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) — **May 5, 2020**

Plains GP Holdings, L.P.
(Exact name of registrant as specified in its charter)

Delaware	**1-36132**	**90-1005472**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

333 Clay Street, Suite 1600, Houston, Texas 77002
(Address of principal executive offices) (Zip Code)

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

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Shares	PAGP	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Item 2.02 and Item 7.01. Results of Operations and Financial Condition; Regulation FD Disclosure.

On May 5, 2020, the Registrant issued a press release reporting its first-quarter 2020 results. A copy of the press release is furnished as Exhibit 99.1 hereto. In accordance with General Instruction B.2 of Form 8-K, the information presented herein under Item 2.02 and Item 7.01 shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, each as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated May 5, 2020
104	Cover Page Interactive Data File (embedded within Inline XBRL document)

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 GP HOLDINGS, L.P.
	By: PAA GP Holdings LLC, its general partner
Date: May 5, 2020	By: /s/ Richard McGee
	Name: Richard McGee
	Title: Executive Vice President

FOR IMMEDIATE RELEASE

Plains All American Pipeline, L.P. and Plains GP Holdings Report First-Quarter 2020 Results; Update 2020 Guidance

(Houston — May 5, 2020) Plains All American Pipeline, L.P. (NYSE: PAA) and Plains GP Holdings (NYSE: PAGP) today reported first-quarter 2020 results and furnished updated 2020 guidance.

Summary

- Reported a net loss for the period of $2.8 billion including the impact of approximately $3.2 billion of non-cash goodwill and asset impairment charges as a result of the current environment
- Delivered first-quarter 2020 adjusted EBITDA of $795 million, which was ahead of expectations
- Updated full-year 2020 guidance to reflect expected performance outlook during dynamic and uncertain market conditions
- Reiterated previously reduced 2020 / 2021 expansion capital program of $1.55 billion

"Our first-quarter adjusted operating results exceeded expectations. However, as the quarter progressed, the global response to the COVID-19 pandemic has led to an unprecedented energy supply and demand imbalance," stated Willie Chiang, Chairman and CEO of Plains. "The North American energy supply chain has responded swiftly with significant reductions to refinery utilization, drilling and completion activity and shut-ins of existing production in multiple areas."

"In light of the challenging and uncertain environment, last month we announced a number of proactive steps to further strengthen our balance sheet and enhance our liquidity and long-term financial flexibility. These actions include significantly reducing our capital program and common distributions, progressing asset sales, and reducing costs across the supply chain, while remaining focused on operating safely and responsibly."

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Plains All American Pipeline, L.P.

Summary Financial Information (unaudited)
(in millions, except per unit data)

GAAP Results	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019	% Change
Net income/(loss) attributable to PAA [(1)]	$ (2,847)	$ 970	(394)%
Diluted net income/(loss) per common unit [(1)]	$ (3.98)	$ 1.20	(432)%
Diluted weighted average common units outstanding [(2)]	728	800	(9)%
Distribution per common unit declared for the period	$ 0.18	$ 0.36	(50)%

(1) Reported results for the three months ended March 31, 2020 includes aggregate non-cash goodwill and asset impairments totaling $3.2 billion, representing a net loss of $4.33 after tax per common unit.

(2) For the three months ended March 31, 2019, includes all potentially dilutive securities outstanding (our Series A preferred units and equity-indexed compensation awards) during the period. Our Series A preferred units and equity-indexed compensation awards were not dilutive for the three months ended March 31, 2020. See the “Computation of Basic and Diluted Net Income Per Common Unit” table attached hereto for additional information.

Non-GAAP Results [(1)]	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019	% Change
Adjusted net income attributable to PAA	$ 456	$ 565	(19)%
Diluted adjusted net income per common unit	$ 0.55	$ 0.69	(20)%
Adjusted EBITDA	$ 795	$ 862	(8)%
Implied DCF per common unit	$ 0.82	$ 0.90	(9)%

(1) See the section of this release entitled “Non-GAAP Financial Measures and Selected Items Impacting Comparability” and the tables attached hereto for information regarding certain selected items that PAA believes impact comparability of financial results between reporting periods, as well as for information regarding non-GAAP financial measures (such as Adjusted EBITDA and Implied DCF) and their reconciliation to the most directly comparable measures as reported in accordance with GAAP.

