

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>EMG Investment, LLC</u> (Last) (First) (Middle) C/O THE ENERGY & MINERALS GROUP 811 MAIN STREET, STE. 4200 (Street) HOUSTON TX 77002 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/21/2013	3. Issuer Name and Ticker or Trading Symbol <u>PLAINS GP HOLDINGS LP [PAGP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) See Remarks	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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)
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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	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
EMG Investment, LLC
 (Last) (First) (Middle)
 C/O THE ENERGY & MINERALS GROUP
 811 MAIN STREET, STE. 4200
 (Street)
 HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
EMG Admin, LP
 (Last) (First) (Middle)
 C/O THE ENERGY & MINERALS GROUP
 811 MAIN STREET, STE. 4200
 (Street)
 HOUSTON TX 77002
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
EMG Admin GP, LLC
 (Last) (First) (Middle)
 C/O THE ENERGY & MINERALS GROUP
 811 MAIN STREET, STE. 4200
 (Street)
 HOUSTON TX 77002
 (City) (State) (Zip)

(City)

(State)

(Zip)

Explanation of Responses:

Remarks:

John T. Raymond currently serves as the representative of EMG Investment, LLC on the board of directors of the general partner of the Issuer. John T. Raymond is the sole member of EMG Admin GP, LLC, the general partner of EMG Admin, L.P., which is the manager of EMG Investment, LLC. As such, EMG Investment, LLC, EMG Admin, L.P. and EMG Admin GP, LLC may each be deemed a director of the Issuer.

No securities are beneficially owned.

/s/ John A. Kaercher, on behalf
of EMG Investment, LLC,
EMG Admin, L.P. and EMG
Admin GP, LLC, as attorney-
in-fact for John T. Raymond

10/23/2013

** 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 Richard K. McGee, Ann F. Gullion, John A. Kaercher and Sabrina Jacobs, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, in the undersigned's individual capacity, and in his capacity as an officer, member or manager of EMG Investment, LLC, EMG Admin LP and EMG Admin GP LLC (collectively, the "EMG Entities") and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned and any of the EMG Entities to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, member or manager of the EMG Entities, as applicable, (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned, in the undersigned's capacity as an officer, member or manager of the EMG Entities, as applicable, which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (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 interest of, or legally required by, the undersigned, in the undersigned's capacity as an officer, member or manager of the EMG Entities, as applicable, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

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 holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22 day of October 2013.

/s/ John T. Raymond
John T. Raymond
