Motor fuel gallons sold (millions)	2,188	2,189	(1)	4,275	4,289	(14)
Motor fuel profit cents per gallon ⁽¹⁾	10.5 ¢	11.8 ¢	(1.3)¢	11.0 ¢	11.4 ¢	(0.4)¢
Fuel profit	\$ 191	\$ 230	\$ (39)	\$ 488	\$ 574	\$ (86)
Non-fuel profit	41	44	(3)	76	79	(3)
Lease profit	30	30	—	59	68	(9)
Fuel Distribution segment profit	\$ 262	\$ 304	\$ (42)	\$ 623	\$ 721	\$ (98)
Expenses	\$ 102	\$ 96	\$ 6	\$ 196	\$ 207	\$ (11)
Segment Adjusted EBITDA	\$ 206	\$ 245	\$ (39)	\$ 426	\$ 463	\$ (37)

⁽¹⁾ Excludes the impact of inventory valuation adjustments consistent with the definition of Adjusted EBITDA.

Volumes. For the three and six months ended June 30, 2025 compared to the same periods last year, volumes decreased primarily due to the sale of assets in West Texas (the “West Texas Sale”) in April 2024, partially offset by volume increases from investment and profit optimization.

Segment Adjusted EBITDA. For the three months ended June 30, 2025 compared to the same period last year, Segment Adjusted EBITDA related to our Fuel Distribution segment decreased due to the net impact of the following:

- a decrease of \$29 million due to lower profit per gallon; and
- an increase of \$6 million in expenses primarily due to the pending Parkland acquisition.

For the six months ended June 30, 2025 compared to the same period last year, Segment Adjusted EBITDA related to our Fuel Distribution segment decreased due to the net impact of the following:

- a decrease of \$32 million related to a decrease in gallons sold due to the West Texas Sale and a decrease in profit per gallon;
- a decrease of \$9 million in lease profit due to the West Texas Sale; and
- an increase in general and administrative expenses of \$3 million due to the pending Parkland acquisition; partially offset by
- a decrease in operating expenses of \$10 million primarily due to the West Texas Sale and lower allocated overhead.

Pipeline Systems

	Three Months Ended June 30,			Six Months Ended June 30,		
	2025	2024	Change	2025	2024	Change
Pipelines throughput (thousand barrels per day)	1,231	1,264	(33)	1,244	632	612
Pipeline Systems segment profit	\$ 183	\$ 172	\$ 11	\$ 357	\$ 173	\$ 184
Expenses	\$ 58	\$ 121	\$ (63)	\$ 112	\$ 124	\$ (12)
Segment Adjusted EBITDA	\$ 177	\$ 53	\$ 124	\$ 349	\$ 53	\$ 296

Volumes. For the three months ended June 30, 2025 compared to the same period last year, throughput volumes decreased primarily due to the contribution of assets to ET-S Permian in July 2024. For the six months ended June 30, 2025 compared to the same period last year, throughput volumes increased primarily due to recently acquired assets.

Segment Adjusted EBITDA. For the three months ended June 30, 2025 compared to the same period last year, Segment Adjusted EBITDA related to our Pipeline Systems segment increased due to the net impact of the following:

- an \$11 million increase in segment profit comprised of a \$61 million increase from the timing of the acquisition of NuStar, which occurred on May 3, 2024 and therefore is only reflected for two months in the prior period, partially offset by a \$50 million decrease from the deconsolidation of certain of NuStar's assets in connection with the formation of ET-S Permian effective July 1, 2024;
- a \$48 million increase in Adjusted EBITDA related to the formation of ET-S Permian; and
- a \$65 million decrease in operating costs primarily due to a decrease in general and administrative expenses related to one-time NuStar acquisition expenses incurred in 2024. This decrease was partially offset by an increase in operating expenses from the timing of the acquisition of NuStar, which occurred on May 3, 2024 and therefore is only reflected for two months in the prior period and for which the impact was partially offset by a decrease of \$6 million from the deconsolidation of certain NuStar assets in connection with the formation of ET-S Permian effective July 1, 2024.