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Segment Adjusted EBITDA for the first quarter of 2020 and 2019 is presented below:

Summary of Selected Financial Data by Segment (unaudited)
(in millions)

	Segment Adjusted EBITDA		
	Transportation	**Facilities**	**Supply and Logistics**
Three Months Ended March 31, 2020	$ 442	$ 210	$ 141
Three Months Ended March 31, 2019	$ 399	$ 184	$ 278
Percentage change in Segment Adjusted EBITDA versus 2019 period	***11 %***	***14 %***	***(49) %***

First-quarter 2020 Transportation Segment Adjusted EBITDA increased by 11% over comparable 2019 results, primarily driven by higher volumes on our Permian Basin systems, including the Cactus II pipeline, which went into service in August 2019. These favorable results were partially offset by lower volumes on certain pipelines in our Central Region as a result of lower production, competition in the region, and refinery downtime on certain of our demand pull pipelines.

First-quarter 2020 Facilities Segment Adjusted EBITDA increased by 14% over comparable 2019 results, primarily driven by the collection of a deficiency payment on a multi-year contract.

First-quarter 2020 Supply and Logistics Segment Adjusted EBITDA decreased by 49% versus comparable 2019 results, primarily due to less favorable crude oil differentials and NGL margins.

In March 2020, we recorded approximately $3.2 billion of non-cash impairment charges due to the current macroeconomic and geopolitical conditions including the collapse of oil prices driven by both the decrease in demand caused by the COVID-19 pandemic and excess supply, as well as changing market conditions and expected lower crude oil production in certain regions:

- Goodwill impairment charge of approximately $2.5 billion (represents the full balance of goodwill).

- Non-cash impairment charges of approximately $0.7 billion on certain pipeline and other assets included in our Transportation and Facilities segments, along with certain of our investments in unconsolidated entities.

These charges are excluded from the calculation of Adjusted EBITDA and are treated as selected items impacting comparability in the calculation of Adjusted Net Income.

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2020 Full-Year Guidance

The table below presents our full-year 2020 financial and operating guidance:

Financial and Operating Guidance (unaudited)
(in millions, except volumes, per unit and per barrel data)

	Twelve Months Ended December 31,		
	2018	**2019**	**2020 (G)**
			+ / -
Segment Adjusted EBITDA			
Transportation	$ 1,508	$ 1,722	$ 1,520
Facilities	711	705	680
Fee-Based	**$ 2,219**	**$ 2,427**	**$ 2,200**
Supply and Logistics	462	803	225
Adjusted other income/(expense), net	3	7	—
Adjusted EBITDA [1]	**$ 2,684**	**$ 3,237**	**$ 2,425**
Interest expense, net of certain non-cash items [2]	(419)	(407)	(415)
Maintenance capital	(252)	(287)	(215)
Current income tax expense	(66)	(112)	(10)
Other	1	(55)	(10)
Implied DCF [1]	**$ 1,948**	**$ 2,376**	**$ 1,775**
Preferred unit distributions paid [3]	(161)	(198)	(200)
Implied DCF Available to Common Unitholders	**$ 1,787**	**$ 2,178**	**$ 1,575**
Implied DCF per Common Unit [1]	$ 2.46	$ 2.99	$ 2.16
Implied DCF per Common Unit and Common Equivalent Unit [1]	$ 2.38	$ 2.91	$ 2.16
Distributions per Common Unit [4]	$ 1.20	$ 1.38	$ 0.90
Common Unit Distribution Coverage Ratio	2.05x	2.17x	2.40x
Diluted Adjusted Net Income per Common Unit [1]	$ 1.88	$ 2.51	$ 1.44
Operating Data			
Transportation			
Average daily volumes (MBbls/d)	5,889	6,893	6,600
Segment Adjusted EBITDA per barrel	$ 0.70	$ 0.68	$ 0.63
Facilities			
Average capacity (MMBbls/Mo)	124	125	122
Segment Adjusted EBITDA per barrel	$ 0.48	$ 0.47	$ 0.46
Supply and Logistics			
Average daily volumes (MBbls/d)	1,309	1,369	1,270
Segment Adjusted EBITDA per barrel	$ 0.97	$ 1.61	$ 0.48
Expansion Capital	**$ 1,888**	**$ 1,340**	**$ 1,100**
Second-Quarter Adjusted EBITDA as Percentage of Full Year	**19%**	**24%**	**20%**

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(G) 2020 Guidance forecasts are intended to be + / - amounts.

