

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3893338

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	07/03/2013	
CONVEYING PARTY DATA		
	Name	Execution Date
	SUNOCO PARTNERS BUTANE BLENDING LLC	07/03/2013
RECEIVING PARTY DATA		
Name:	SUNOCO PARTNERS MARKETING & TERMINALS L.P.	
Street Address:	1818 MARKET STREET	
Internal Address:	SUITE 1500	
City:	PHILADELPHIA	
State/Country:	PENNSYLVANIA	
Postal Code:	19103	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Application Number:	14856766
CORRESPONDENCE DATA		
Fax Number:		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	212-704-6000	
Email:	ipservicesnyc@troutmansanders.com	
Correspondent Name:	TROUTMAN SANDERS LLP	
Address Line 1:	875 THIRD AVENUE	
Address Line 4:	NEW YORK, NEW YORK 10022	
NAME OF SUBMITTER:	LYDIE FITZSIMMONS	
SIGNATURE:	/Lydie Fitzsimmons/	
DATE SIGNED:	05/27/2016	
Total Attachments: 21		
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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



John Steen
Secretary of State

Office of the Secretary of State

July 09, 2013

CT Corporation System
701 Brazos, Ste. 720
Austin, TX 78701 USA

RE:
Sunoco Partners Marketing & Terminals L.P. (File Number: 800035696)

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division

Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: Lisa Jones

Fax: (512) 463-5709
TID: 10339

Dial: 7-1-1 for Relay Services
Document: 488799460002

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



John Steen
Secretary of State

Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

Sunoco Partners Butane Blending LLC
Foreign Limited Liability Company (LLC)
Delaware, USA
[Entity not of Record, Filing Number Not Available]

Butane Acquisition 1 LLC
Foreign Limited Liability Company (LLC)
Delaware, USA
[Entity not of Record, Filing Number Not Available]

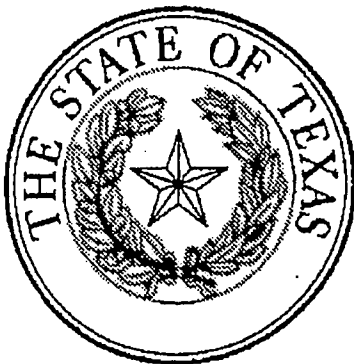
Into

Sunoco Partners Marketing & Terminals L.P.
Domestic Limited Partnership (LP)
[File Number: 800035696]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 07/08/2013
Effective: 07/08/2013



A handwritten signature of John Steen.

John Steen
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: Lisa Jones

Fax: (512) 463-5709
TID: 10339

Dial: 7-1-1 for Relay Services
Document: 488799460002

Form 623
(Revised 05/11)
Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: see instructions



**Parent-Subsidiary
Certificate of Merger
Business Organizations Code**

This space reserved for office use.

FILED
**In the Office of the
Secretary of State of Texas**

JUL 08 2013

Corporations Section

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

Sunoco Partners Marketing & Terminals L.P.

Name of Organization

The organization is a limited partnership

Specify organizational form (e.g., for-profit corporation)

It is organized under the laws of

Texas

United States

The file number, if any, is

State

Country

Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address

City

State Country

Subsidiary 1

Butane Acquisition I LLC

Name of Organization

The organization is a: limited liability company

Specify organizational form (e.g., for-profit corporation)

It is organized under the laws of:

Delaware

USA

The file number, if any, is

State

Country

Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address

City

State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

<i>Number of ownership interests outstanding</i>	<i>Class</i>	<i>Series</i>	<i>Number owned by parent</i>	<i>Percentage Owned</i>
Sunoco Partners Marketing & Term				100%

☐ The organization will survive the merger.

☒ The organization will not survive the merger.

Subsidiary 2

Sunoco Partners Butane Blending LLC

Name of Organization

The organization is a: limited liability company

Specify organizational form (e.g., for-profit corporation)

It is organized under the laws of:

Delaware USA The file number, if any, is: _____
State Country Texas Secretary of State file number
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is: _____

Street Address City State Country
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned
Butane Acquisition LLC 100%

☐ The organization will survive the merger. ☒ The organization will not survive the merger.