For the six months ended June 30, 2025 compared to the same period last year, Segment Adjusted EBITDA related to our Pipeline Systems segment increased due to the net impact of the following:

- a \$184 million increase in segment profit comprised of a \$234 million increase from the timing of the acquisition of NuStar, which occurred on May 3, 2024 and therefore is only reflected for two months in the prior period, partially offset by a \$50 million decrease from the deconsolidation of certain of NuStar's assets in connection with the formation of ET-S Permian effective July 1, 2024;
- a \$95 million increase in Adjusted EBITDA related to the formation of ET-S Permian; and
- a \$16 million decrease in operating costs primarily due to a decrease in general and administrative expenses related to one-time NuStar acquisition expenses incurred in 2024. This decrease was partially offset by an increase in operating expenses from the timing of the acquisition of NuStar, which occurred on May 3, 2024 and therefore is only reflected for two months in the prior period and for which the impact was partially offset by a decrease of \$6 million from the deconsolidation of certain NuStar assets in connection with the formation of ET-S Permian effective July 1, 2024.

Terminals

	Three Months Ended June 30,			Six Months Ended June 30,		
	2025	2024	Change	2025	2024	Change
Throughput (thousand barrels per day)	692	638	54	656	531	125
Terminals segment profit	\$ 124	\$ 89	\$ 35	\$ 242	\$ 155	\$ 87
Expenses	\$ 54	\$ 68	\$ (14)	\$ 104	\$ 96	\$ 8
Segment Adjusted EBITDA	\$ 71	\$ 22	\$ 49	\$ 137	\$ 46	\$ 91

Volumes. For the three and six months ended June 30, 2025 compared to the same periods last year, volumes increased due to recently acquired assets.

Segment Adjusted EBITDA. For the three months ended June 30, 2025 compared to the same period last year, Segment Adjusted EBITDA related to our Terminals segment increased due to the net impact of the following:

- a \$33 million increase in segment profit (excluding inventory valuation adjustments) primarily due to the timing of the acquisition of NuStar, which occurred on May 3, 2024 and therefore is only reflected for two months in the prior period; and
- a \$14 million decrease in operating costs primarily due to a decrease in general and administrative expenses related to one-time NuStar acquisition expenses incurred in 2024. This decrease was partially offset by an increase in operating expenses from the timing of the acquisition of NuStar on May 3, 2024 and therefore is only reflected for two months in the prior period.

For the six months ended June 30, 2025 compared to the same period last year, Segment Adjusted EBITDA related to our Terminals segment increased due to the net impact of the following:

- a \$97 million increase in segment profit (excluding inventory valuation adjustments) due to the acquisition of NuStar and Zenith European terminals; partially offset by
- an \$7 million increase in operating costs primarily due to an increase in operating expenses from the timing of the acquisition of NuStar on May 3, 2024. This increase was partially offset by a decrease in general and administrative expenses related to one-time NuStar acquisition expenses incurred in 2024.

Liquidity and Capital Resources

Liquidity

Our principal liquidity requirements are to finance current operations, to fund capital expenditures, including acquisitions from time to time, to service our debt and to make distributions. We expect our ongoing sources of liquidity to include cash generated from operations, borrowings under our Credit Facility and the issuance of additional long-term debt or partnership units as appropriate given market conditions. We expect that these sources of funds will be adequate to provide for our short-term and long-term liquidity needs.

Our ability to meet our debt service obligations and other capital requirements, including capital expenditures and acquisitions, will depend on our future operating performance which, in turn, will be subject to general economic, financial, business, competitive, legislative, regulatory and other conditions, many of which are beyond our control. As a normal part of our business, depending on market conditions, we will from time to time consider opportunities to repay, redeem, repurchase or refinance our indebtedness. Changes in our operating plans, lower than anticipated sales, increased expenses, acquisitions or other events may cause us to seek additional debt or equity financing in future periods. There can be no guarantee that financing will be available on acceptable terms or at all. Debt financing, if available, could impose additional cash payment obligations and additional covenants and operating restrictions. In addition, any of the risks described or referenced under the heading “Item 1A. Risk Factors” herein, including the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2024 may also significantly impact our liquidity.

