Energy Transfer Partners, L.P.
Form 424B5
January 13, 2017
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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Offered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
4.20% Senior Notes due 2027	$600,000,000	$69,540
5.30% Senior Notes due 2047	$900,000,000	$104,310
Total	$1,500,000,000	$173,850

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-202507

Prospectus Supplement

(To Prospectus dated March 5, 2015)

Energy Transfer Partners, L.P.

$600,000,000 4.200% Senior Notes due 2027

$900,000,000 5.300% Senior Notes due 2047

We are offering $600,000,000 aggregate principal amount of our 4.200% Senior Notes due 2027, or the 2027 notes, and $900,000,000 aggregate principal amount of our 5.300% Senior Notes due 2047, or the 2047 notes. We refer to the 2027 notes and the 2047 notes, collectively, as the notes.

Interest on the notes will accrue from January 17, 2017 and will be payable semi-annually on April 15 and October 15 of each year, beginning on October 15, 2017 . The 2027 notes will mature on April 15, 2027 and the 2047 notes will mature on April 15, 2047.

We may redeem some or all of the notes of each series at our option at any time and from time to time prior to their maturity at the applicable redemption prices set forth in this prospectus supplement, plus accrued and unpaid interest. Please read the section entitled Description of Notes Optional Redemption.

The notes are our unsecured senior obligations. If we default, your right to payment under the notes will rank equally with the right to payment of the holders of our other current and future unsecured senior debt, including our existing senior notes and the existing senior notes and debentures of Sunoco, Inc., or Sunoco, of which we are a co-obligor, and senior in right of payment to all of our current and future subordinated debt, including our existing junior subordinated notes. The notes will not initially be guaranteed by our subsidiaries.

Each series of the notes is a new issue of securities with no established trading market. We do not intend to apply for the listing of the notes on any securities exchange or for the quotation of the notes on any automated dealer quotation system.

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

Investing in the notes involves risks. Please read "Risk Factors" beginning on page S-6 of this prospectus supplement and page 4 of the accompanying prospectus and the other risks identified in the documents incorporated by reference herein for information regarding risks you should consider before investing in the notes.

	Per 2027 Note	**Total 2027 Notes**	**Per 2047 Note**	**Total 2047 Note**
Price to Public(1)	99.786%	$ 598,716,000	99.483%	$ 895,347,000
Underwriting Discount	0.650%	$ 3,900,000	0.875%	$ 7,875,000
Proceeds to Energy Transfer Partners, L.P. (Before Expenses)	99.136%	$ 594,816,000	98.608%	$ 887,472,000

(1) Plus accrued interest from January 17, 2017, if any.

The underwriters expect to deliver the notes in book-entry form only through The Depository Trust Company on or about January 17, 2017.

Joint Book-Running Managers

BofA Merrill Lynch **MUFG** **TD Securities**

BBVA **Credit Suisse** **Goldman, Sachs & Co.** **HSBC** **Mizuho Securities** **Natixis**

PNC Capital Markets LLC **UBS Investment Bank** **US Bancorp** **Wells Fargo Securities**

Co-Manager

Credit Agricole CIB

The date of this prospectus supplement is January 11, 2017.

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ABOUT THIS PROSPECTUS SUPPLEMENT

We provide information to you about the notes in two separate documents that offer varying levels of detail:

- the accompanying prospectus, which provides general information, some of which may not apply to the notes; and

- this prospectus supplement, which provides a summary of the specific terms of the notes.

Generally, when we refer to this prospectus, we are referring to both documents combined. If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained in this prospectus supplement, the accompanying prospectus, any free writing prospectus prepared by us or on our behalf and the documents we have incorporated by reference. We have not, and the underwriters have not, authorized anyone else to give you different information. We are not, and the underwriters are not, offering the notes in any jurisdiction where the offer is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus supplement or in the accompanying prospectus is accurate as of any date other than the date on the front of those respective documents. Our business, financial condition, results of operations and prospects may have changed since those dates.

