

PLAINS ALL AMERICAN PIPELINE LP  
Form 8-K  
July 23, 2004

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM 8-K

#### CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report: July 23, 2004  
Date of earliest event reported: July 22, 2004

### Plains All American Pipeline, L.P.

(Name of Registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction  
of incorporation or organization)

**1-14569**

(Commission File Number)

**76-0582150**

(I.R.S. Employer  
Identification No.)

**333 Clay Street, Suite 1600  
Houston, Texas 77002  
(713) 646-4100**

(Address, including zip code, and telephone number,  
including area code, of Registrant's principal executive offices)

**N/A**

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

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**Item 5. Other Events**

On July 22, 2004, Plains All American Pipeline, L.P. (the "Partnership") entered into an underwriting agreement with Citigroup Global Markets Inc., Lehman Brothers Inc., Wachovia Capital Markets, LLC, A.G. Edwards & Sons, Inc., Goldman, Sachs & Co., UBS Securities LLC, RBC Capital Markets Corporation, Friedman, Billings, Ramsey & Co., Inc. and Sanders Morris Harris Inc. in connection with the sale by the Partnership of 4,500,000 common units of the Partnership. The underwriters were also granted an option to purchase up to an additional 468,000 Common Units.

**Item 7. Financial Statements and Exhibits**

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Exhibits

- 1.1 Underwriting Agreement dated July 22, 2004 by and among Plains All American Pipeline, L.P., Plains AAP, L.P., Plains All American GP LLC, Plains Marketing, L.P., All American Pipeline, L.P., Plains Marketing GP Inc., Citigroup Global Markets Inc., Lehman Brothers Inc., Wachovia Capital Markets, LLC, A.G. Edwards & Sons, Inc., Goldman, Sachs & Co., UBS Securities LLC, RBC Capital Markets Corporation, Friedman, Billings, Ramsey & Co., Inc. and Sanders Morris Harris Inc.
  - 5.1 Legal Opinion of Vinson & Elkins L.L.P.
  - 8.1 Opinion of Vinson & Elkins L.L.P. as to certain tax matters.
  - 23.1 Consent of Vinson & Elkins L.L.P. (included in Exhibits 5.1 and 8.1).
  - 99.1 Press Release issued by the Partnership dated July 23, 2004.
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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.

PLAINS ALL AMERICAN PIPELINE, L.P.

Date: July 22, 2004

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

By: Plains All American GP LLC, its general partner

By: /s/ TIM MOORE

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Name: Tim Moore

Title: Vice President

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | Underwriting Agreement dated July 22, 2004 by and among Plains All American Pipeline, L.P., Plains AAP, L.P., Plains All American GP LLC, Plains Marketing, L.P., All American Pipeline, L.P., Plains Marketing GP Inc., Citigroup Global Markets Inc., Lehman Brothers Inc., Wachovia Capital Markets, LLC, A.G. Edwards & Sons, Inc., Goldman, Sachs & Co., UBS Securities LLC, RBC Capital Markets Corporation, Friedman, Billings, Ramsey & Co., Inc. and Sanders Morris Harris Inc. |
| 5.1                | Legal Opinion of Vinson & Elkins L.L.P.  |
| 8.1                | Opinion of Vinson & Elkins L.L.P. as to certain tax matters.   |
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QuickLinks

[Item 5. Other Events](#)

[Item 7. Financial Statements and Exhibits](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)