(1) See the section of this release entitled “Non-GAAP Financial Measures and Selected Items Impacting Comparability” and the Non-GAAP Reconciliation tables attached hereto for information regarding non-GAAP financial measures and, for the historical 2018 and 2019 periods, their reconciliation to the most directly comparable measures as reported in accordance with GAAP. We do not provide a reconciliation of non-GAAP financial measures to the equivalent GAAP financial measures on a forward-looking basis as it is impractical to forecast certain items that we have defined as “Selected Items Impacting Comparability” without unreasonable effort, due to the uncertainty and inherent difficulty of predicting the occurrence and financial impact of and the periods in which such items may be recognized. Thus, a reconciliation of non-GAAP financial measures to the equivalent GAAP financial measures could result in disclosure that could be imprecise or potentially misleading.

(2) Excludes certain non-cash items impacting interest expense such as amortization of debt issuance costs and terminated interest rate swaps.

(3) Cash distributions paid to our preferred unitholders during the year presented. Distributions on our Series A preferred units were paid-in-kind for the February 2018 quarterly distribution. Distributions on our Series A preferred units have been paid in cash since the May 2018 quarterly distribution. Distributions on our Series B preferred units are payable in cash semi-annually in arrears on May 15 and November 15.

(4) Cash distributions per common unit paid during 2018 and 2019. 2020 (G) reflects the annualized distribution rate of $1.44 per common unit paid in February and the decreased annualized distribution rate of $0.72 per common unit for the remainder of the year.

Plains GP Holdings

PAGP owns an indirect non-economic controlling interest in PAA’s general partner and an indirect limited partner interest in PAA. As the control entity of PAA, PAGP consolidates PAA’s results into its financial statements, which is reflected in the condensed consolidating balance sheet and income statement tables included at the end of this release. Information regarding PAGP’s distributions is reflected below:

	Q1 2020	Q4 2019	Q1 2019
Distribution per Class A share declared for the period	$ 0.18	$ 0.36	$ 0.36
Q1 2020 distribution percentage change from prior periods		(50)%	(50)%

Conference Call

PAA and PAGP will hold a joint conference call at 4:30 p.m. CT on Tuesday, May 5, 2020 to discuss the following items:

1. PAA’s first-quarter 2020 performance;
2. Capitalization and liquidity; and
3. Financial and operating guidance.

Conference Call Webcast Instructions

To access the internet webcast, please go to https://event.webcasts.com/starthere.jsp?ei=1297574&tp_key=143f6a09a5.

Alternatively, the webcast can be accessed on our website (www.plainsallamerican.com) under Investor Relations (Navigate to: Investor Relations / either “PAA” or “PAGP” / News & Events / Quarterly Earnings). Following the live webcast, an audio replay in MP3 format will be available on our website within two hours after the end of the call and will be accessible for a period of 365 days. A transcript will also be available after the call at the above referenced website.

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Non-GAAP Financial Measures and Selected Items Impacting Comparability

To supplement our financial information presented in accordance with GAAP, management uses additional measures known as “non-GAAP financial measures” in its evaluation of past performance and prospects for the future. The primary additional measures used by management are earnings before interest, taxes, depreciation and amortization (including our proportionate share of depreciation and amortization of unconsolidated entities), gains and losses on asset sales and asset impairments, goodwill impairment losses and gains on and impairments of investments in unconsolidated entities, adjusted for certain selected items impacting comparability (“Adjusted EBITDA”) and Implied distributable cash flow (“DCF”).

Management believes that the presentation of such additional financial measures provides useful information to investors regarding our performance and results of operations because these measures, when used to supplement related GAAP financial measures, (i) provide additional information about our core operating performance and ability to fund distributions to our unitholders through cash generated by our operations and (ii) provide investors with the same financial analytical framework upon which management bases financial, operational, compensation and planning/budgeting decisions. We also present these and additional non-GAAP financial measures, including adjusted net income attributable to PAA and basic and diluted adjusted net income per common unit, as they are measures that investors, rating agencies and debt holders have indicated are useful in assessing us and our results of operations. These non-GAAP measures may exclude, for example, (i) charges for obligations that are expected to be settled with the issuance of equity instruments, (ii) gains and losses on derivative instruments that are related to underlying activities in another period (or the reversal of such adjustments from a prior period), gains and losses on derivatives that are related to investing activities (such as the purchase of linefill) and inventory valuation adjustments, as applicable, (iii) long-term inventory costing adjustments, (iv) items that are not indicative of our core operating results and business outlook and/or (v) other items that we believe should be excluded in understanding our core operating performance. These measures may further be adjusted to include amounts related to deficiencies associated with minimum volume commitments whereby we have billed the counterparties for their deficiency obligation and such amounts are recognized as deferred revenue in “Other current liabilities” on our Condensed Consolidated Financial Statements. Such amounts are presented net of applicable amounts subsequently recognized into revenue. Furthermore, the calculation of these measures contemplates tax effects as a separate reconciling item, where applicable. We have defined all such items as “selected items impacting comparability.” Due to the nature of the selected items, certain selected items impacting comparability may impact certain non-GAAP financial measures, referred to as adjusted results, but not impact other non-GAAP financial measures. We do not necessarily consider all of our selected items impacting comparability to be non-recurring, infrequent or unusual, but we believe that an understanding of these selected items impacting comparability is material to the evaluation of our operating results and prospects.