None of Energy Transfer Partners, L.P., the underwriters or any of their respective representatives is making any representation to you regarding the legality of an investment in the notes by you under applicable laws. You should consult with your own advisors as to the legal, tax, business, financial and related aspects of an investment in the notes.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information included or incorporated by reference in this prospectus supplement. It does not contain all of the information that you should consider before making an investment decision. You should read carefully this entire prospectus supplement, the accompanying prospectus, the documents incorporated by reference and the other documents to which we refer herein for a more complete understanding of this offering.

Unless the context requires otherwise, all references in this prospectus to we, us, Energy Transfer, ETP, the Partnership and our refer to Energy Transfer Partners, L.P., and its operating partnerships and their subsidiaries, including Sunoco Logistics Partners L.P., or Sunoco Logistics. References to ETP GP, our general partner or the general partner refer to Energy Transfer Partners GP, L.P. References to ETP LLC refer to Energy Transfer Partners, L.L.C., the general partner of our general partner. References to ETE refer to Energy Transfer Equity, L.P., the owner of ETP LLC. With respect to the cover page and in the sections entitled Prospectus Supplement Summary The Offering, Description of Notes and Underwriting, we, our and us refer only to Energy Transfer Partners, L.P. and not to any of its subsidiaries.

Energy Transfer Partners, L.P.

Overview

We are one of the largest publicly traded master limited partnerships in the United States in terms of equity market capitalization (approximately $20 billion as of January 6, 2017). We are managed by our general partner, ETP GP, and ETP GP is managed by its general partner, ETP LLC, which is owned by ETE, another publicly traded master limited partnership. The primary activities in which we are engaged, and operating subsidiaries through which we conduct those activities, all of which are in the United States, are as follows:

- Natural gas operations, including the following:
  - natural gas midstream and intrastate transportation and storage; and
  - interstate natural gas transportation and storage through Energy Transfer Interstate Holdings, LLC, or ET Interstate, and Panhandle Eastern Pipe Line Company, LP and its subsidiaries, or Panhandle. ET Interstate is the parent company of Transwestern Pipeline Company, LLC, ETC Fayetteville Express Pipeline, LLC, ETC Tiger Pipeline, LLC, CrossCountry Energy, LLC, ETC Midcontinent Express Pipeline, LLC and ET Rover Pipeline LLC. Panhandle is the parent company of Trunkline Gas Company, LLC and Sea Robin Pipeline Company LLC.
- Liquids operations, including NGL transportation, storage and fractionation services; and
- Crude oil, natural gas liquids and refined products transportation, terminalling services and acquisition and marketing activities through Sunoco Logistics.

Recent Developments

Private Placement

On January 6, 2017, we entered into a Common Unit Purchase Agreement with ETE, pursuant to which ETE has agreed to purchase and we have agreed to sell to ETE approximately 15.8 million of our common units representing limited partner interests in a private placement, which we refer to as the ETE unit purchase. The closing of the ETE unit purchase is expected to occur on January 12, 2017. We estimate that we will receive net

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proceeds of approximately $568 million from the ETE unit purchase, and we intend to use the net proceeds to repay existing indebtedness under our amended and restated revolving credit facility, dated as of October 27, 2011, with Wells Fargo Bank, National Association, as administrative agent, swingline lender and an LC issuer, and Wells Fargo Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBS Securities Inc., as joint lead arrangers and joint book managers, and certain other agents and lenders, as further amended to date, which we refer to as our revolving credit facility, and for general partnership purposes. The completion of this offering of the notes and the completion of the ETE unit purchase are not conditioned on each other.