Subsidiary 3

Name of Organization
The organization is a: _____ It is organized under the laws of: _____
Specify organizational form (e.g., for-profit corporation)

State Country The file number, if any, is: _____ Texas Secretary of State file number
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is: _____

Street Address City State Country
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

☐ The organization will survive the merger. ☐ The organization will not survive the merger.

Resolution of Merger

☒ A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on May 6, 2013

mm/dd/yyyy

Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization 1 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

Effectiveness of Filing (Select either A, B, or C.)

A. ☐ This document becomes effective when the document is accepted and filed by the secretary of state.

B. ☒ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: July 8, 2013

C. ☐ This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

☐ Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.

☒ In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: July 3, 2013

Sunoco Partners Marketing & Terminals L.P. by its GP

Parent/Organization Name

Kathleen Ballay
Signature of authorized person (see instructions)

Kathleen Shea-Ballay, Vice President and Secretary

Printed or typed name of authorized person

**WRITTEN CONSENT OF SOLE DIRECTOR
SUNOCO LOGISTICS PARTNERS OPERATIONS GP LLC
GENERAL PARTNER OF SUNOCO PARTNERS MARKETING & TERMINALS L.P.**

The undersigned, being the sole director of Sunoco Logistics Partners Operations GP LLC, a Delaware limited liability company (the "Company") that is the general partner of Sunoco Partners Marketing & Terminals L.P. (the "Partnership"), does hereby consent to the taking of the following actions and adoption of the following resolutions, pursuant to and in accordance with the Delaware Limited Liability Company Act and the Company's Limited Liability Company Agreement, such actions and resolutions to have the same force and effect as though duly taken and adopted at a meeting of the sole director of the Company duly called and legally held:

RESOLVED, that the Company, in its capacity as general partner of the Partnership, hereby approves and deems it advisable and in the best interest of the Partnership to file an Agreement and Plan of Merger (the "Agreement") and the Certificate of Merger with the States of Delaware and Texas, in the form attached hereto as Exhibits A, B, C, and D respectively, by and between the Partnership, Butane Acquisition I LLC, a Delaware limited liability company, and Sunoco Partners Butane Blending LLC, (collectively the "Constituent Entities") effectuating the merger of the Constituent Entities with and into Sunoco Partners Marketing & Terminals L.P. (the "Surviving Entity"), the same are hereby approved and adopted; and

FURTHER RESOLVED, that the President, Vice President and Secretary, or Assistant Secretary and any respective delegate thereof (each such officer being an "Authorized Officer") be, and each hereby is, individually authorized, empowered and directed, on behalf of the Company, in its capacity as general partner of the Partnership, to:

(a) negotiate, execute, file and deliver, in the name and on behalf of, the Company (with the seal of the Company affixed thereto, or without seal):

- (1) the Agreement (including any amendments and/or supplements thereto, and any and all other documentation ancillary thereto); and
- (2) any and all applications, registrations, certificates, instruments, statements, returns, verifications and/or other documents of any kind whatsoever required to be filed with the appropriate federal, state and/or local governmental authorities (including relevant taxing authorities), and to pay any and all applicable filing fees, taxes, levies, remittances or charges required in connection therewith; and

(b) make, or cause to be made, such entries, notations, and/or statements for accounting, corporate recordkeeping, tax and/or other purposes, in the applicable books and records of the Company, together with any changes, revisions or modifications thereto, as such Authorized Officer, in the exercise

of his or her sole discretion, may deem necessary or appropriate in connection with the Merger;

- (c) do, or cause to be done, any and all such other and further acts and/or things whatsoever as any such Authorized Officer may deem necessary or desirable, in order to effectuate or carry out the purposes and intent of the foregoing resolutions (subject to the terms and conditions of, and in compliance with, applicable federal and state law, regulations adopted under relevant state corporate laws and/or applicable conventions);