As of June 30, 2025, we had \$116 million of cash and cash equivalents on hand and borrowing capacity of \$1.24 billion on our Credit Facility. The Partnership was in compliance with all financial covenants at June 30, 2025. Based on our current estimates, we expect to utilize capacity under the Credit Facility, along with cash from operations, to fund our announced growth capital expenditures and working capital needs for 2025; however, we may issue debt or equity securities as we deem prudent to provide liquidity for new capital projects or other partnership purposes.

Cash Flows

Our cash flows may change in the future due to a number of factors, some of which we cannot control. These factors include regulatory changes, the price of products and services, the demand for such products and services, margin requirements resulting from significant changes in commodity prices, operational risks, the successful integration of our acquisitions and other factors.

Operating Activities

Changes in cash flows from operating activities between periods primarily result from changes in earnings, excluding the impacts of non-cash items and changes in operating assets and liabilities (net of effects of acquisitions and divestitures). Non-cash items include recurring non-cash expenses, such as depreciation, amortization and accretion expense and non-cash unit-based compensation expense. Cash flows from operating activities also differ from earnings as a result of non-cash charges that may not be recurring, such as impairment charges. Our daily working capital requirements fluctuate within each month, primarily in response to the timing of payments for motor fuels, motor fuels tax and rent.

Six months ended June 30, 2025 compared to six months ended June 30, 2024. Net cash provided by operating activities during 2025 was \$399 million compared to \$216 million for 2024, and net income was \$293 million for 2025 and \$731 million for 2024. The difference between net income and net cash provided by operating activities for the six months ended June 30, 2025 primarily consisted of net changes in operating assets and liabilities of \$296 million, non-cash items totaling \$285 million. Net income also included equity in earnings of unconsolidated affiliates of \$63 million and \$4 million in 2025 and 2024, respectively, while cash provided by operating activities included cash distributions received from unconsolidated affiliates that are deemed to be paid from cumulative earnings, which distributions were \$117 million in 2025.

The non-cash activity in 2025 and 2024 consisted primarily of depreciation, amortization and accretion of \$310 million and \$121 million, respectively, non-cash unit-based compensation expense of \$9 million and \$8 million, respectively, favorable inventory valuation adjustments of \$21 million and \$98 million, respectively, loss on extinguishment of debt of \$19 million and \$2 million, respectively, loss on disposal of assets and impairment charges of \$1 million and \$54 million, respectively, amortization of deferred financing fees of \$8 million and \$6 million, respectively, and deferred income tax benefit of \$6 million and \$64 million, respectively.

Investing Activities

Cash flows from investing activities primarily consist of capital expenditures, cash contributions to unconsolidated affiliates, cash amounts paid for acquisitions and cash proceeds from the sale or disposal of assets. Changes in capital expenditures between periods primarily result from increases or decreases in our growth capital expenditures to fund our construction and expansion projects.

Six months ended June 30, 2025 compared to six months ended June 30, 2024. Net cash used in investing activities during 2025 was \$350 million compared to net cash provided by investing activities of \$727 million in 2024. Capital expenditures for 2025 were \$261 million compared to \$111 million for 2024. In 2025, we paid \$104 million in cash for the acquisitions of fuel equipment, motor fuel inventory, supply agreements and fuel distribution consignment sites. In 2024, we paid \$185 million in cash for the acquisition of Zenith European terminals, received \$27 million in cash from the NuStar Acquisition and received \$990 million in cash proceeds from the West Texas Sale. Proceeds from disposal of property, plant and equipment were \$8 million and \$2 million for 2025 and 2024, respectively.

In 2025, we paid \$40 million in cash contributions to unconsolidated affiliates. Distributions from unconsolidated affiliates in excess of cumulative earnings were \$47 million and \$4 million for 2025 and 2024, respectively.

Financing Activities

Changes in cash flows from financing activities between periods primarily result from changes in the levels of borrowings and equity issuances, which are primarily used to fund our acquisitions and growth capital expenditures. Distributions increase between the periods based on increases in the number of common units outstanding or increases in the distribution rate.

Six months ended June 30, 2025 compared to six months ended June 30, 2024. Net cash used in financing activities during 2025 was \$27 million compared to \$746 million in 2024.