Merger with Sunoco Logistics

On November 20, 2016, we entered into an Agreement and Plan of Merger, or Merger Agreement, with our general partner, Sunoco Logistics, Sunoco Partners LLC, a Pennsylvania limited liability company and the general partner of Sunoco Logistics, or SXL GP, and, solely for purposes of certain provisions therein, ETE. Upon the terms and subject to the conditions set forth in the Merger Agreement, (i) SXL GP will be merged with and into ETP GP, with ETP GP surviving as an indirect wholly owned subsidiary of ETE, and (ii) SXL Merger Sub LP, a wholly owned subsidiary of Sunoco Logistics, will be merged with and into ETP, with ETP surviving as a wholly owned subsidiary of Sunoco Logistics, in each case on the terms and subject to the conditions set forth in the Merger Agreement. We refer to the mergers collectively as the SXL Merger. The SXL Merger is subject to receipt of ETP unitholder approval and other customary closing conditions, and is expected to close in the first quarter of 2017. The completion of this offering of the notes and the completion of the SXL Merger are not conditioned on each other.

Our Principal Executive Offices

We are a limited partnership formed under the laws of the State of Delaware. Our executive offices are located at 8111 Westchester Drive, Suite 600, Dallas, Texas 75225. Our telephone number is (214) 981-0700. We maintain a website at http://www.energytransfer.com that provides information about our business and operations. Information contained on this website, however, is not incorporated into or otherwise a part of this prospectus supplement or the accompanying prospectus.

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The Offering

We provide the following summary solely for your convenience. This summary is not a complete description of the notes. You should read the full text of, and more specific details contained elsewhere in, this prospectus supplement and the accompanying prospectus. For a more detailed description of the notes, please read the section entitled Description of Notes in this prospectus supplement and the section entitled Description of the Debt Securities in the accompanying prospectus.

Issuer	Energy Transfer Partners, L.P.
Notes Offered	We are offering $1.5 billion aggregate principal amount of notes of the following series: $600 million 4.200% Senior Notes due 2027; and $900 million 5.300% Senior Notes due 2047.
Maturity	Unless redeemed prior to maturity as described below, the 2027 notes will mature on April 15, 2027 and the 2047 notes will mature on April 15, 2047.
Interest Rate	Interest on the 2027 notes will accrue at the per annum rate of 4.200% and interest on the 2047 notes will accrue at the per annum rate of 5.300%.
Interest Payment Dates	Interest on the notes will accrue from, and including, the issue date thereof and be payable semi-annually on April 15 and October 15 of each year, beginning on October 15, 2017.
Ranking	The notes will be our unsecured senior obligations and will rank equally with all of our other current and future unsecured senior debt, including our existing senior notes and Sunoco s existing senior notes and debentures, of which we are a co-obligor, senior to all of our current and future subordinated debt, including our existing junior subordinated notes, and junior to the indebtedness and other obligations, including trade payables, of our subsidiaries.

As of September 30, 2016, as adjusted for (i) the closing of the ETE unit purchase and application of the net proceeds therefrom to repay indebtedness under our revolving credit facility and (ii) the offering of the notes and the application of the net proceeds therefrom as described in Use of Proceeds, the notes would have been structurally subordinated to $8.3 billion of indebtedness of our subsidiaries, consisting of (a) $782 million of indebtedness of our wholly owned subsidiary, Transwestern Pipeline Company, LLC, or Transwestern, (b) $1.1 billion of indebtedness of Panhandle, (c) $465 million of indebtedness of Sunoco (of which we are a co-obligor) and (d) $6.0 billion of indebtedness of Sunoco Logistics.

