

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

For Registration of Certain Classes of Securities  
Pursuant to Section 12(b) or (g) of the  
Securities Exchange Act of 1934

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

Delaware  
(State of incorporation or organization)

76-0582150  
(I.R.S. Employer Identification No.)

500 Dallas, Suite 700  
Houston, Texas  
(address of principal executive offices)

77002  
(Zip Code)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS TO BE SO REGISTERED:	NAME OF EACH EXCHANGE ON WHICH EACH CLASS IS TO BE REGISTERED:
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Common Units representing limited partner interests	New York Stock Exchange
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SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

None

-1-

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

A description of the common units representing limited partner interests in Plains All American Pipeline, L.P. (the "Registrant") to be registered hereunder is set forth under the captions "Prospectus Summary," "Cash Distribution Policy," "Description of the Common Units," "The Partnership Agreement" and "Tax Considerations" in the prospectus included in the Registrant's Registration Statement on Form S-1 (No. 333-64107), as filed with the Securities and Exchange Commission on September 23, 1998 under the Securities Act of 1933, as amended, and will be set forth in any prospectus filed in accordance with Rule 424(b) thereunder, which description is incorporated herein by reference.

ITEM 2. EXHIBITS

The following exhibits to this Registration Statement on Form 8-A are either filed herewith or are incorporated by reference from the documents specified, which have been filed with the Securities and Exchange Commission.

1. Registrant's Registration Statement on Form S-1 (No. 333-64107), as filed with the Securities and Exchange Commission on September 23, 1998 (the "Registration Statement").
2. Certificate of Limited Partnership of the Registrant.
3. Amended and Restated Agreement of Limited Partnership of the Registrant, which is included as Appendix A to the prospectus included in the Registration Statement on Form S-1.
4. Form of Certificate Evidencing Common Units, which is included as Exhibit A to Appendix A to the prospectus included in the Registration Statement on Form S-1.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: October 23, 1998

PLAINS ALL AMERICAN PIPELINE, L.P.

BY: PLAINS ALL AMERICAN INC.  
ITS GENERAL PARTNER

By: /s/ Michael R. Patterson

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Name: Michael R. Patterson  
Title: Senior Vice President

CERTIFICATE OF LIMITED PARTNERSHIP

OF

PLAINS ALL AMERICAN PIPELINE, L.P.

The undersigned represents that it has formed a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act (the "Act") and that the undersigned has executed this Certificate in compliance with the requirements of the Act. The undersigned further states:

- 1. The name of the limited partnership is Plains All American Pipeline, L.P. (the "Partnership").
- 2. The address of the registered office of the Partnership in the State of Delaware and the name and address of the registered agent of the Partnership required to be maintained by Section 17-104 of the Act at such address are as follows:

Name and Address  
of Registered Agent  
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Address of Registered Office  
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Corporation Service Company  
1013 Centre Road  
Wilmington, Delaware 19805-1297

1013 Centre Road  
Wilmington, Delaware 19805-1297

- 3. The name and business address of the General Partner is as follows:

General Partner  
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Address  
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Plains All American Inc.

500 Dallas, Suite 700  
Houston, Texas 77002

WHEREFORE, the undersigned has executed this Certificate as of the 16th day of September, 1998.

PLAINS ALL AMERICAN, INC.,  
as General Partner

By: /s/ Michael R. Patterson  
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Name: Michael R. Patterson  
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Title: Vice President  
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