During the six months ended June 30, 2025, we:

- borrowed \$1.00 billion and repaid \$620 million in senior notes;
- borrowed \$1.54 billion and repaid \$1.53 billion under the Credit Facility;
- repurchased \$75 million principal amount of Series 2011 GoZone Bonds;
- paid \$13 million in loan origination costs; and

- paid \$322 million in distributions to our unitholders, of which \$127 million was paid to Energy Transfer.

During the six months ended June 30, 2024, we:

- borrowed \$1.50 billion and repaid \$405 million in senior notes;
- borrowed \$1.24 billion and repaid \$2.02 billion under the Credit Facility;
- paid \$19 million in loan origination costs;
- redeemed \$784 million of preferred units;
- paid \$249 million in distributions to our unitholders, of which \$104 million was paid to Energy Transfer; and
- paid \$8 million in distributions to noncontrolling interests.

We intend to pay cash distributions to the holders of our common units and Class C units representing limited partner interests in the Partnership on a quarterly basis, to the extent we have sufficient cash from our operations after establishment of cash reserves and payment of fees and expenses, including payments to our General Partner and its affiliates. Class C unitholders receive distributions at a fixed rate equal to \$0.8682 per quarter for each Class C unit outstanding. There is no guarantee that we will pay a distribution on our units. In July 2025, we declared a quarterly distribution of \$0.9088 per common unit, which will result in the payment of approximately \$124 million to common unitholders and \$41 million to the IDR holders. The declared distribution will be paid on August 19, 2025 to unitholders of record on August 8, 2025.

Capital Expenditures

For the six months ended June 30, 2025, total capital expenditures on an accrual basis were \$261 million, which included \$195 million for growth capital and \$66 million for maintenance capital. This includes the Partnership's proportionate share of capital expenditures related to its investments in ET-S Permian and J.C. Nolan of \$33 million for growth capital and \$4 million for maintenance capital.

We currently expect to spend approximately \$150 million in maintenance capital expenditures and at least \$400 million in growth capital for the full year 2025. These amounts include the Partnership's proportionate share for joint ventures.

Description of Indebtedness

As of the dates set forth below, our outstanding consolidated indebtedness was as follows:

	June 30, 2025	December 31, 2024
Credit Facility	\$ 206	\$ 203
5.750% senior notes due 2025	—	600
6.000% senior notes due 2026 ⁽¹⁾	500	500
6.000% senior notes due 2027	600	600
5.625% senior notes due 2027	550	550
5.875% senior notes due 2028	400	400
7.000% senior notes due 2028	500	500
4.500% senior notes due 2029	800	800
7.000% senior notes due 2029	750	750
4.500% senior notes due 2030	800	800
6.375% senior notes due 2030	600	600
7.250% senior notes due 2032	750	750
6.250% senior notes due 2033	1,000	—
GoZone Bonds	247	322
Lease-related financing obligations	131	132
Net unamortized premiums, discounts and fair value adjustments	16	16
Deferred debt issuance costs	(45)	(37)
Total debt	7,805	7,486
Less: current maturities	2	2
Total long-term debt, net	\$ 7,803	\$ 7,484

⁽¹⁾ As of June 30, 2025, \$500 million aggregate principal amount of 6.000% senior notes due before June 30, 2026 were classified as long-term as management has the intent and ability to refinance the borrowings on a long-term basis.

March 2025 Senior Notes Offering and Redemption

In March 2025, the Partnership issued \$1.00 billion aggregate principal amount of 6.250% senior notes due 2033 in a private offering. These notes will mature on July 1, 2033 and interest is payable semi-annually on January 1 and July 1 of each year. The Partnership used the net proceeds from the private offering to repay its \$600 million aggregate principal amount of 5.750% senior notes due 2025 and to repay a portion of the outstanding borrowings under its Credit Facility.

Credit Facility

As of June 30, 2025, we had \$206 million of outstanding borrowings on the Credit Facility, which matures in June 2030, and \$51 million standby letters of credit were outstanding. The unused availability on the Credit Facility as of June 30, 2025 was \$1.24 billion. The weighted average interest rate on the total amount outstanding as of June 30, 2025 was 6.42%. The Partnership was in compliance with all financial covenants as of June 30, 2025.

