Form **8937**

(December 2011) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting Is	suer				
1 Issuer's name				2 Issuer's employer identification number (EIN)	
Sunoco, Inc.				231743282	
3 Name of contact for additional information 4 Telephone No. of contact				5 Email address of contact	
Clare McGrory-Investor Relations			215-977-6764	cpmcgrory@sunocoinc.com	
6 Number and street (or P.0	D. box if mail is not o	7 City, town, or post office, state, and Zip code of contact			
1735 Market Street		Philadelphia, PA 19103-7583			
8 Date of action					
January 17, 2012			tion of SunCoke Energy, Inc. (N		
10 CUSIP number	11 Serial number(s)		12 Ticker symbol	13 Account number(s)	
86764P-10-9 Part II Organization	al Action Attack	additional	SUN (NYSE listed)	Lack of form for additional questions.	
				ainst which shareholders' ownership is measured for	
-	,		ary 17, 2012, Sunoco, Inc. (NYS	·	
				to SUN common shareholders.	
				n the record date January 5, 2012	
			y held. CUSIP No. for SXC is 80		
			,		
				the hands of a U.S. taxpayer as an adjustment per	
				ers will be required to allocate the aggregate tax	
		······································		received in the Distribution (including any	
				N. In general, a shareholder's aggregate tax basis	
			allocated in proportion to the i	relative fair market value of the SUN stock and the	
SXC stock under Internal Re	venue Code sectio	n 358.			
2000/25-00-2-00-00-00-00-00-00-00-00-00-00-00-0					
16 Describe the calculation	of the change in bas	sis and the d	ata that supports the calculation.	such as the market values of securities and the	
valuation dates >			• ,		
A calculation of FMV based of	n the closing price	es on the las	t day of trading would be:		
	Closing price 1/17	0.53 shares of SXC			
	Closing price 1/17	****			
	.40= \$7.10 value of		per SUN share.		
=\$7.10/42.3					
Under this approach, the SXC	stock received in	the Distribu	ition would be allocated 16.8%	of Shareholder's original basis in the SUN shares.	
The SUN shares would retain		***************************************			
200-040-04-05-04-05-00-04-04-05-05-04-04-04-04-04-04-04-04-04-04-04-04-04-					

Part		Organizational Action (continue	ed)		
17 L		e applicable Internal Revenue Code secti	ion(s) and subsection(s) upon which the	e tax treatment is based	Sections 358, 368, and 355

18 C	an an	y resulting loss be recognized? ► <u>No e</u> :	xcept to the extent of any cash rece	ved attributable to the	fractional shares.

~	······				
to the f	ractio	any other information necessary to implend nal shares, this affects any future sale red from the Distribution on January 1	e, transfer or disposition of either SU		
For mo	re det	ailed information on the tax treatment	for U.S. holders of this transaction,	please refer to the	
**************************************		Statement About The Distribution attac	ched as Exhibit 99.2 to Sunoco Inc.'s	current report to the	SEC on
FORM 8	BK file	d on January 9, 2012.			
>-productor					A.B.S. MASSACES STATE AND ASSACRATE STATE OF THE STATE OF
		r penalties of perjury, I declare that I have exa			
Sign					and the dry thrown daget
Here	Signa	ture▶ on file		Date▶ 1/3	31/12
		***************************************		sapanasan na dipantan na n	Harmoni model model and a succession and a
	Print	your name ► Robert Deitz	Preparer's signature	Title ► Vice-Pre	sident, Tax
Paid		Print/Type preparer's name	i i uparta a arginaunt		Check if PTIN self-employed
Prepa Use C		Firm's name			Firm's EIN 🕨
noe r	riily	Firm's address			Priorie no.
Send Fo	rm 89	37 (including accompanying statements)	to: Department of the Treasury. Intern	al Revenue Service, Og	den, UT 84201-0054