FURTHER RESOLVED, that the execution by any Authorized Officer of any agreement, certificate, instrument, or other document pursuant to the foregoing resolutions, or the doing by any such Authorized Delegate of any action in connection therewith, shall conclusively establish such officer's authority therefor from the Company and the approval and ratification by the Company of the agreement, certificate, instrument, or other document so executed and the actions thus taken;

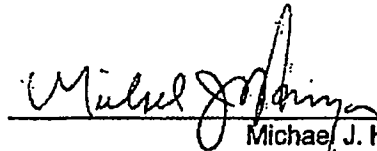
FURTHER RESOLVED, that any and all actions heretofore taken and expenses incurred by any one or more of the Authorized Officers of the Company in order to effectuate or carry out the intent and purposes of the foregoing resolutions are hereby expressly ratified, adopted and approved as the acts and deeds of the Company;

FURTHER RESOLVED, that, once executed by the Sole Director, the Company's Secretary shall file this original Written Consent of the Sole Director with the official records of the proceedings of the Company.

[Signature Page Follows]

[Remainder of Page Intentionally left Blank]

IN WITNESS WHEREOF, the undersigned sole director has executed this
Consent this 3rd day of July, 2013.



Michael J. Hennigan
KJB

*[Signature Page to Written Consent of the Sole Director of
Sunoco Logistics Partners Operations GP LLC general partner of SPMT
approving the merger of BAI and SPBB into SPMT]*

**AGREEMENT AND PLAN OF MERGER
OF
SUNOCO PARTNERS MARKETING & TERMINALS L.P.
BUTANE ACQUISITION I LLC
SUNOCO PARTNERS BUTANE BLENDING LLC**

This Agreement and Plan of Merger ("Plan of Merger") is made as of the 3rd day of July, 2013, pursuant to Chapter 10 of the Texas Business Organizations Code (the "TBOC") and Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA"), by and between Sunoco Partners Marketing & Terminals L.P., a Texas limited partnership ("SPMT"), Butane Acquisition I LLC, a Delaware limited liability company ("Butane Acquisition"), and Sunoco Partners Butane Blending LLC, a Delaware limited liability company ("SPBB"), for the merger of Butane Acquisition and SPBB with and into SPMT (the "Surviving Entity").

WHEREAS, pursuant to its Agreement of Limited Partnership, SPMT currently has one general partner which is entitled to manage the limited partnership and that general partner is Sunoco Logistics Partners Operations GP LLC, a Delaware limited liability company ("SLPO GP LLC");

WHEREAS, SLPO GP LLC, acting in its capacity as the general partner of SPMT, has adopted resolutions approving the proposed merger of Butane Acquisition and SPBB (collectively, the "Constituent Entities") with and into SPMT (the "Merger") upon the terms and conditions hereinafter set forth, and approving this Plan of Merger in accordance with the applicable provisions of the TBOC and the DLLCA;

WHEREAS, SPMT owns 100% of the limited liability company interest in Butane Acquisition;

WHEREAS, SPMT, acting in its capacity as the sole member of Butane Acquisition, has adopted resolutions recommending the proposed Merger upon the terms and conditions hereinafter set forth, and approving this Plan of Merger in accordance with the applicable provision of the DLLCA and the TBOC;

WHEREAS, Butane Acquisition owns 100% of the limited liability company interest in SPBB;

WHEREAS, Butane Acquisition, acting in its capacity as the sole member of SPBB, has adopted resolutions recommending the proposed Merger of the Constituent Entities into SPMT upon the terms and conditions hereinafter set forth, and approving this Plan of Merger in accordance with the applicable provisions of the DLLCA and the TBOC;

WHEREAS, SPMT, and the Constituent Entities Butane Acquisition and SPBB wish to effect, and to have effected, the proposed Merger upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of prescribing the terms and conditions of the Merger, the mode of carrying it into effect, the manner and basis of converting the ownership or membership interests of the Constituent Entities Butane Acquisition and SPBB into partnership interests of the Surviving Entity and such other details and provisions of the Merger as are deemed necessary or desirable, the parties hereto have agreed and covenanted, and do hereby agree and covenant, as follows:

1. The Merger contemplated by this Plan of Merger shall become effective under the TBOC and the DLLCA on the later of (a) May [], 2013 or (b) the date a certificate of merger is filed with the Secretary of State of each of Texas and Delaware (the "Effective Date"). On the Effective Date the separate existence of the Constituent Entities Butane Acquisition and SPBB each shall cease and each shall be merged with and into SPMT as the Surviving Entity. SPMT, as the Surviving Entity, shall continue its existence as a limited partnership under the laws of the State of Texas.