Guarantor Summarized Financial Information

The senior notes issued by NuStar Logistics are fully and unconditionally guaranteed by Sunoco LP, Sunoco Finance Corp. and certain of its subsidiaries; the senior notes issued by Sunoco LP and the senior notes co-issued by Sunoco LP and Sunoco Finance Corp. are fully and unconditionally guaranteed by NuStar, NuStar Logistics and certain other subsidiaries. Each guarantee of the senior notes (i) ranks equally in right of payment with all other existing and future unsecured senior indebtedness of that guarantor, (ii) is structurally subordinated to all existing and any future indebtedness and obligations of any subsidiaries of that guarantor that do not guarantee the notes and (iii) ranks senior to its guarantee of our subordinated indebtedness. See Note 8 of the Notes to Financial Statements in Item 1. "Financial Statements" for a discussion of certain of our debt obligations.

The following tables present summarized combined balance sheet and income statement information for Sunoco LP, Sunoco Finance Corp. and NuStar Logistics (the "Issuers"), as well as the subsidiaries that guarantee the senior notes issued by those three entities (collectively with the Issuers, the "Guarantor Issuer Group"). Intercompany items among the Guarantor Issuer Group have been eliminated in the summarized combined financial information below, as well as intercompany balances and activity for the Guarantor Issuer Group with non-guarantor subsidiaries, including the Guarantor Issuer Group's investment balances in non-guarantor subsidiaries. Comparative period information for the summarized combined income statement is not included in the respective table below, as such information was not required for the prior period.

Summarized Combined Balance Sheet Information for the Guarantor Issuer Group:	June 30, 2025	December 31, 2024
Current assets	\$ 2,310	\$ 2,225
Non-current assets	11,048	11,119
Current liabilities ^(a)	1,576	1,903
Non-current liabilities, including long-term debt	8,574	8,244

^(a) Excludes \$140 million and \$73 million of net intercompany payables owed to the non-guarantor subsidiaries from the Guarantor Issuer Group as of June 30, 2025 and December 31, 2024, respectively.

Long-term assets for the non-guarantor subsidiaries totaled \$898 million and \$792 million as of June 30, 2025 and December 31, 2024, respectively.

Summarized Combined Income Statement Information for the Guarantor Issuer Group:	Six Months Ended June 30, 2025
Revenues	\$ 10,228
Operating income	373
Net income	170

Revenues and net income for the non-guarantor subsidiaries totaled \$341 million and \$123 million, respectively, for the six months ended June 30, 2025.

Critical Accounting Estimates

The Partnership's critical accounting estimates are described in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 14, 2025. No significant changes have occurred subsequent to the Form 10-K filing.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

We are subject to market risk from exposure to changes in interest rates based on our financing, investing and cash management activities. We had \$206 million outstanding borrowings on the Credit Facility as of June 30, 2025. Our primary exposure relates to:

- interest rate risk on short-term borrowings; and
- the impact of interest rate movements on our ability to obtain adequate financing to fund future acquisitions.

While we cannot predict or manage our ability to refinance existing debt or the impact interest rate movements will have on our existing debt, management evaluates our financial position on an ongoing basis. From time to time, we may enter into interest rate swaps to reduce the impact of changes in interest rates on our floating rate debt. We had no interest rate swaps in effect during the first six months of 2025 or 2024.

Commodity Price Risk

Our subsidiaries hold working inventories of refined petroleum products, renewable fuels, gasoline blendstocks and transmix in storage. As of June 30, 2025, we held approximately \$1.15 billion of such inventory. While in storage, volatility in the market price of stored motor fuel could adversely impact the price at which we can later sell the motor fuel. However, we may use futures, forwards and other derivative instruments (collectively, “positions”) to hedge a variety of price risks relating to deviations in that inventory from a target base operating level established by management. Derivative instruments utilized consist primarily of exchange-traded futures contracts traded on the New York Mercantile Exchange, Chicago Mercantile Exchange and Intercontinental Exchange as well as over-the-counter transactions (including swap agreements) entered into with established financial institutions and other credit-approved energy companies. Our policy is generally to purchase only products for which there is a market and to structure sales contracts so that price fluctuations do not materially affect profit. While these derivative instruments represent economic hedges, they are not designated as hedges for accounting purposes. We may also engage in controlled trading in accordance with specific parameters set forth in a written risk management policy. On a consolidated basis, the Partnership had a position of 3.2 million barrels with an aggregate unrealized gain of \$4 million at June 30, 2025.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As required by paragraph (b) of Rule 13a-15 under the Exchange Act, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on such evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, has concluded, as of the end of the period covered by this report, that our disclosure controls and procedures were effective at the reasonable assurance level for which they were designed in that the information required to be disclosed by the Partnership in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rule 13(a)-15(f) or Rule 15d-15(f) of the Exchange Act) during the three months ended June 30, 2025, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