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	Please read Description of Notes Ranking and Description of Notes Subsidiary Guarantees. In addition, as of September 30, 2016, our unconsolidated joint ventures had $5.0 billion of outstanding indebtedness. Please read Description of Other Indebtedness Unconsolidated Joint Ventures.
Optional Redemption	We may redeem the notes of each series for cash, in whole or in part at any time and from time to time, at our option at the applicable redemption prices set forth under the heading Description of Notes Optional Redemption.
Certain Covenants	We will issue the notes under a supplement to an indenture with U.S. Bank National Association, as trustee. The covenants in the indenture supplement, include a limitation on liens and a restriction on sale-leaseback transactions. Each covenant is subject to a number of important exceptions, limitations and qualifications that are described in Description of Notes Certain Covenants.
Use of Proceeds	We anticipate using the net proceeds of this offering to refinance current maturities and to repay borrowings outstanding under our revolving credit facility. Please read Use of Proceeds.
	Affiliates of certain of the underwriters are lenders under our revolving credit facility and, accordingly, will receive a substantial portion of the net proceeds from this offering. Please read Underwriting Other Relationships.
Further Issuances	We may create and issue additional notes ranking equally and ratably with any series of notes offered by this prospectus supplement in all respects, except for the issue date, issue price and in some cases, the first interest payment date, so that such additional notes will form a single series with the applicable series of notes offered by this prospectus supplement and will have substantially identical terms as such series of notes, including with respect to ranking, redemption and otherwise.
Risk Factors	Investing in the notes involves risks. See Risk Factors beginning on page S-6 of this prospectus supplement and the risk factors set forth on page 4 of the accompanying prospectus, as well as the risk factors set forth in the filings that we and our subsidiaries make with the Securities and Exchange Commission, or the SEC, and the other risks identified in the documents incorporated by reference herein and therein for information regarding risks you should consider before investing in the notes.

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Ratio of Earnings to Fixed Charges

The following table sets forth our historical consolidated ratio of earnings to fixed charges for the periods indicated therein:

	Years Ended December 31,					Nine Months Ended September 30,
	2011	2012	2013	2014	2015	2016
Ratio of Earnings to Fixed Charges	2.24	2.90	1.79	2.13	1.82	1.66

For this ratio, earnings consist of:

- pre-tax income from continuing operations, before minority interest and equity in earnings of affiliates;
- amortization of capitalized interest;
- distributed income of equity investees; and
- fixed charges.

Fixed charges consist of:

- interest expensed;
- interest capitalized;
- amortized debt issuance costs; and
- estimated interest element of rentals.

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RISK FACTORS

An investment in the notes involves risks. You should consider carefully the following risk factors and the risk factors set forth beginning on page 4 of the accompanying prospectus and in the filings that we and our subsidiaries make with the SEC, together with all of the other information included in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus, when evaluating an investment in the notes. These are not all the risks we face and other factors currently considered immaterial or unknown to us may impact our future operations. The risks discussed below also include forward-looking statements and our actual results may differ substantially from those discussed in these forward-looking statements. See Cautionary Statement Concerning Forward-Looking Statements in the accompanying prospectus.

Risks Related to an Investment in the Notes

We have a holding company structure in which our subsidiaries conduct our operations and own our operating assets.

We are a holding company, and our subsidiaries conduct all of our operations and own all of our operating assets. We do not have significant assets other than the partnership interests and the equity in our subsidiaries. As a result, our ability to make required payments on the notes depends on the performance of our subsidiaries and their ability to distribute funds to us. The ability of our subsidiaries to make distributions to us may be restricted by, among other things, credit facilities and applicable state partnership laws and other laws and regulations. If we are unable to obtain the funds necessary to pay the principal amount of the notes at maturity, we may be required to adopt one or more alternatives, such as a refinancing of the notes. We cannot assure you that we would be able to refinance the notes.

The notes will be structurally subordinated to liabilities and indebtedness of our subsidiaries and effectively subordinated to any of our future secured indebtedness to the extent of the value of the assets securing such indebtedness.