2. On the Effective Date:

a. The separate existence of the Constituent Entities Butane Acquisition and SPBB each shall cease, and each shall be merged with and into the Surviving Entity. For purposes of the TBOC and DLLCA, the Surviving Entity shall be allocated and vested in all right, title and interest in all real estate and other property, as well as all liabilities and obligations of the Constituent Entities.

b. The Certificate of Limited Partnership of SPMT immediately prior to the Effective Date shall be the Certificate of Limited Partnership of the Surviving Entity (the "Certificate of Limited Partnership") until the same shall thereafter be altered, amended or repealed in accordance with applicable law and the Certificate of Limited Partnership.

c. The Agreement of Limited Partnership of SPMT immediately prior to the Effective Date shall be the Agreement of Limited Partnership of the Surviving Entity (The "Limited Partnership Agreement") until the same shall thereafter be altered, amended or repealed in accordance with applicable law and the Limited Partnership Agreement.

d. The general partner of SPMT immediately prior to the Effective Date shall, by virtue of Merger, be the general partner of the Surviving Entity until the same shall thereafter be withdrawn or expelled in accordance with applicable law and the Limited Partnership Agreement.

e. The limited partner(s) of SPMT immediately prior to the Effective Date shall, by virtue of Merger, be the limited partner(s) of the Surviving Entity. No new securities or consideration in SPMT shall be issued.

f. The assets, liabilities, reserves and accounts of the Constituent Entities on the Effective Date shall be taken up on the books of the Surviving Entity at the amounts at which they are then carried on the respective books of the Constituent Entities, subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the Merger.

g. All corporate acts, plans, policies, approvals and authorization of the Constituent Entities and their respective partners, members and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, approvals and authorization of SPMT and shall be as effective and binding thereon as the same were with respect to the Constituent Entities.

3. The Constituent Entities hereby agree that at any time, or from time to time, as and when requested by SPMT, or by its successors and assigns, they will execute and deliver, or cause to be executed and delivered in their name by their last acting member, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other action, as SPMT, its successors or assigns, may deem necessary or desirable in order to evidence the transfer, vesting or devolution to SPMT of any property, right, privilege or franchise pursuant to applicable law, or to vest or perfect in or confirm to SPMT, its successors and assigns, title to and possession of all the property, rights, privileges, powers, franchises and interests as a result of the merger referred to herein pursuant to applicable law, and otherwise to carry out the intent and purpose hereof.

4. Anything herein or elsewhere to the contrary notwithstanding, (a) this Plan of Merger may be terminated and abandoned at any time prior to the Effective Date by appropriate resolution of the general partner of SPMT or the respective members of either of the Constituent Entities, Butane Acquisition and SPBB, for any reason deemed appropriate by such general partner or member, and (b) to the extent permitted by law, this Plan of Merger may be amended, supplemented or interpreted at any time by action taken by the general partner of SPMT or any of the Constituent Entities Butane Acquisition and SPBB, and in the case of interpretation, the actions of such general partner or member shall be binding.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Merger as of the date first above written.

SUNOCO PARTNERS MARKETING & TERMINALS L.P.,
a Texas limited partnership

By: SUNOCO LOGISTICS PARTNERS OPERATIONS
GP LLC, its general partner

By: Kathleen Shea-Ballay
Name: Kathleen Shea-Ballay
Title: Vice President and Secretary

BUTANE ACQUISITION I LLC,
a Delaware limited liability company

By: Kathleen Shea-Ballay
Name: Kathleen Shea-Ballay
Title: Vice President and Secretary

SUNOCO PARTNERS BUTANE BLENDING LLC,
a Delaware limited liability company

By: Kathleen Shea-Ballay
Name: Kathleen Shea-Ballay
Title: Vice President and Secretary

Exhibit B

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF A
DOMESTIC LIMITED LIABILITY COMPANY INTO
A FOREIGN LIMITED PARTNERSHIP**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Partnership is Sunoco Partners Marketing & Terminals L.P., a Foreign Limited Partnership.