Although we may, from time to time, be involved in litigation and claims arising out of our operations in the normal course of business, we do not believe that we are party to any litigation that will have a material adverse impact or other legal proceedings required to be reported herein.

Item 1A. Risk Factors

There have been no material changes from the risk factors described in “Part I — Item 1A. Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2024 filed with the SEC on February 14, 2025 and in “Part II — Item 1A. Risk Factors” of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 filed with the SEC on May 8, 2025.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On May 29, 2025, the Partnership issued 251,646 common units (valued at approximately \$13 million for accounting purposes) as a portion of the consideration for an acquisition, see “Recent Developments - Acquisitions” in “Part I - Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.” The issuance of the common units did not involve any underwriters or any public offering and was in reliance upon the exemption from registration afforded by Section 4(a)(2) of the Securities Act of 1933, as amended. The Partnership did not engage in a general solicitation or advertising with regard to the issuance of these common units. The recipients of the common units were determined to be accredited investors.

Item 6. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of January 22, 2024, by and among Sunoco LP, Saturn Merger Sub, LLC, NuStar Energy L.P., Riverwalk Logistics, L.P., NuStar GP, LLC and Sunoco GP, LLC (incorporated by reference to Exhibit 2.1 of the current report on Form 8-K (File Number 001-35653) filed by the registrant on January 22, 2024).
2.2	Contribution Agreement, by and among Sunoco LP, SUN Pipeline Holdings LLC, NuStar Permian Transportation and Storage LLC, NuStar Permian Crude Logistics LLC, NuStar Permian Holdings LLC, NuStar Logistics, L.P., ET-S Permian Holdings Company LP, ET-S Permian Pipeline Company LLC, ET-S Permian Marketing Company LLC, Energy Transfer LP, and Energy Transfer Crude Marketing, LLC, dated as of July 14, 2024 (incorporated by reference to Exhibit 2.1 of the current report on Form 8-K (File Number 001-35653) filed by the registrant on July 18, 2024).
2.3	Arrangement Agreement, dated as of May 4, 2025, by and among Sunoco LP, NuStar GP Holdings, LLC, 2709716 Alberta Ltd. and Parkland Corporation (incorporated by reference to Exhibit 2.1 of the current report on Form 8-K (File Number 001-35653) filed by the registrant on May 6, 2025).
2.4	First Amending Agreement to the Arrangement Agreement, dated as of May 26, 2025, by and among Sunoco LP, NuStar GP Holdings, LLC, 2709716 Alberta Ltd. and Parkland Corporation (incorporated by reference to Exhibit 2.1 of the current report on Form 8-K (File Number 001-35653) filed by the registrant on May 29, 2025).
3.1	Second Amended and Restated Certificate of Limited Partnership of Sunoco LP, dated as of May 8, 2018 (incorporated by reference to Exhibit 3.1 of the quarterly report on Form 10-Q (File Number 001-35653) filed by the registrant on May 10, 2018).
3.2	Second Amended and Restated Agreement of Limited Partnership of Sunoco LP, dated February 12, 2025 (incorporated by reference to Exhibit 3.2 of the annual report on Form 10-K (File Number 001-35653) filed by the registrant on February 14, 2025).
3.3	Certificate of Formation of Susser Petroleum Partners GP LLC, dated as of June 11, 2012 (incorporated by reference to Exhibit 3.4 of the registration statement on Form S-1 (File Number 333-182276), as amended, originally filed by the registrant on June 22, 2012).
3.4	Certificate of Amendment to the Certificate of Formation of Susser Petroleum Partners GP LLC (incorporated by reference to Exhibit 3.3 of the current report on Form 8-K (File Number 001-35653) filed by the registrant on October 28, 2014).
3.5	Amended and Restated Limited Liability Company Agreement of Susser Petroleum Partners GP LLC, dated as of September 25, 2012 (incorporated by reference to Exhibit 3.2 of the current report on Form 8-K (File Number 001-35653) filed by the registrant on September 25, 2012).
3.6	Amendment No. 1 to the Amended and Restated Limited Liability Company Agreement of Susser Petroleum Partners GP LLC (incorporated by reference to Exhibit 3.4 of the current report on Form 8-K (File Number 001-35653) filed by the registrant on October 28, 2014).
3.7	Amendment No. 2 to the Amended and Restated Limited Liability Company Agreement of Sunoco GP LLC (incorporated by reference to Exhibit 3.3 of the current report on Form 8-K (File Number 001-35653) filed by the registrant on June 8, 2016).