Our subsidiaries own all of our operating assets. However, none of our subsidiaries will initially guarantee our obligations with respect to the notes. Creditors of our subsidiaries that do not guarantee the notes will have claims, with respect to the assets of those subsidiaries, that rank structurally senior to the notes. In the event of any distribution or payment of assets of such subsidiaries in any dissolution, winding up, liquidation, reorganization or other bankruptcy proceeding, the claims of those creditors must be satisfied prior to making any such distribution or payment to us in respect of our direct or indirect equity interests in such subsidiaries. Accordingly, after satisfaction of the claims of such creditors, there may be little or no amounts left available to make payments in respect of the notes. Also, there are federal and state laws that could invalidate any guarantee of our subsidiaries that guarantee the notes in the future. If that were to occur, the claims of creditors of a guaranteeing subsidiary would also rank structurally senior to the notes, to the extent of the assets of that subsidiary. As of September 30, 2016, as adjusted for (i) the closing of the ETE unit purchase and application of the net proceeds therefrom to repay indebtedness under our revolving credit facility and (ii) the offering of the notes and the application of the net proceeds therefrom as described in Use of Proceeds, the notes would have been structurally subordinated to $8.3 billion of indebtedness of our subsidiaries, consisting of (a) $782 million of indebtedness of our wholly owned subsidiary, Transwestern Pipeline Company, LLC, or Transwestern, (b) $1.1 billion of indebtedness of Panhandle, (c) $465 million of indebtedness of Sunoco (of which we are a co-obligor) and (d) $6.0 billion of indebtedness of Sunoco Logistics. Please read Description of Notes Ranking and Description of Notes Subsidiary Guarantees. In addition, as of September 30, 2016, our unconsolidated joint ventures had $5.0 billion of outstanding indebtedness. Please read Description of Other Indebtedness Unconsolidated Joint Ventures. The notes will be structurally subordinated to the indebtedness of our unconsolidated joint ventures. Please read Description of Other Indebtedness Unconsolidated Joint Ventures.

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In addition, holders of any future secured indebtedness of Energy Transfer Partners, L.P. would have claims with respect to the assets constituting collateral for such indebtedness that are prior to the claims of the holders of the notes. Energy Transfer Partners, L.P. (excluding its subsidiaries) does not currently have any secured indebtedness, but may have secured indebtedness in the future. In the event of a default on any secured indebtedness or our bankruptcy, liquidation or reorganization, our assets would be used to satisfy obligations with respect to the indebtedness secured thereby before any payment could be made on the notes. Accordingly, any such secured indebtedness would effectively rank senior to the notes to the extent of the value of the collateral securing the indebtedness. While the indenture governing the notes will place some limitations on our ability to create liens, there are significant exceptions to these limitations that will allow us to secure certain indebtedness without equally and ratably securing the notes. To the extent the value of the collateral is not sufficient to satisfy the secured indebtedness, the holders of that indebtedness would be entitled to share with the holders of the notes and the holders of other claims against us with respect to our other assets.

We do not have the same flexibility as other types of organizations to accumulate cash, which may limit cash available to service the notes or to repay them at maturity.

Unlike a corporation, we are required by our partnership agreement to distribute, on a quarterly basis, 100% of our available cash to our unitholders of record and our general partner. Available cash is generally all of our cash on hand as of the end of a quarter, adjusted for cash distributions and net changes to reserves. Our general partner will determine the amount and timing of such distributions and has broad discretion to establish and make additions to our reserves or the reserves of our operating subsidiaries in amounts it determines in its reasonable discretion to be necessary or appropriate:

- to provide for the proper conduct of our business and the businesses of our operating subsidiaries (including reserves for future capital expenditures and for our anticipated future credit needs);
- to provide funds for distributions to our unitholders and our general partner for any one or more of the next four calendar quarters; or
- to comply with applicable law or any of our loan or other agreements.

Although our payment obligations to our unitholders are subordinate to our payment obligations to you, the value of our units may decrease with decreases in the amount we distribute per unit. Accordingly, if we experience a liquidity problem in the future, the value of our units may decrease and we may not be able to issue equity to recapitalize.

Your ability to transfer the notes at a time or price you desire may be limited by the absence of an active trading market, which may not develop.

Each series of the notes is a new issue of securities for which there is no established trading market. Although we have registered the offer and sale of the notes under the Securities Act of 1933, as amended, or the Securities Act, we do not intend to apply for the listing of the notes on any securities exchange or for the quotation of the notes on any automated dealer quotation system. In addition, although the underwriters have informed us that they intend to make a market in the notes of each series, as permitted by applicable laws and regulations, they are not obligated to make markets in the notes, and they may discontinue their market-making activities at any time without notice. Active markets for the notes may not develop or, if developed, may not continue. In the absence of active trading markets, you may not be able to transfer the notes within the time or at the prices you desire.

