

PLAINS ALL AMERICAN PIPELINE LP  
Form 8-K  
March 26, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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 22, 2012

**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.)

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

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

77002  
(Zip Code)

(Former name or former address, if changed since last report): Not applicable

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 (see General Instruction A.2. below):

- .. 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 1.01 Entry into a Material Definitive Agreement**

On March 22, 2012 Plains All American Pipeline, L.P. (the Partnership ) and PAA Finance Corp. (together with the Partnership, the Issuers ) completed the public offering of \$750 million aggregate principal amount of 3.65% Senior Notes due 2022 (the 2022 Notes ) and \$500 million aggregate principal amount of 5.15% Senior Notes due 2042 (the 2042 Notes, and together with the 2022 Notes, the Notes ).

The terms of the Notes are governed by the indenture (the Base Indenture, and as amended and supplemented by the Supplemental Indentures (defined below), the Indenture ) dated as of September 25, 2002 by and among the Issuers and U.S. Bank National Association, as trustee (the Trustee ), as supplemented by the Twentieth Supplemental Indenture between the Issuers and the Trustee (the 20<sup>th</sup> Supplemental Indenture ) relating to the issuance of the 2022 Notes and the Twenty-First Supplemental Indenture between the Issuers and the Trustee (the 21<sup>st</sup> Supplemental Indenture, and together with the 20<sup>th</sup> Supplemental Indenture, the Supplemental Indentures ) relating to the issuance of the 2042 Notes.

The 2022 Notes will mature on June 1, 2022, and the 2042 Notes will mature on June 1, 2042. Interest is payable on the Notes on each June 1 and December 1, commencing on December 1, 2012. The Issuers may redeem some or all of the Notes at any time and from time to time prior to maturity at the redemption prices specified in the Indenture. In addition, if the Partnership's pending acquisition of all of the outstanding shares of BP Canada Energy Company, a wholly owned subsidiary of BP Corporation North America Inc. (the BP NGL Acquisition ), does not close on or prior to June 1, 2012, or if the acquisition agreement relating thereto is earlier terminated, then the Issuers will have the right to redeem all, but not less than all, of either or both series of Notes.

The Notes are the Partnership's senior unsecured obligations, will rank equally in right of payment with all of the Partnership's existing and future senior debt, and will rank senior in right of payment to all of the Partnership's future subordinated debt. The Notes will be effectively subordinated to all of the Partnership's existing and future secured debt to the extent of the value of the collateral securing such indebtedness.

In certain circumstances, the Indenture restricts the Partnership's ability and the ability of certain of its subsidiaries to: (i) enter into sale and leaseback transactions; (ii) incur liens; (iii) merge or consolidate with another company; and (iv) transfer and sell assets. These covenants are subject to a number of important exceptions and qualifications.

The Indenture contains customary events of default with respect to the Notes of either series, including:

default in any payment of interest on any Note of that series when due, continued for 60 days;

default in the payment of principal of or premium, if any, on any Note of that series when due;

failure by the Partnership to comply with its obligations under the Indenture, in certain cases subject to notice and grace periods;

payment defaults and accelerations with respect to other indebtedness of the Partnership and its Subsidiaries (as defined in the Indenture) in the aggregate principal amount of \$25.0 million or more;

certain events of bankruptcy, insolvency or reorganization of the Partnership or, if and so long as the Notes of that series are guaranteed by a subsidiary guarantor, by such subsidiary guarantor; and

if and so long as the Notes of that series are guaranteed by a subsidiary guarantor:

the guarantee by such subsidiary guarantor ceases to be in full force and effect, except as otherwise provided in the Indenture;

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the guarantee by such subsidiary guarantor is declared null and void in a judicial proceeding; or

such subsidiary guarantor denies or disaffirms its obligations under the Indenture or its guarantee.

If an event of default under the Indenture occurs and is continuing, the Trustee or the holders of at least 25% in principal amount of the outstanding Notes may declare the principal of, premium, if any, and accrued and unpaid interest, if any, on the Notes to be due and payable, or, in the case of certain events of default relating to bankruptcy, insolvency or reorganization, those amounts will automatically become immediately due and payable.

Other material terms of the Notes, the Base Indenture and the Supplemental Indentures are described in the prospectus supplement, dated March 13, 2012, as filed by the Partnership with the Commission on March 14, 2012. The foregoing descriptions of the Indenture and the Notes are qualified in their entirety by reference to such Indenture (including the forms of Notes attached thereto). Copies of the 20<sup>th</sup> Supplemental Indenture and the 21<sup>st</sup> Supplemental Indenture are filed herewith as Exhibits 4.1 and 4.3, respectively, and are incorporated herein by reference.

#### **ITEM 1.02 Termination of a Material Definitive Agreement**

Effective March 26, 2012, the Partnership terminated the 364-day credit agreement entered into on December 9, 2011 with DNB Bank ASA, as administrative agent, Bank of America, N.A. and JPMorgan Chase Bank, N.A., as co-syndication agents and the other lenders party thereto (the 364-Day Facility ). The Partnership had previously planned to use borrowings under the 364-Day Facility, if necessary, to fund the BP NGL Acquisition. However, the 364-Day Facility was never activated and, following the completion of the offering of the Notes and the Partnership's recently completed equity offering, borrowings under the 364-Day Facility were not deemed necessary.

#### **ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits.

Exhibit Number	Description
4.1	Twentieth Supplemental Indenture, dated March 22, 2012, by and among Plains All American Pipeline, L.P., PAA Finance Corp., and U.S. Bank National Association, as trustee.
4.2	Form of 3.65% Senior Notes due 2022 (included in Exhibit 4.1).
4.3	Twenty-First Supplemental Indenture, dated March 22, 2012, by and among Plains All American Pipeline, L.P., PAA Finance Corp., and U.S. Bank National Association, as trustee.
4.4	Form of 5.15% Senior Notes due 2042 (included in Exhibit 4.3).

**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.

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/ Richard K. McGee

Name: Richard K. McGee

Title: Vice President

Date: March 26, 2012

**EXHIBIT INDEX**

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