SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported)--August 1, 2002

Plains All American Pipeline, L.P.
(Exact name of Registrant as specified in its charter)

DELAWARE	0-9808	76-0582150
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

333 Clay Street, Suite 1600
Houston, Texas 77002
(713) 646-4100
(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

N/A
(Former name or address, if changed since last report.)

Item 7. Financial Statements and Exhibits

(c) Exhibits

99.1 Unaudited Pro Forma Consolidated Statements of Operations of Plains All American Pipeline, L.P.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PLAINS ALL AMERICAN PIPELINE, L.P.

Date: November 14, 2002

By: Plains AAP, L.P., its general partner

By: Plains All American GP LLC,
its general partner

By: /s/ Phillip D. Kramer

Name: Phillip D. Kramer
Title: Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

Index to Exhibits

99.1	Unaudited Pro Forma Consolidated Statements of Operations of Plains All American Pipeline, L.P.

PLAINS ALL AMERICAN PIPELINE, L.P.
UNAUDITED PRO FORMA CONSOLIDATED STATEMENTS OF OPERATIONS

Plains All American Pipeline, L.P. ("PAA") is a Delaware limited partnership formed in September of 1998 to acquire and operate the midstream crude oil business and assets of Plains Resources Inc. and its wholly owned subsidiaries. The following unaudited pro forma consolidated statements of operations are presented to give effect to the transactions described below:

(1) The acquisition of certain businesses from Shell Pipeline Company including its interests in the Basin Pipeline System, the Rancho Pipeline System and the Permian Basin Gathering System (the "Shell Acquisition"). The purchase price of approximately $322.7 million consisted of (i) $304 million in cash, which was borrowed under the revolving credit facility, (ii) approximately $9.1 million related to the settlement of pre-existing accounts receivable and inventory balances, and (iii) approximately $9.6 million of estimated transaction and closing costs. The acquisition closed and was effective on August 1, 2002. The acquisition was accounted for using the purchase method of accounting.

(2) The issuance and sale in August 2002 of 6,325,000 common units and the application of the proceeds therefrom.

(3) The issuance and sale in September 2002 of an aggregate principal amount of $200,000,000 of senior notes and the application of the proceeds therefrom.

An unaudited pro forma balance sheet has not been presented since the above transactions are reflected in the historical unaudited consolidated balance sheet as of September 30, 2002 included in PAA's Quarterly Report on Form 10-Q. The accompanying unaudited pro forma consolidated statements of operations for the nine months ended September 30, 2002 and the year ended December 31, 2001 are based upon the following, respectively:

(1) The unaudited historical consolidated statement of operations of PAA for the nine months ended September 30, 2002 and the unaudited historical combined statement of operations for the businesses acquired in the Shell Acquisition for the seven months ended July 31, 2002.

(2) The historical consolidated statement of operations of PAA for the year ended December 31, 2001 and the historical combined statement of operations for the businesses acquired in the Shell Acquisition for the same period.

The unaudited pro forma consolidated statements of operations for the year ended December 31, 2001, and the for the nine months ended September 30, 2002, were prepared as if the transactions described above had taken place at the beginning of the period presented.

These statements are not necessarily indicative of the results of the actual operations that would have been achieved had the transactions occurred at the dates assumed nor are they necessarily indicative of the future results of operations of the businesses. The unaudited pro forma consolidated statements of operations should be read in conjunction with the notes thereto and the historical consolidated financial statements of PAA included in PAA's Annual Report on Form 10-K for the year ended December 31, 2001, and the unaudited interim consolidated financial statements for PAA included in PAA's Quarterly Report on Form 10-Q for the nine months ended September 30, 2002 as well as the combined financial statements of the businesses acquired in the Shell acquisition, as of December 31, 2001, and for the year then ended and for the six months ended June 30, 2002 included in PAA's Form 8-K filed August 9, 2002.

PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS

For the Twelve Months Ended December 31, 2001

(in thousands, except per unit data)

	Plains All American Historical	Shell Acquisition	Pro Forma Acquisition Adjustments	Total	Pro Forma Equity Offering Adjustments	Pro Forma Notes Offering Adjustments	Plains All American Pro Forma As Adjusted
REVENUES	$6,868,215	$59,690	$ (2,266)(a)	$6,925,639	$ --	$ --	$6,925,639
COST OF SALES AND OPERATIONS	6,720,970	26,226	(2,266)(a) (2,765)(b)	6,742,165	--	--	6,742,165
Inventory Valuation Adjustment	4,984	--	--	4,984	--	--	4,984
Gross Margin	142,261	33,464	2,765	178,490	--	--	178,490
EXPENSES							
General and administrative	46,586	16,571	(9,916)(c)	53,241	--	--	53,241
Depreciation and amortization	24,307	2,375	(2,375)(d) 9,759 (e)	34,066	--	300(h)	34,366
Total Expenses	70,893	18,946	(2,532)	87,307	--	300	87,607
OPERATING INCOME	71,368	14,518	5,297	91,183		(300)	90,883
Interest expense	(29,082)	--	(17,865)(f)	(46,947)	8,524(g)	(4,026)(i)	(42,449)
Gain on sale of assets	984	--	--	984	--	--	984
Interest and other income	401	--	--	401	--	--	401
INCOME (LOSS) FROM CONTINUING OPERATIONS	$ 43,671	$14,518	$(12,568)	$ 45,621	$8,524	$(4,326)	$ 49,819
INCOME (LOSS) FROM CONTINUING OPERATIONS --LIMITED PARTNERS	$ 41,742			$ 43,653	$8,204	$(4,239)	$ 47,618
INCOME (LOSS) FROM CONTINUING OPERATIONS --GENERAL PARTNERS	$ 1,929			$ 1,968	$ 320	$ (87)	$ 2,201
BASIC AND DILUTED INCOME FROM CONTINUING OPERATIONS PER LIMITED PARTNER UNIT	$ 1.12			$ 1.16			$ 1.09
WEIGHTED AVERAGE UNITS OUTSTANDING	37,528			37,528	6,325(g)		43,853

The accompanying notes are an integral part of these pro forma consolidated statements of operations.

PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS

For the Nine Months Ended September 30, 2002

(in thousands, except per unit data)

	Plains All American Historical	Shell Acquisition	Pro Forma Acquisition Adjustments	Total	Pro Forma Equity Offering Adjustments	Pro Forma Notes Offering Adjustments	Plains All American Pro Forma As Adjusted
REVENUES	$ 5,874,759	$ 28,479	$ (2,354)(a)	$ 5,900,884	$ --	$ --	$ 5,900,884
COST OF SALES AND OPERATIONS	5,750,398	15,076	(2,354)(a) (1,614)(b)	5,761,506	--	--	5,761,506
Gross Margin	124,361	13,403	1,614	139,378	--	--	139,378
EXPENSES							
General and administrative	33,389	11,792	(8,328)(c)	36,853	--	--	36,853
Depreciation and amortization	23,125	1,531	(1,531)(d) 5,694 (e)	28,819	--	250(h)	29,069
Total Expenses	56,514	13,323	(4,165)	65,672	--	250	65,922
OPERATING INCOME	67,847	80	5,779	73,706	--	(250)	73,456
Interest expense	(20,175)	--	(6,500)(f)	(26,675)	3,567(g)	(6,220)(i)	(29,328)
Interest and other income (expense)	(123)	--	--	(123)	--	--	(123)
INCOME (LOSS) FROM CONTINUING OPERATIONS	$ 47,549	$ 80	$ (721)	$ 46,908	$ 3,567	$ (6,470)	$ 44,005
INCOME (LOSS) FROM CONTINUING OPERATIONS-LIMITED PARTNERS	$ 44,515			$ 43,887	$ 3,185	$ (6,341)	$ 40,731
INCOME (LOSS) FROM CONTINUING OPERATIONS-GENERAL PARTNER	$ 3,034			$ 3,021	$ 382	$ (129)	$ 3,274
BASIC AND DILUTED INCOME FROM CONTINUING OPERATIONS PER LIMITED PARTNER UNIT	$ 1.01			$ 0.99			$ 0.82
WEIGHTED AVERAGE UNITS OUTSTANDING	44,188			44,188	5,390(g)		49,578

The accompanying notes are an integral part of these pro forma consolidated statements of operations.