Second: The jurisdiction in which this Limited Partnership was formed is Texas.

Third: The name of the Limited Liability Company being merged into the Limited Partnership is Butane Acquisition I LLC, a Delaware Limited Liability Company.

Fourth: The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

Fifth: The name of the surviving foreign Limited Partnership is Sunoco Partners Marketing & Terminals L.P.

Sixth: An agreement of merger or consolidation is on file at a place of business of the surviving foreign limited partnership and the address thereof is 1818 Market Street, Suite 1500, Philadelphia, PA 19103

Seventh: A copy of the agreement of merger or consolidation will be furnished by the surviving foreign limited partnership, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

Eighth: The surviving foreign Limited Partnership agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 1818 Market Street, Suite 1500, Philadelphia, PA 19103

IN WITNESS WHEREOF, said Limited Partnership has caused this certificate to be
signed by it's general partner, this 3rd day of July,
A.D., 2013.

By: Kathleen Ballay
General Partner

Name: Kathleen Shea-Ballay, VP & Sec.
Print or type

WRITTEN CONSENT OF SOLE MEMBER
OF
BUTANE ACQUISITION I LLC

The undersigned, Sunoco Partners Marketing & Terminals L.P., a Texas limited partnership, (the "Partnership") being the sole member of Butane Acquisition I LLC, a Delaware limited liability company, (the "Company"), do hereby consent to the taking of the following actions and adoption of the following resolution(s) to have the same force and effect as though duly taken and adopted at a meeting of the sole member of the Company, duly called and legally held:

RESOLVED, that the Agreement and Plan of Merger and the Certificate of Merger (attached as Exhibits A and B) by and between the Company, the Partnership and Sunoco Partners Butane Blending LLC, a Delaware limited liability company, effectuating the merger of the Company with and into the Partnership, with the Partnership being the surviving limited partnership, be and the same are hereby approved and adopted;

FURTHER RESOLVED, that this Written Consent shall be filed with the Secretary of the Company; and

FURTHER RESOLVED that this Written Consent may be executed, by facsimile or otherwise, by the undersigned, in identical counterparts, each of which shall be an original, but all of which together shall constitute one and the same document.

[SIGNATURE PAGES FOLLOW]

[REST OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the
3rd day of July, 2013.

SUNOCO PARTNERS MARKETING & TERMINALS L.P.,
a Texas limited partnership

By: SUNOCO LOGISTICS PARTNERS OPERATIONS
GP LLC, its general partner

By: Kathleen Shea-Ballay
Name: Kathleen Shea-Ballay
Title: Vice President and Secretary

*[Signature Page to Written Consent of Sole Member of Butane Acquisition I LLC
approving merger into SPMT]*

Exhibit C

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF A
DOMESTIC LIMITED LIABILITY COMPANY INTO
A FOREIGN LIMITED PARTNERSHIP**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Partnership is Sunoco Partners Marketing & Terminals L.P., a Foreign Limited Partnership.

Second: The jurisdiction in which this Limited Partnership was formed is Texas.

Third: The name of the Limited Liability Company being merged into the Limited Partnership is Sunoco Partners Butane Blending LLC, a Delaware Limited Liability Company.

Fourth: The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

Fifth: The name of the surviving foreign Limited Partnership is Sunoco Partners Marketing & Terminals L.P.

Sixth: An agreement of merger or consolidation is on file at a place of business of the surviving foreign limited partnership and the address thereof is 1818 Market Street, Suite 1500, Philadelphia, PA 19103.

Seventh: A copy of the agreement of merger or consolidation will be furnished by the surviving foreign limited partnership, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

Eighth: The surviving foreign Limited Partnership agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 1818 Market Street, Suite 1500, Philadelphia, PA 19103.

