

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
NuStar Energy L.P.		74-2956831	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Scott Grischow	(214) 840-5560	IR@SunocoLP.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
8111 Westchester Drive, Suite 400		Dallas, Texas 75225	
8 Date of action		9 Classification and description	
May 3, 2024		Common Units, Preferred Units; each representing limited partner interests	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
67058H102	N/A	NS (NYSE Listed)	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

On January 22, 2024, NuStar Energy L.P. ("NuStar") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Sunoco LP ("Sunoco"), Saturn Merger Sub LLC, a wholly owned subsidiary of Sunoco ("Merger Sub"), Riverwalk Logistics, L.P., a sole general partner of NuStar, NuStar GP, LLC, a sole general partner of NuStar GP, and Sunoco GP LLC, and Sunoco GP LLC, a sole general partner of Sunoco. The merger was effectuated as follows: Merger Sub merged with and into NuStar, with NuStar surviving the merger as a direct wholly owned subsidiary of Sunoco (the "Merger"). NuStar's common unit holders received, for each NuStar common unit that they owned at the time of the Merger, 0.400 Sunoco common units, each representing a limited partner interest in Sunoco, and, if applicable, cash in lieu of fractional units. Each NuStar preferred unit issued and outstanding immediately prior to the Merger will remain issued and outstanding from and after the time of the Merger as a limited partnership interest of NuStar, having the same terms as are applicable to such NuStar preferred unit immediately prior to the Merger. In addition, prior to the Merger, NuStar declared and paid a special cash distribution of \$0.212 per NuStar common unit to the NuStar common unitholders (the "Special Distribution").

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

Upon such exchange of NuStar common units, each person that receives a Sunoco common unit is deemed to make a contribution to Sunoco pursuant to section 721 and holds limited partner interests of Sunoco. The Special Distribution is intended to be treated as a payment of a distribution under section 731 from NuStar to the NuStar common unitholders. To the extent a NuStar common unit holder receives cash in lieu of a fractional Sunoco common unit in exchange for its NuStar common units pursuant to the Merger, such unit holder will be treated as having sold a portion of its NuStar common units for cash.

All NuStar common unit holders are urged to consult their own tax advisors for a full understanding of the U.S. federal, state, local and non-U.S. tax consequences of the Merger to them.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

The aggregate tax basis of the Sunoco common units received pursuant to the Merger is expected to be the same as the aggregate tax basis of each NuStar common unit exchanged, decreased by basis attributable to the NuStar unit holder's share of NuStar nonrecourse liabilities, and increased by such holder's share of Sunoco nonrecourse liabilities after the Merger. In addition, the tax basis in the Sunoco common units received in the Merger by a NuStar unit holder will be increased by the amount of any income or gain recognized by such NuStar unit holder pursuant to the transactions contemplated by the Merger (other than with respect to the receipt of cash in lieu of a fractional Sunoco common unit).

All NuStar common unit holders are urged to consult their own tax advisors for a full understanding of the U.S. federal, state, local and non-U.S. tax consequences of the Merger to them.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
721, 722, 731, 752, 7704

18 Can any resulting loss be recognized? ▶
In general, no gain or loss is expected to be recognized solely as a result of the exchange of NuStar common units for Sunoco common units. However, the Merger Agreement provides for cash payments to NuStar common unit holders in lieu of a fractional Sunoco common unit. A NuStar unit holder will be treated as having sold a portion of its NuStar common units for cash and could recognize a loss if such holder's adjusted tax basis allocable to such portion of NuStar common units treated as sold exceeds the cash received.

All NuStar common unit holders are urged to consult their own tax advisors for a full understanding of the U.S. federal, state, local and non-U.S. tax consequences of the Merger to them.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
Any adjustments would generally be reportable in the tax year ended December 31, 2024 (in the case of a common unit holder utilizing a calendar year end). However, unit holders are advised to consult their own tax advisor regarding the proper reportable tax year.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ Darryl Krebs Date ▶ 5/16/2024
Print your name ▶ DARRYL KREBS Title ▶ VP-Tax

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Patrick Kessler	<u>Patrick Kessler</u>	May 10, 2024		P01345182
	Firm's name ▶ KPMG LLP	Firm's address ▶ 811 Main Street, Suite 4500, Houston, TX 77002		Firm's EIN ▶	13-5565207
				Phone no.	(713) 319-2000

Summary of Tax Consequences

The following tax consequences associated with the acquisition of NuStar Energy L.P. by Sunoco LP are contingent upon the transaction qualifying as a tax-free exchange pursuant to section 721 of the Internal Revenue Code (the “Code”).

I. Introduction

On January 22, 2024, NuStar Energy L.P. (“NuStar”) entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Sunoco LP (“Sunoco”), Saturn Merger Sub LLC, a wholly owned subsidiary of Sunoco (“Merger Sub”), Riverwalk Logistics, L.P., a sole general partner of NuStar (“NuStar GP”), NuStar GP, LLC, a sole general partner of NuStar GP (the “NuStar Managing GP”), and Sunoco GP LLC, a sole general partner of Sunoco. The merger was effectuated as follows: Merger Sub merged with and into NuStar, with NuStar surviving the merger as a direct wholly owned subsidiary of Sunoco (the “Merger”).