Although we present selected items impacting comparability that management considers in evaluating our performance, you should also be aware that the items presented do not represent all items that affect comparability between the periods presented. Variations in our operating results are also caused by changes in volumes, prices, exchange rates, mechanical interruptions, acquisitions, divestitures, expansion projects and numerous other factors. These types of variations may not be separately identified in this release, but will be discussed, as applicable, in management’s discussion and analysis of operating results in our Quarterly Report on Form 10-Q.

Our definition and calculation of certain non-GAAP financial measures may not be comparable to similarly-titled measures of other companies. Adjusted EBITDA, Implied DCF and other non-GAAP financial performance measures are reconciled to Net Income (the most directly comparable measure as reported in accordance with GAAP) for the historical periods presented in the tables attached to this release, and should be viewed in addition to, and not in lieu of, our Condensed Consolidated Financial Statements and notes thereto. In addition, we encourage you to visit our website at www.plainsallamerican.com (in particular the section under “Financial Information” entitled “Non-GAAP Reconciliations” within the Investor Relations tab), which presents a reconciliation of our commonly used non-GAAP and supplemental financial measures.

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Forward-Looking Statements

Except for the historical information contained herein, the matters discussed in this release consist of forward-looking statements that involve certain risks and uncertainties that could cause actual results or outcomes to differ materially from results or outcomes anticipated in the forward-looking statements. These risks and uncertainties include, among other things, the following:

Factors Related Primarily to the COVID-19 Pandemic and Excess Supply Situation:

- the continuation of a swift and material decline in global crude oil demand and crude oil prices for an uncertain period of time that correspondingly may lead to a significant reduction of domestic crude oil, NGL and natural gas production (whether due to reduced producer cash flow to fund drilling activities or the inability of producers to access capital, or both, the unavailability of pipeline and/or storage capacity, the shutting-in of production by producers, government-mandated pro-ration orders, or other factors), which in turn could result in significant declines in the actual or expected volume of crude oil and NGL shipped, processed, purchased, stored, fractionated and/or gathered at or through the use of our assets and/or the reduction of commercial opportunities that might otherwise be available to us;
- uncertainty regarding the length of time it will take for the United States, Canada, and the rest of the world to slow the spread of the COVID-19 virus to the point where applicable authorities are comfortable easing current restrictions on various commercial and economic activities and the extent to which consumer demand rebounds once such restrictions are lifted; such restrictions are designed to protect public health but also have the effect of significantly reducing demand for crude oil;
- uncertainty regarding the future actions of foreign oil producers such as Saudi Arabia and Russia and the risk that they take actions that will prolong or exacerbate the current over-supply of crude oil;
- uncertainty regarding the timing, pace and extent of an economic recovery in the United States and elsewhere, which in turn will likely affect demand for crude oil and therefore the demand for the midstream services we provide and the commercial opportunities available to us;
- the effect of an overhang of significant amounts of crude oil inventory stored in the United States and elsewhere and the impact that such inventory overhang ultimately has on the timing of a return to market conditions that support a resumption of drilling and production activities in the United States;
- the refusal or inability of our customers or counterparties to perform their obligations under their contracts with us (including commercial contracts, asset sale agreements and other agreements), whether justified or not and whether due to financial constraints (reduced creditworthiness, liquidity issues or insolvency), market constraints, legal constraints (including governmental orders or guidance), the exercise of contractual or common law rights that allegedly excuse their performance (such as force majeure or similar claims) or other factors;
- our inability to perform our obligations under our contracts, whether due to non-performance by third parties, including our customers or counterparties, market constraints, third-party constraints, legal constraints (including governmental orders or guidance), or other factors;
- operational difficulties due to physical distancing restrictions and the additional demands such restrictions may place on our employees, which may in turn make it more challenging to retain or recruit talented labor;
- disruptions to futures markets for petroleum products, which may impair our ability to execute our hedging strategies;
- our inability to reduce capital expenditures to the extent forecasted, whether due to the incurrence of unexpected or unplanned expenditures, third-party claims or other factors;

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- the inability to complete forecasted asset sale transactions due to governmental action, litigation, counterparty non-performance or other factors;