USE OF PROCEEDS

We expect to receive net proceeds of approximately $1.48 billion from the sale of the notes we are offering, after deducting the underwriting discounts and estimated offering expenses payable by us. We anticipate using the net proceeds of this offering to refinance current maturities and to repay borrowings outstanding under our revolving credit facility.

As of September 30, 2016, there was a balance of approximately $1.58 billion of outstanding borrowings under our revolving credit facility, which included $208 million of commercial paper. The weighted average interest rate on the total amount outstanding at January 1, 2017 was 2.12%. Our revolving credit facility matures on November 18, 2019. We used borrowings under our revolving credit facility to fund growth capital expenditures and working capital requirements.

Affiliates of certain of the underwriters are lenders under our revolving credit facility and, accordingly, will receive a substantial portion of the net proceeds from this offering. Please read Underwriting Other Relationships.

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CAPITALIZATION

The following table sets forth our consolidated cash and capitalization as of September 30, 2016:

- on an actual basis;
- on an as adjusted basis to give effect to the ETE unit purchase and application of the net proceeds therefrom to repay indebtedness under our revolving credit facility; and
- on an as further adjusted basis to give effect to the public offering of the notes pursuant to this prospectus supplement and the application of the net proceeds as described in Use of Proceeds.

The actual information in the table is derived from and should be read in conjunction with our historical financial statements, including the accompanying notes, included in our Quarterly Report on Form 10-Q for the nine months ended September 30, 2016, which are incorporated by reference in this prospectus supplement.

	As of September 30, 2016		
	Actual	As Adjusted	As Further Adjusted
	(Dollars in millions)		
Cash and cash equivalents	$ 377	$ 377	$ 443
Debt, including current maturities:			
ETP			
Revolving credit facility(1)	$ 1,584	$ 1,016	$
Existing senior notes	18,894	18,894	18,494
Existing junior subordinated notes	545	545	545
Senior notes offered hereby			1,500
Transwestern			
Senior notes	782	782	782
Panhandle			
Senior notes	1,032	1,032	1,032
Junior subordinated notes	54	54	54
Sunoco, Inc.			
Senior notes	465	465	465
Sunoco Logistics			
$2.5 billion revolving credit facility	622	622	622
Senior notes	5,350	5,350	5,350
Bakken Term Note	1,100	1,100	1,100
Other long-term debt	29	29	29
Unamortized discounts and other	(59)	(59)	(76)

Total long-term debt	30,398	29,830	29,897
Total partners capital	19,364	19,932	19,932
Noncontrolling interest	7,551	7,551	7,551
Total equity	26,915	27,483	27,483
Total capitalization	$ 57,313	$ 57,313	$ 57,380

(1) As of January 1, 2017, there was a balance of $2.8 billion of outstanding borrowings, which included $777 million of commercial paper.

The table above does not include the outstanding indebtedness of our unconsolidated joint ventures, which as of September 30, 2016 was $5.0 billion. Please read Description of Other Indebtedness Unconsolidated Joint Ventures.

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In connection with the closing of the contribution of its propane operations in January 2012, ETP agreed to provide contingent, residual support of $1.55 billion of intercompany borrowings made by AmeriGas and certain of its affiliates with maturities through 2022 from a finance subsidiary of AmeriGas that have maturity dates and repayment terms that mirror those of an equal principal amount of senior notes issued by this finance company subsidiary to third party purchasers. In 2016, AmeriGas repurchased certain of its senior notes, which caused a reduction in the amount supported by ETP under the contingent residual support agreement. As of December 31, 2016, ETP continued to provide contingent, residual support of $500 million of borrowings.

Similarly, in connection with the closing of Sunoco LP s acquisition of Sunoco, LLC, a wholly owned subsidiary of ETP has provided a limited contingent guarantee of collection (on a non-recourse basis) to Sunoco LP with respect to (i) $800 million principal amount of 6.375% senior notes due 2023 issued by Sunoco LP, (ii) $800 million principal amount of 6.25% senior notes due 2021 issued by Sunoco LP and (iii) $2.035 billion aggregate principal for Sunoco LP s term loan due 2019. Please read Description of Other Indebtedness Contingent Support.

