
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) March 31, 2008

Plains All American Pipeline, L.P.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

1-14569
(Commission File Number)

76-0582150
(IRS Employer
Identification No.)

333 Clay Street, Suite 1600 Houston, Texas 77002
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(713) 646-4100**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 9.01. Financial Statements and Exhibits

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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.

Date: May 20, 2008

PLAINS ALL AMERICAN PIPELINE, L.P.

By: PAA GP LLC, its general partner

By: Plains AAP, L.P., its sole member

By: Plains All American GP LLC, its general partner

By: /s/ TINA L. VAL

Name: Tina L. Val

Title: *Vice President - Accounting and Chief
Accounting Officer*

Index to Exhibits

99.1 Unaudited Consolidated Balance Sheet of PAA GP LLC, dated as of March 31, 2008

PAA GP LLC
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PAA GP LLC
CONSOLIDATED BALANCE SHEET

	March 31, 2008 (Unaudited) (in millions)
ASSETS	
CURRENT ASSETS	
Cash and cash equivalents	\$ 17
Trade accounts receivable and other receivables, net	2,756
Inventory	776
Other current assets	114
Total current assets	3,663
Property and equipment	5,063
Accumulated depreciation	(560)
	4,503
OTHER ASSETS	
Pipeline linefill in owned assets	282
Inventory in third-party assets	79
Investment in unconsolidated entities	227
Goodwill	1,071
Other, net	169
Total assets	\$ 9,994
LIABILITIES AND MEMBER'S EQUITY	
CURRENT LIABILITIES	
Accounts payable and accrued liabilities	\$ 2,996
Short-term debt	700
Other current liabilities	169
Total current liabilities	3,865
LONG-TERM LIABILITIES	
Long-term debt under credit facilities and other	13
Senior notes, net of unamortized net discount of \$2	2,623
Other long-term liabilities and deferred credits	154
Total long-term liabilities	2,790
MINORITY INTEREST	3,259
MEMBER'S EQUITY	
Member's equity	80
Total member's equity	80
Total liabilities and member's equity	\$ 9,994

The accompanying notes are an integral part of this consolidated financial statement.

PAA GP LLC
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT

Note 1—Organization and Basis of Consolidation

Organization

PAA GP LLC (the “Company”) is a Delaware limited liability company, formed on December 28, 2007. Upon our formation, Plains AAP, L.P. (“AAPLP”) conveyed to us its 2% general partner interest in Plains All American Pipeline, L.P. (“PAA”). AAPLP is our sole member and is also the entity that owns 100% of the incentive distribution rights of PAA. As used in this Consolidated Financial Statement and notes thereto, the terms “we,” “us,” “our,” “ours” and similar terms refer to PAA GP LLC.

AAPLP (through its general partner, Plains All American GP LLC) manages the business and affairs of the Company. AAPLP has full and complete authority, power and discretion to manage and control the business, affairs and property of the Company, to make all decisions regarding those matters and to perform any and all other acts or activities customary or incident to the management of the Company’s business, including the execution of contracts and management of litigation. Plains All American GP LLC also manages PAA’s operations and employs PAA’s domestic officers and personnel. PAA’s Canadian officers and personnel are employed by PAA’s subsidiary, PMC (Nova Scotia) Company.

Basis of Consolidation and Presentation

In June 2005, the Emerging Issues Task Force released Issue No. 04-05 (“EITF 04-05”), “Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights.” EITF 04-05 states that if the limited partners do not have a substantive ability to dissolve (liquidate) or substantive participating rights then the general partner is presumed to control that partnership and would be required to consolidate the limited partnership. Because the limited partners do not have a substantive ability to dissolve or have substantive participating rights in regards to PAA, we are required to consolidate PAA and its consolidated subsidiaries into our consolidated financial statement. The consolidation of PAA resulted in the recognition of minority interest. As of March 31, 2008, minority interest was \$3.3 billion, which is comprised of the book value of PAA’s net assets that are owned by other parties.

The accompanying consolidated balance sheet includes the accounts of the Company and PAA and all of PAA’s consolidated subsidiaries. Investments in 50% or less owned affiliates, over which PAA has significant influence, are accounted for by the equity method. All significant intercompany transactions have been eliminated. The consolidated balance sheet and accompanying notes of the Company dated as of March 31, 2008 should be read in conjunction with (i) the consolidated financial statements and notes thereto presented in the Plains All American Pipeline, L.P. Annual Report on Form 10-K for the annual period ended December 31, 2007, (ii) the consolidated financial statements and notes thereto presented in the Plains All American Pipeline, L.P. Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008 and (iii) the financial statement and notes of the Company thereto presented in the Plains All American Pipeline, L.P. Form 8-K filed on March 10, 2008.

