

Edgar Filing: SUNOCO INC - Form 8-K/A

SUNOCO INC  
Form 8-K/A  
March 16, 2001

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): January 16, 2001

SUNOCO, INC.

-----  
(Exact name of registrant as specified in its charter)

|  |                             |  |
|--|-----------------------------|--|
| Pennsylvania   | 1-6841                      | 23-1743282                                 |
| -----  | -----                       | -----                                      |
| (State or other<br>jurisdiction of<br>incorporation) | (Commission<br>file number) | (IRS employer<br>identification<br>number) |

Ten Penn Center, 1801 Market Street, Philadelphia, PA 19103-1699

-----  
(Address of principal executive offices) (Zip Code)

(215) 977-3000

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(Registrant's telephone number, including area code)

This Form 8-K/A amends the Form 8-K of Sunoco, Inc. dated January 16, 2001. That Form 8-K reported under Item 2 the purchase of all of the outstanding capital stock of Aristech Chemical Corporation. This report provides the financial statements and the pro forma financial information for the periods that are required under Item 7 and also describes certain other events under Item 5 - "Other Events".

Item 5. Other Events.  
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Aristech Chemical Corporation has participated in discussions with the United States Department of Justice and the United States Environmental Protection Agency in an effort to settle certain allegations made in a June 1999 Notice of Violation issued by the United States Environmental Protection Agency Region V, regarding alleged air permitting and Hazardous Organic National Emissions Standards for Hazardous Air Pollutants violations at Aristech's Haverhill, Ohio facility. It is anticipated that any negotiated settlement will involve the payment of a civil fine of between \$400,000 and \$500,000. The

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anticipated settlement of this case was included as a reduction in the purchase price paid by Sunoco.

Sunoco, Inc. (R&M) ("Sunoco R&M"), a wholly owned subsidiary of the Company, reached an agreement in principle with the Pennsylvania Department of Environmental Protection ("PaDEP") to settle numerous allegations, contained in a November 1998 Notice of Violation, alleging various violations of PaDEP air pollution rules and regulations at Sunoco's Marcus Hook, PA refinery. Sunoco R&M and PaDEP will enter into an Administrative Consent Order requiring Sunoco R&M to pay a civil penalty of approximately \$260,000.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.  
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(a) Financial Statements of Business Acquired  
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ARISTECH CHEMICAL CORPORATION

Independent Auditors' Report  
Consolidated Statement of Operations for the Year Ended  
December 31, 1999  
Consolidated Balance Sheet as of December 31, 1999  
Consolidated Statement of Cash Flows for the Year Ended  
December 31, 1999  
Consolidated Statement of Stockholders' Equity for the Year Ended  
December 31, 1999  
Notes to the Consolidated Financial Statements as of  
December 31, 1999  
Condensed Consolidated Statements of Operations for the Nine  
Months Ended September 30, 2000 and 1999 (Unaudited)  
Condensed Consolidated Balance Sheets as of September 30, 2000 and  
December 31, 1999 (Unaudited)  
Condensed Consolidated Statements of Cash Flows for the Nine  
Months Ended September 30, 2000 and 1999 (Unaudited)  
Notes to the Condensed Consolidated Financial Statements as of  
September 30, 2000 (Unaudited)

(b) Pro Forma Financial Information  
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SUNOCO, INC.

Introduction to Pro Forma Combined Financial Statements  
(Unaudited)  
Pro Forma Combined Balance Sheet as of September 30, 2000  
(Unaudited)  
Pro Forma Combined Statement of Income for the Nine Months  
Ended September 30, 2000 (Unaudited)  
Pro Forma Combined Statement of Income for the Year Ended  
December 31, 1999 (Unaudited)  
Notes to Pro Forma Combined Financial Statements (Unaudited)

Aristech Chemical Corporation

Introduction to Pro Forma Financial Statements (Unaudited)  
Pro Forma Balance Sheet as of September 30, 2000 (Unaudited)  
Pro Forma Statement of Operations for the Nine Months Ended  
September 30, 2000 (Unaudited)  
Pro Forma Statement of Operations for the Year Ended December 31,  
1999 (Unaudited)

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Notes to Pro Forma Financial Statements (Unaudited)

(c) Exhibits  
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- 23.1 - Independent Auditors' Consent
- 99.1 - Financial Statements of Business Acquired
- 99.2 - Pro Forma Financial Information

## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K/A to be signed on its behalf by the undersigned thereunto duly authorized.

SUNOCO, INC.

BY s/ JOSEPH P. KROTT  
-----  
Joseph P. Krott  
Comptroller  
(Principal Accounting Officer)

DATE March 15, 2001

## EXHIBIT INDEX

| Exhibit<br>Number<br>----- | Exhibit<br>-----                          |
|----------------------------|---|
| 23.1                       | Independent Auditors' Consent             |
| 99.1                       | Financial Statements of Business Acquired |

### ARISTECH CHEMICAL CORPORATION

Independent Auditors' Report  
Consolidated Statement of Operations for the Year Ended  
December 31, 1999  
Consolidated Balance Sheet as of December 31, 1999  
Consolidated Statement of Cash Flows for the Year  
Ended December 31, 1999  
Consolidated Statement of Stockholders' Equity for the  
Year Ended December 31, 1999  
Notes to the Consolidated Financial Statements as of  
December 31, 1999  
Condensed Consolidated Statements of Operations for the  
Nine Months Ended September 30, 2000 and 1999  
(Unaudited)  
Condensed Consolidated Balance Sheets as of September 30,  
2000 and December 31, 1999 (Unaudited)  
Condensed Consolidated Statements of Cash Flows for the  
Nine Months Ended September 30, 2000 and 1999  
(Unaudited)

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Notes to the Condensed Consolidated Financial Statements  
as of September 30, 2000 (Unaudited)

99.2

### Pro Forma Financial Information

SUNOCO, INC.

Introduction to Pro Forma Combined Financial Statements  
(Unaudited)

Pro Forma Combined Balance Sheet as of September 30, 2000  
(Unaudited)

Pro Forma Combined Statement of Income for the Nine Months  
Ended September 30, 2000 (Unaudited)

Pro Forma Combined Statement of Income for the Year Ended  
December 31, 1999 (Unaudited)

Notes to Pro Forma Combined Financial Statements  
(Unaudited)

ARISTECH CHEMICAL CORPORATION

Introduction to Pro Forma Financial Statements (Unaudited)  
Pro Forma Balance Sheet as of September 30, 2000  
(Unaudited)

Pro Forma Statement of Operations for the Nine Months  
Ended September 30, 2000 (Unaudited)

Pro Forma Statement of Operations for the Year Ended  
December 31, 1999 (Unaudited)

Notes to Pro Forma Financial Statements (Unaudited)