NOTES TO UNAUDITED PRO FORMA CONSOLIDATED STATEMENTS OF OPERATIONS

Note 1--Pro Forma Adjustments

The pro forma adjustments are as follows:

(a) Reflects the elimination of crude oil transportation revenues included in Shell's historical financial statements and the offsetting expense included in our historical financial statements related to an existing contract whereby we transported crude oil on the assets acquired from Shell. On a pro forma basis, these transactions constitute intercompany activities and thus are eliminated in consolidation.

(b) Reflects the reduction of operating expenses related to certain field personnel who were not hired as part of the acquisition, as well as the decreases in salaries and benefits associated with the remaining employees.

(c) Reflects the adjustment to general and administrative expenses relating to Shell's historical allocation of corporate overhead costs primarily related to payroll costs associated with corporate office management personnel including executives and other corporate office expenses. These costs for our operation of the assets are already included in our historical results.

(d) To reverse historical depreciation as recorded by Shell.

(e) Reflects depreciation on the acquired assets based on the straight-line method of depreciation over an average useful life of 30 years. The increase over historical depreciation is due to the difference in Shell's historical book value versus the purchase price at fair value.

(f) Reflects the adjustment to interest expense for the increase in long-term debt associated with the Shell Acquisition of $304 million from a draw down on the credit facility using the historical interest rates of 5.88% and 3.67% for the periods ended December 31, 2001 and September 30, 2002, respectively. The interest rate used to calculate the adjustment in the September 30, 2002 statement of operations is the historical interest rate for the seven months ended July 31, 2002. Subsequent to that date the transaction is reflected in the historical unaudited consolidated statement of operations of PAA. The impact to interest expense of a 1/8% change in interest rates would be approximately $0.4 million per year.

(g) Reflects the adjustment to interest expense resulting from the net decrease in long term debt of approximately $145 million resulting from the repayment of the revolving credit facility with the proceeds of the issuance and sale of 6,325,000 common units using the historical interest rates of 5.88% and 3.69% for the periods ended December 31, 2001, and September 30, 2002, respectively. The interest rate used to calculate the adjustment in the September 30, 2002 statement of operations is the historical interest rate for the eight months ended August 31, 2002. Subsequent to that date the transaction is reflected in the historical unaudited consolidated statement of operations of PAA.

(h) Reflects the amortization of debt issue costs of approximately $3 million using the straight line method over the life of the notes, which approximates the effective interest rate method.

(i) Reflects the net adjustment to interest expense resulting from the sale of the notes with an effective yield of 7.78% (including the amortization of the debt discount using the effective interest rate method), and the use of those proceeds of approximately $196 million to repay indebtedness outstanding under our revolving credit facility using the historical interest rates of 5.88% and 3.70% for the periods ended December 31, 2001 and September 30, 2002, respectively.

Note 2 - Purchase Price Allocation

The Shell Acquisition presented in these pro forma statements has been accounted for using the purchase method of accounting and the purchase price has been allocated in accordance with Statement of Financial Accounting Standards No. 141, Business Combinations. The purchase consists of the acquisition of interests in the Basin Pipeline System, the Rancho Pipeline System and the Permian Basin Gathering System. The purchase price of approximately $322.7 million consisted of (i) $304 million in cash, which was borrowed under the revolving credit facility, (ii) approximately $9.1 million related to the settlement of pre-existing accounts receivable and inventory balances, and (iii) approximately $9.6 million of estimated transaction and closing costs. The acquisition closed and was effective on August 1, 2002. The total purchase price and its allocation are preliminary as the resolution of certain claims and the ultimate amount of transaction costs are based on estimates at this time. We do not expect the resolution of these items to have a material impact on the allocation presented below. The purchase price allocation, based on discounted cash flows which approximate fair value, is as follows (in thousands):

Crude oil pipeline assets	$248,900
Crude oil pipeline facilities	72,450
Land	1,000
Other property and equipment	350
Total	$322,700