NuStar’s common unit holders received, for each NuStar common unit that they own at the time of the Merger, 0.400 Sunoco common units, each representing a limited partner interest in Sunoco and, if applicable, cash in lieu of fractional units. In addition, prior to the effective time of the Merger, NuStar declared and paid a special cash distribution to the holders of NuStar common units in the amount of \$0.212 per NuStar common unit (the “Special Distribution”).

Each NuStar preferred unit issued and outstanding immediately prior to the Merger will remain issued and outstanding from and after the time of the Merger as a limited partnership interest of NuStar, having the same terms as are applicable to such NuStar preferred unit immediately prior to the effective time of the Merger.

This document is intended to provide a summary of certain U.S. federal income tax consequences to persons who exchanged NuStar common units for Sunoco common units pursuant to the Merger. This document does not constitute tax advice and does not address any special tax rules (including, but not limited to, the alternative minimum tax) or the tax consequences in any state, local, or foreign jurisdiction.

The actual tax consequences of the Merger to you may be complex and will depend on your specific tax situation. Please consult your own tax adviser to determine the U.S. income tax consequences of the transaction to you in light of your own personal circumstances as well as any other tax consequences under any state, local, or foreign tax authorities.

For purposes of the following example and discussions, each NuStar common unit holder is an individual citizen or resident of the United States who purchased NuStar units for cash and held such shares as a capital asset within the meaning of section 1221. This document does not generally apply to any shares held in tax-deferred accounts, such as 401(k) or IRA accounts. Further, the following summary is premised on the Merger qualifying as a contribution of NuStar common shares to Sunoco under section 721(a) of the Code. The Special Distribution

is intended to be treated as a payment of a distribution under section 731 of the Code from NuStar to the common unit holders of NuStar.

II. Summary of Certain U.S. Federal Income Tax Consequences

A. Tax Basis

The tax basis of the Sunoco common units received by each NuStar common unit holder is expected to be the same as the basis of the NuStar units exchanged therefor, decreased by basis attributable to the NuStar unit holder's share of NuStar nonrecourse liabilities, and increased by such holder's share of Sunoco nonrecourse liabilities after the Merger.

In addition, the tax basis in the Sunoco common units received in the Merger by a NuStar unit holder will be increased by the amount of any income or gain recognized by such NuStar unit holder pursuant to the transactions contemplated by the Merger (other than with respect to the receipt of cash in lieu of a fractional Sunoco common unit).

B. Gain/Loss

In general, no gain is recognized solely as a result of the exchange of NuStar common units for Sunoco common units. No loss is recognized solely as a result of the exchange of NuStar common units for Sunoco common units.

However, any reduction in the net amount of nonrecourse liabilities allocated to a NuStar common unit holder as a result of the Merger will be treated as a deemed cash distribution to the NuStar common unit holder. Such deemed receipt of cash by a NuStar common unit holder generally will not be taxable unless the amount of such cash deemed received exceeds the holder's adjusted tax basis in the Sunoco common units received in the Merger.

Additionally, any cash distributed to a NuStar common unit holder in lieu of a fractional Sunoco common unit is expected to be treated as a sale of NuStar common units to Sunoco for cash prior to the Merger, and the recognition of gain or loss related to this sale is expected to equal the difference between the amount realized in the sale and the NuStar common unit holder's tax basis in the NuStar common units sold to Sunoco. To the extent cash distributed to such unit holder exceeds the tax basis in the common units sold, gain is expected to be recognized as a result of the redemption. Conversely, to the extent that such unit holder's tax basis in the common units sold exceeds the cash distributed to the unit holder, loss is expected to be recognized as a result of the redemption.

C. Holding Period

The holding period for Sunoco common units received in exchange for NuStar common units pursuant to the Merger includes the period during which the unit holder held the NuStar common units, provided that the NuStar common units were held as a capital asset by such holder at the time of the Merger.

D. Special Distribution

The receipt of cash pursuant to the Special Distribution is not anticipated to be taxable to a NuStar common unit holder for U.S. federal income tax purposes, except to the extent that the amount received by such unit holder pursuant to the Special Distribution exceeds such unit holder's tax basis in its NuStar common units immediately before the Special Distribution. Such excess would generally be treated as gain from the sale or exchange of NuStar common units.

E. Illustrations

In general, tax basis should carry over to the Sunoco units received. This example assumes that the investor did not increase or decrease their share of nonrecourse liabilities post-Merger.

The tax basis is illustrated by the following example:

NuStar Common Units exchanged for Sunoco Common Units

In this example, the investor will have exchanged 100 NuStar common units with a total tax basis of \$3,000 for Sunoco common units.

The exchange ratio for each NuStar common unit to Sunoco common unit is 0.400 per NuStar common unit.

Note that, per the Merger Agreement, no fractional Sunoco common units were issued. All fractional Sunoco common units that a holder of NuStar common units would otherwise have been entitled to receive subject to applicable withholding, received a cash payment in an amount equal to the product of (i) the volume-weighted average closing price of one Sunoco common unit as reported on the NYSE for the ten consecutive full trading days ending at the close of trading on the full trading day immediately preceding the Merger and (ii) the fraction of a Sunoco common unit that such holder would otherwise be entitled to receive pursuant to the Merger Agreement.

100 NuStar common units are now 40 Sunoco common units (100×0.400). The 40 Sunoco common units have an aggregate tax basis of \$3,000.

Sunoco does not provide tax advice to its unit holders and has only provided this example for illustrative purposes. It is not intended to be, nor should it be construed as, tax advice. Sunoco suggests that you consult a tax advisor with any questions.