IN WITNESS WHEREOF, said Limited Partnership has caused this certificate to be signed by its general partner, this 3rd day of July, A.D., 2013.

By: Kathleen Ballay
General Partner

Name: Kathleen Shea-Ballay, VP & Sec.
Print or type

SUNOCO PARTNERS BUTANE BLENDING LLC
WRITTEN CONSENT OF THE SOLE DIRECTOR

The undersigned, being the sole director of Sunoco Partners Butane Blending LLC, a Delaware limited liability company, (the "Company"), does hereby consent to taking the following actions and adoption of the following resolutions to have the same force and effect as though duly taken at a meeting of the sole director of the Company duly called and legally held:

RESOLVED, that the Company's Sole Director deems it advisable and in the best interest of the Company to file an Agreement and Plan of Merger (the "Agreement") and the Certificate of Merger with the States of Delaware and Texas, in the form attached hereto as Exhibits A and B respectively, by and between the Company, Butane Acquisition I LLC, a Delaware limited liability company, and the Company, effectuating the merger of the Company into Sunoco Partners Marketing & Terminals L.P. as the surviving entity, as submitted to the Sole Director, be and the same are hereby approved and adopted; and

FURTHER RESOLVED, that the President, Vice President and Secretary, or Assistant Secretary and any respective delegate thereof (each such officer being an "Authorized Officer") be, and each hereby is, individually authorized, empowered and directed, on behalf of the Company and in its name, to

- (a) negotiate, execute, file and deliver, in the name and on behalf of, the Company (with the seal of the Company affixed thereto, or without seal):
 - (1) the Agreement (including any amendments and/or supplements thereto, and any and all other documentation ancillary thereto); and
 - (2) any and all applications, registrations, certificates, instruments, statements, returns, verifications and/or other documents of any kind whatsoever required to be filed with the appropriate federal, state and/or local governmental authorities (including relevant taxing authorities), and to pay any and all applicable filing fees, taxes, levies, remittances or charges required in connection therewith; and
- (b) make, or cause to be made, such entries, notations, and/or statements for accounting, corporate recordkeeping, tax and/or other purposes, in the applicable books and records of the Company, together with any changes, revisions or modifications thereto, as such Authorized Officer, in the exercise of his or her sole discretion, may deem necessary or appropriate in connection with the Merger;
- (c) do, or cause to be done, any and all such other and further acts and/or things whatsoever as any such Authorized Officer may deem necessary or

desirable, in order to effectuate or carry out the purposes and intent of the foregoing resolutions (subject to the terms and conditions of, and in compliance with, applicable federal and state law, regulations adopted under relevant state corporate laws and/or applicable conventions);

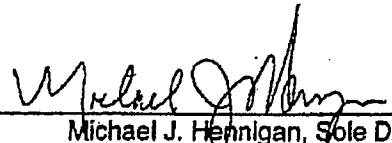
FURTHER RESOLVED, that the execution by any Authorized Officer of any agreement, certificate, instrument, or other document pursuant to the foregoing resolutions, or the doing by any such Authorized Delegate of any action in connection therewith, shall conclusively establish such officer's authority therefor from the Company and the approval and ratification by the Company of the agreement, certificate, instrument, or other document so executed and the actions thus taken;


FURTHER RESOLVED, that any and all actions heretofore taken and expenses incurred by any one or more of the Authorized Officers of the Company in order to effectuate or carry out the intent and purposes of the foregoing resolutions are hereby expressly ratified, adopted and approved as the acts and deeds of the Company;

FURTHER RESOLVED, that, once executed by the Sole Director, the Company's Secretary shall file this original Written Consent of the Sole Director with the official records of the proceedings of the Company.

*[Signature Page Follows]
[Remainder of Page intentionally left Blank]*

IN WITNESS WHEREOF, the undersigned has executed this Consent this 3rd
day of July, 2013.



Michael J. Hennigan, Sole Director


*[Signature Page to Written Consent of the Sole Director of
Sunoco Partners Butane Blending LLC approving the merger into SPMT]*