
OMB APPROVAL
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Plains All American Pipeline, L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

726503 10 5

(CUSIP Number)

Michael R. Patterson
Senior Vice President
Plains All American Inc.
500 Dallas, Suite 700
Houston, Texas 77002
(713) 654-1414

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

November 23, 1998

(Date of Event which Requires Filing of this
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP NO. 726503 10 5

Page 2 of 9 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Plains Resources Inc. 13-2898764

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00; see Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		6,974,239 Common Units of Plains All American Pipeline, L.P.**
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		6,974,239 Common Units of Plains All American Pipeline, L.P.**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,974,239 Common Units of Plains All American Pipeline, L.P.**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

34.8%

14 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

**Includes 6,974,239 Common Units held by PAAI LLC, an indirect, wholly-owned subsidiary of Plains Resources Inc. PAAI LLC also holds 10,029,619 subordinated limited partner interests in the Partnership, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (333-64107), incorporated herein by reference.

CUSIP NO. 726503 10 5

Page 3 of 9 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Plains All American Inc. 76-0562201

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00; see Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

7 SOLE VOTING POWER

NUMBER OF
SHARES -0-

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,974,239 Common Units of Plains All American Pipeline, L.P.**

9 SOLE DISPOSITIVE POWER

REPORTING PERSON
-0-

10 SHARED DISPOSITIVE POWER

WITH 6,974,239 Common Units of Plains All American Pipeline, L.P.**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,974,239 Common Units of Plains All American Pipeline, L.P.**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

34.8%

14 TYPE OF REPORTING PERSON*

HC

**Includes 6,974,239 Common Units held by PAAI LLC, wholly-owned subsidiary of Plains All American Inc. PAAI LLC also holds 10,029,619 subordinated limited partner interests in the Partnership, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (333-64107), incorporated herein by reference.

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

PAAI LLC 76-1587114

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00; see Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		6,974,239 Common Units of Plains All American Pipeline, L.P.**
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		6,974,239 Common Units of Plains All American Pipeline, L.P.**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,974,239 Common Units of Plains All American Pipeline, L.P.**

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

34.8%

14 TYPE OF REPORTING PERSON*

00; Limited Liability Company

*PAAI LLC also holds 10,029,619 subordinated limited partner interests in the Partnership, which may be converted into an equal number of Common Units upon satisfaction of the conditions described in the Registration Statement on Form S-1 (333-64107), incorporated herein by reference.

ORIGINAL REPORT ON SCHEDULE 13D

Item 1. Security and Issuer

This statement on Schedule 13D is being filed by Plains Resources Inc., Plains All American Inc. and PAAI LLC (collectively, the "Reporting Persons"), who may be deemed to comprise a group under Rule 13d-5(b) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act"). This statement relates to the common limited partner interests (the "Common Units"), of Plains All American, L.P., a Delaware limited partnership (the "Partnership"), which has its principal executive offices at 500 Dallas, Suite 700, Houston, Texas 77002.

Item 2. Identity and Background

(a) - (c) The information required to be filed in response to paragraphs (a), (b) and (c) of Item 2 with respect to the Reporting Persons is set forth on Schedule I.

(d) During the last five years, none of the Reporting Persons have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any of such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Plains Resources Inc. and Plains All American Inc. are Delaware corporations and PAAI LLC is a Delaware limited liability company.

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons acquired beneficial ownership of 6,974,239 Common Units on November 23, 1998 in exchange for the contribution of certain assets to the Partnership in connection with the Partnership's initial public offering.

Item 4. Purpose of Transaction

The Reporting Persons acquired the Common Units reported herein solely for the purpose of investment. The Reporting Persons may make additional purchases of Common Units either in the open market or in private transactions depending on the Partnership's business, prospects and financial condition, the market for the Common Units, general economic conditions, money and stock market conditions and other future developments.

Item 5. Interest in Securities of the Company

(a) There were 20,059,239 Common Units outstanding as of November 23, 1998, the date of the initial public offering. The Reporting Persons are deemed to be the beneficial owners of 6,974,239 Common Units, which constitute approximately 34.8% of the total issued and outstanding Common Units as of November 23, 1998.

(b) The number of Common Units as to which there is sole power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or direct the disposition for the Reporting Persons is set forth on the cover pages of this Statement on Schedule 13D, and such information is incorporated herein by reference.

(c) There have been no reportable transactions with respect to the Common Units within the last 60 days by the Reporting Persons except for the acquisition of beneficial ownership of units being reported on this Schedule 13D.

(d) The Reporting Persons have the right to receive distributions from, and the proceeds from the sale of, the respective Common Units reported by such persons on the cover pages of this Statement on Schedule 13D.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with respect

to Securities of the Company

The 6,974,239 Common Units acquired by the Reporting Persons were acquired in a private placement and are restricted securities. Certain transfer restrictions, voting rights of the Reporting Persons and registration rights granted by the Partnership and to which the Partnership is entitled are set forth in the Second Amended and Restated Agreement of Limited Partnership of the Partnership, a copy of the form of which is included as Appendix A of the Prospectus constituting part of the Registration Statement on Form S-1 which has been incorporated by reference to this Schedule 13D.

Item 7. Material to be filed as Exhibits

Exhibit A: Registration Statement on Form S-1 for Plains All American Pipeline, L.P. (333-64107) incorporated herein by reference.

Exhibit B: Joint Filing Agreement, dated December 3, 1998.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: December 3, 1998

Plains Resources Inc.

/s/ Michael R. Patterson

Michael R. Patterson
Vice President

Plains All American Inc.

/s/ Michael R. Patterson

Michael R. Patterson
Senior Vice President

PAAI LLC

By: Plains All American Inc., its sole member

/s/ Michael R. Patterson

Michael R. Patterson
Senior Vice President

Exhibit B

Each of the undersigned hereby agrees that the Schedule 13D dated December 3, 1998, to which this Agreement is attached as Exhibit B, and any amendments thereto, may be filed on behalf of such person.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: December 3, 1998

Plains Resources Inc.

/s/ Michael R. Patterson

Michael R. Patterson
Vice President

Plains All American Inc.

/s/ Michael R. Patterson

Michael R. Patterson
Senior Vice President

PAAI LLC

By: Plains All American Inc., its sole member

/s/ Michael R. Patterson

Michael R. Patterson
Senior Vice President

SCHEDULE I

NAME	BUSINESS ADDRESS
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Plains Resources Inc.	500 Dallas, Suite 700 Houston, Texas 77002
Plains All American Inc.	500 Dallas, Suite 700 Houston, Texas 77002
PAAI LLC	500 Dallas, Suite 700 Houston, Texas 77002