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DESCRIPTION OF OTHER INDEBTEDNESS

General

Our indebtedness as of September 30, 2016 (not including debt of our subsidiaries) consisted of (i) a revolving credit facility that allows for borrowings of up to $3.75 billion available through November 18, 2019, unless extended, (ii) Floating Rate Junior Subordinated Notes due 2066, or our junior subordinated notes, and (iii) the following series of senior notes, which we refer to collectively as our existing senior notes:

- $400 million in principal amount of 6.125% Senior Notes due 2017;
- $600 million in principal amount of 6.700% Senior Notes due 2018;
- $650 million in principal amount of 2.500% Senior Notes due 2018;
- $400 million in principal amount of 9.700% Senior Notes due 2019;
- $450 million in principal amount of 9.000% Senior Notes due 2019;
- $1.05 billion in principal amount of 4.150% Senior Notes due 2020;
- $800 million in principal amount of 4.650% Senior Notes due 2021;
- $1 billion in principal amount of 5.200% Senior Notes due 2022;
- $800 million in principal amount of 3.600% Senior Notes due 2023;
- $350 million in principal amount of 4.900% Senior Notes due 2024;
- $277.5 million in principal amount of 7.600% Senior Notes due 2024;
- $1 billion in principal amount of 4.050% Senior Notes due 2025;
- $1 billion in principal amount of 4.750% Senior Notes due 2026;

$266.7 million in principal amount of 8.250% Senior Notes due 2029;

$500 million in principal amount of 4.900% Senior Notes due 2035;

$400 million in principal amount of 6.625% Senior Notes due 2036;

$550 million in principal amount of 7.500% Senior Notes due 2038;

$700 million in principal amount of 6.050% Senior Notes due 2041;

$1 billion in principal amount of 6.500% Senior Notes due 2042;

$450 million in principal amount of 5.150% Senior Notes due 2043;

$450 million in principal amount of 5.950% Senior Notes due 2043;

$1 billion in principal amount of 5.150% Senior Notes due 2045; and

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- $1 billion in principal amount of 6.125% Senior Notes due 2045.

In addition, following the completion of our merger with Regency Energy Partners LP, or Regency, we assumed the following series of senior notes from Regency, which we refer to collectively as the Legacy Regency notes:

- $400 million in principal amount of 5.750% Senior Notes due 2020;
- $500 million in principal amount of 6.5% Senior Notes due 2021;
- $700 million in principal amount of 5.00% Senior Notes due 2022;
- $900 million in principal amount of 5.875% Senior Notes due 2022;
- $600 million in principal amount of 4.500% Senior Notes due 2023; and
- $700 million in principal amount of 5.500% Senior Notes due 2023.

In addition to the above indebtedness, as of September 30, 2016, we are a co-obligor of the following outstanding senior notes and debentures of Sunoco, which we refer to collectively as the Sunoco senior notes:

- $400 million in principal amount of 5.75% Senior Notes due 2017; and
- $65 million in principal amount of 9.00% Debentures due 2024.

Our other subsidiaries, Transwestern, Panhandle and Sunoco Logistics (through its subsidiary, Sunoco Logistics Partners Operations L.P., or Sunoco Operations), also have outstanding debt as described below.

The failure by us and our subsidiaries to comply with the various restrictive and affirmative covenants of our respective debt agreements could require us and our subsidiaries to repay outstanding debt prior to its maturity and could negatively affect our and our subsidiaries   ability to incur additional debt. Various of our and our subsidiaries debt agreements require us and our subsidiaries to measure certain financial tests and covenants quarterly and, as of September 30, 2016, we and our subsidiaries were in compliance with all of the covenants, including the financial requirements, tests, limitations, and covenants related to financial ratios, under our respective existing debt agreements.