Exhibit No.	Description
3.8	Amendment No. 3 to the Amended and Restated Limited Liability Company Agreement of Sunoco GP LLC (incorporated by reference to Exhibit 3.3 of the quarterly report on Form 10-Q (File Number 001-35653) filed by the registrant on May 10, 2018)
10.1	Amendment No. 1 to Third Amended and Restated Credit Agreement, dated as of May 16, 2025, by and among Sunoco LP, as borrower, certain subsidiaries of Sunoco LP, as guarantors, Bank of America N.A., as administrative agent and an LC issuer, and the lenders and LC issuers party thereto (incorporated by reference to Exhibit 10.1 of the current report on Form 8-K (File Number 001-35653) filed by the registrant on May 20, 2025)
10.2	Amendment No. 2 to Third Amended and Restated Credit Agreement, dated as of June 17, 2025, by and among Sunoco LP, as borrower, certain subsidiaries of Sunoco LP, as guarantors, Bank of America N.A., as administrative agent and swingline lender and the lenders and LC issuers party thereto (incorporated by reference to Exhibit 10.1 of the current report on Form 8-K (File Number 001-35653) filed by the registrant on June 23, 2025)
22.1	List of Guarantor and Issuer Subsidiaries (incorporated by reference to Exhibit 22.1 of the quarterly report on Form 10-Q (File Number 001-35653) filed by the registrant on May 8, 2025)
31.1 *	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act
31.2 *	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act
32.1 **	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act
32.2 **	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act
101*	The following financial information from the Partnership's Quarterly Report on Form 10-Q for the quarter ended June 30, 2025, formatted in Inline XBRL (Inline eXtensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Equity, (v) Consolidated Statements of Cash Flows and (vi) Notes to Consolidated Financial Statements
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)
	* Filed herewith
	** Furnished herewith

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 7, 2025

SUNOCO LP

By Sunoco GP LLC, its general partner

By /s/ Rick Raymer
Rick Raymer
Vice President, Controller and
Principal Accounting Officer
(In his capacity as principal accounting officer)

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Joseph Kim, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sunoco LP (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2025

/s/ Joseph Kim

Joseph Kim

President and Chief Executive Officer of Sunoco GP LLC, the
general partner of Sunoco LP

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Dylan A. Bramhall, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sunoco LP (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2025

/s/ Dylan A. Bramhall

Dylan A. Bramhall
Chief Financial Officer of Sunoco GP LLC, the
general partner of Sunoco LP

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Sunoco LP (the "Partnership") on Form 10-Q for the quarter ended June 30, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph Kim, as President and Chief Executive Officer of Sunoco GP LLC, the general partner of the Partnership, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Date: August 7, 2025

/s/ Joseph Kim

Joseph Kim

President and Chief Executive Officer of Sunoco GP LLC, the
general partner of Sunoco LP

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Partnership for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Sunoco LP (the "Partnership") on Form 10-Q for the quarter ended June 30, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Dylan A. Bramhall, as Chief Financial Officer of Sunoco GP LLC, the general partner of the Partnership, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Date: August 7, 2025

/s/ Dylan A. Bramhall

Dylan A. Bramhall
Chief Financial Officer of Sunoco GP LLC, the general
partner of Sunoco LP

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Partnership for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.