

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
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<b>1. Name and Address of Reporting Person*</b> <u>Conn Lance</u> <hr/> (Last) (First) (Middle) 333 CLAY STREET, #1600 <hr/> (Street) HOUSTON TX 77002 <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 11/14/2008	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>PLAINS ALL AMERICAN PIPELINE LP [ PAA ]</u>		
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units	14,386,074 <sup>(1)</sup>	I	Through corporation and by managed LLC <sup>(2)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

**Explanation of Responses:**

1. 1,995,954 Common Units of the Issuer are owned by Vulcan Capital Private Equity I LLC (Vulcan Capital). 12,390,120 Common Units of the Issuer are owned by Vulcan Energy Corporation ("Vulcan Energy"). Pursuant to certain agreements, the Reporting Person has the right to receive a performance-based fee based on the performance of the holdings of Vulcan Energy and Vulcan Capital, including the common Units held by these entities. As a result, the Reporting Person may be deemed to have a pecuniary interest in the Common Units held by Vulcan Energy and Vulcan Capital.

2. The Reporting Person disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein, if any.

**Remarks:**

Lance Conn

11/20/2008

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Tim Moore, Lawrence J. Dreyfuss and Ann F. Gullion, or any one of them signi

1 prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the SEC) a Form ID, includ:

2 execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Plains All American GP LLC, the general partner of P:

3 do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complet

4 take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best in

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, c

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's f

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of November 2008.

By: W. Lance Conn