As of March 31, 2008, we own a 2% general partner interest in PAA, the ownership of which entitles us to receive distributions. PAA is engaged in the transportation, storage, terminalling and marketing of crude oil, refined products and liquefied petroleum gas and other natural gas-related petroleum products. We refer to liquefied petroleum gas and other natural gas related petroleum products collectively as “LPG.” Through its 50% equity ownership in PAA/Vulcan Gas Storage, LLC (“PAA/Vulcan”), PAA is also involved in the development and operation of natural gas storage facilities. PAA’s operations can be categorized into three operating segments:

Transportation

PAA’s transportation segment operations generally consist of fee-based activities associated with transporting crude oil and refined products on pipelines, gathering systems, trucks and barges. PAA also includes in this segment its equity earnings from its investment in Butte Pipe Line Company and Frontier Pipeline Company, in which it owns minority interests, and Settoon Towing, LLC, in which it owns a 50% interest.

Facilities

PAA's facilities segment operations generally consists of fee-based activities associated with providing storage, terminalling and throughput services for crude oil, refined products and LPG, as well as LPG fractionation and isomerization services. PAA also includes in this segment its equity earnings from its investment in PAA/Vulcan. At March 31, 2008, PAA/Vulcan owned and operated approximately 26 billion cubic feet of underground storage capacity and was constructing an addition 24 billion cubic feet of underground natural gas storage capacity, which is expected to be placed in service in stages over the next several years.

Marketing

PAA's marketing segment operations generally consist of the following merchant activities:

- the purchase of U.S. and Canadian crude oil at the wellhead and the bulk purchase of crude oil at pipeline and terminal facilities, as well as the purchase of foreign cargoes at their load port and various other locations in transit;
- the storage of inventory during contango market conditions and the seasonal storage of LPG;
- the purchase of refined products and LPG from producers, refiners and other marketers;
- the resale or exchange of crude oil, refined products and LPG at various points along the distribution chain to refiners or other resellers to maximize profits; and
- the transportation of crude oil, refined products and LPG on trucks, barges, railcars, pipelines and ocean-going vessels to our terminals and third-party terminals.

Note 2—Member’s Equity

We are a wholly owned subsidiary of AAPLP. Accordingly, we distribute all of the cash received from PAA distributions, less reserves established by management, to AAPLP on a quarterly basis.

Our investment in PAA, which is eliminated in consolidation, exceeds our share of the underlying equity in the net assets of PAA. This excess is related to the fair value of PAA’s crude oil pipelines and other assets at the time of AAPLP’s formation in July 2001. Upon AAPLP’s conveyance to us of its 2% general partner interest in PAA, a portion of AAPLP’s unamortized excess basis was also allocated to us. This excess basis is amortized on a straight-line basis over the estimated useful life of 30 years, of which 23 are remaining. The excess basis amortization results in a decrease to our member’s equity. At March 31, 2008, the unamortized portion of our excess basis was approximately \$9 million and is included in Property and Equipment in our consolidated balance sheet.

Included in member’s equity is our proportionate share of PAA’s accumulated other comprehensive income, which is a deferred gain of approximately \$2 million.

Note 3 — Subsequent Event

On April 17, 2008, PAA declared a distribution of \$0.865 per limited partner unit, which was paid on May 15, 2008. We received a distribution of approximately \$2 million associated with our 2% general partner interest in PAA, which we then distributed to AAPLP.

On May 12, 2008, PAA sold 6,900,000 common units representing limited partner interests at \$46.31 per common unit. The sale included 900,000 common units subject to an over-allotment option which was exercised in full by the underwriters. PAA received net proceeds from the offering, including our capital contribution necessary to maintain our 2% interest and after deducting underwriting discounts and commissions and offering expenses, of approximately \$315 million. PAA used the net proceeds from the offering to reduce outstanding borrowings under its credit facilities, which may be reborrowed to fund its capital program, including the acquisition of the Rainbow Pipe Line Company and other acquisitions, and for general partnership purposes.