

PLAINS ALL AMERICAN PIPELINE LP  
Form 424B3  
January 13, 2004

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-68446

PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED SEPTEMBER 4, 2001

**PLAINS ALL AMERICAN PIPELINE, L.P.**

**218,635 Common Units**

**Representing Limited Partner Interests**

The section titled "Selling Unitholders" on page 40 of the prospectus dated September 4, 2001 is updated to include the information contained in this Prospectus Supplement.

E-Holdings III, L.P. is selling 218,635 common units that it received upon conversion of subordinated units into common units in November 2003 directly to an investor and its affiliates in a privately negotiated transaction in accordance with the Plan of Distribution in the prospectus dated September 4, 2001. The investor currently is one of our securities holders and is represented by a member of our board of directors. The following table sets forth the nature of the position, office or other material relationship which E-Holdings has had within the past three years with us or any of our affiliates, the number of common units owned by E-Holdings prior to the offering, the amount of common units to be offered by E-Holdings, and the amount and the percentage of common units to be owned by E-Holdings after the completion of the offering.

<b>Selling Unitholder</b>	<b>Number of Common Units owned prior to the Offering</b>	<b>Amount of Common Units being Offered</b>	<b>Amount of Units to be owned after Completion of the Offering<sup>(2)</sup></b>	<b>Percentage of Common Units to be owned after Completion of the Offering<sup>(2)</sup></b>
E-Holdings III, L.P. <sup>(1)</sup>	221,135	218,635	658,405	1%

(1) E-Holdings III, L.P. is an affiliate of EnCap Investments L.L.C. of which Gary R. Petersen is a Managing Director. Mr. Petersen disclaims any deemed beneficial ownership of units owned by E-Holdings III, L.P.

(2) Includes common and subordinated units. We have assumed that the 655,905 subordinated units held by E-Holdings, L.P. will convert into common units, which we anticipate will occur in February 2004.