

PLAINS ALL AMERICAN PIPELINE LP
Form 8-K
August 24, 2006

**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) August 23, 2006

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))

Item 9.01 *Financial Statements and Exhibits*

On June 12, 2006 Plains All American Pipeline, L.P. (the Partnership) announced that it had entered into a Purchase Agreement and an Agreement and Plan of Merger, pursuant to which Pacific Energy Partners, L.P. (PPX) will be merged into the Partnership. The attached exhibits include the updated pro forma financial statements as of and for the six months ended June 30, 2006 and for the twelve months ended December 31, 2005 for the probable acquisition and the historical financial statements of PPX.

(d) *Exhibits*

- 99.1 Unaudited Pro Forma Condensed Combined Financial Statements of Plains All American Pipeline, L.P. as of and for the six months ended June 30, 2006 and for the twelve months ended December 31, 2005.
- 99.2 Pacific Energy Partners, L.P. Condensed Consolidated Financial Statements (Unaudited) as of June 30, 2006 and for the three and six months ended June 30, 2006 and June 30, 2005.

2

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: August 23, 2006

PLAINS ALL AMERICAN PIPELINE, L.P.

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

3

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4
