

As filed with the Securities and Exchange Commission on September 7, 2001

REGISTRATION NO. 333-59224

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

PLAINS ALL AMERICAN PIPELINE, L.P.
(Exact name of registrant as specified in its charter)

DELAWARE

76-0582150

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

333 CLAY STREET, SUITE 2900
HOUSTON, TEXAS 77002
(713) 646-4100

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

TIM MOORE
VICE PRESIDENT
333 CLAY STREET, SUITE 2900
HOUSTON, TEXAS 77002
(713) 646-4100

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

Copy to:

VINSON & ELKINS L.L.P.
1001 FANNIN
HOUSTON, TEXAS 77002
(713) 758-2222
ATTN: DAVID P. OELMAN

This post-effective amendment is being filed for the purpose of removing from registration all of the remaining \$21,667,465 of securities that have not been sold pursuant to Registration Statement No. 333-59224.

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on September 7, 2001.

PLAINS ALL AMERICAN PIPELINE, L.P.

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

By: Plains All American GP LLC,
its general partner

By: _____
*
Name: Greg L. Armstrong
Title: Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons on September 7, 2001 in the capacities indicated below.

PLAINS ALL AMERICAN GP LLC, AS THE GENERAL PARTNER OF PLAINS AAP, L.P, AS THE GENERAL PARTNER OF PLAINS ALL AMERICAN PIPELINE, L.P.

SIGNATURE

TITLE

*
Greg L. Armstrong

Chairman of the Board,
Chief Executive Officer and Director
(Principal Executive Officer)

*
Phillip D. Kramer

Executive Vice President
Chief Financial Officer
(Principal Financial and
Accounting Officer)

*
Everardo Goyanes

Director

*
Arthur L. Smith

Director

*
Robert V. Sinnott

Director

*
Gary R. Petersen

Director

*
J. Taft Symonds

Director

*
John T. Raymond

Director

*By: /s/ Tim Moore

Tim Moore
Attorney-in-Fact