General Factors:

- the effects of competition, including the effects of capacity overbuild in areas where we operate;
- negative societal sentiment regarding the hydrocarbon energy industry and the continued development and consumption of hydrocarbons, which could influence consumer preferences and governmental or regulatory actions in ways that adversely impact our business;
- unanticipated changes in crude oil and NGL market structure, grade differentials and volatility (or lack thereof);
- environmental liabilities or events that are not covered by an indemnity, insurance or existing reserves;
- fluctuations in refinery capacity in areas supplied by our mainlines and other factors affecting demand for various grades of crude oil, NGL and natural gas and resulting changes in pricing conditions or transportation throughput requirements;
- maintenance of our credit rating and ability to receive open credit from our suppliers and trade counterparties;
- the occurrence of a natural disaster, catastrophe, terrorist attack (including eco-terrorist attacks) or other event, including cyber or other attacks on our electronic and computer systems;
- the successful integration and future performance of acquired assets or businesses and the successful operation of joint ventures and joint operating arrangements we enter into from time to time, whether relating to assets operated by us or by third parties;
- failure to implement or capitalize, or delays in implementing or capitalizing, on expansion projects, whether due to permitting delays, permitting withdrawals or other factors;
- shortages or cost increases of supplies, materials or labor;
- the impact of current and future laws, rulings, governmental regulations, accounting standards and statements, and related interpretations, including legislation or regulatory initiatives that prohibit, restrict or regulate hydraulic fracturing;
- tightened capital markets or other factors that increase our cost of capital or limit our ability to obtain debt or equity financing on satisfactory terms to fund additional acquisitions, expansion projects, working capital requirements and the repayment or refinancing of indebtedness;
- general economic, market or business conditions (both within the United States and globally and including the potential for a recession or significant slowdown in economic activity levels) and the amplification of other risks caused by volatile financial markets, capital constraints and liquidity concerns;
- the availability of, and our ability to consummate, divestitures, joint ventures, acquisitions or other strategic opportunities;
- the currency exchange rate of the Canadian dollar;
- continued creditworthiness of, and performance by, our counterparties, including financial institutions and trading companies with which we do business;
- inability to recognize current revenue attributable to deficiency payments received from customers who fail to ship or move more than minimum contracted volumes until the related credits expire or are used;
- non-utilization of our assets and facilities;

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- increased costs, or lack of availability, of insurance;
- weather interference with business operations or project construction, including the impact of extreme weather events or conditions;
- the effectiveness of our risk management activities;
- fluctuations in the debt and equity markets, including the price of our units at the time of vesting under our long-term incentive plans;
- risks related to the development and operation of our assets, including our ability to satisfy our contractual obligations to our customers; and
- other factors and uncertainties inherent in the transportation, storage, terminalling and marketing of crude oil, as well as in the storage of natural gas and the processing, transportation, fractionation, storage and marketing of NGL as discussed in the Partnerships' filings with the Securities and Exchange Commission.

Plains All American Pipeline, L.P. is a publicly traded master limited partnership that owns and operates midstream energy infrastructure and provides logistics services for crude oil, NGLs and natural gas. PAA owns an extensive network of pipeline transportation, terminalling, storage and gathering assets in key crude oil and NGL producing basins and transportation corridors and at major market hubs in the United States and Canada. On average, PAA handles more than 7 million barrels per day of crude oil and NGL in its Transportation segment. PAA is headquartered in Houston, Texas. More information is available at www.plainsallamerican.com.

Plains GP Holdings is a publicly traded entity that owns an indirect, non-economic controlling general partner interest in PAA and an indirect limited partner interest in PAA, one of the largest energy infrastructure and logistics companies in North America. PAGP is headquartered in Houston, Texas. More information is available at www.plainsallamerican.com.

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in millions, except per unit data)

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019
REVENUES	$ 8,269	$ 8,375
COSTS AND EXPENSES		
Purchases and related costs	7,367	7,119
Field operating costs	304	326
General and administrative expenses	69	76
Depreciation and amortization	168	136
(Gains)/losses on asset sales and asset impairments, net	619	4
Goodwill impairment losses	2,515	—
Total costs and expenses	11,042	7,661
OPERATING INCOME/(LOSS)	(2,773)	714
OTHER INCOME/(EXPENSE)		
Equity earnings in unconsolidated entities	110	89
Gain on/(impairment of) investments in unconsolidated entities, net	(22)	267
Interest expense, net	(108)	(101)
Other income/(expense), net	(31)	25
INCOME/(LOSS) BEFORE TAX	(2,824)	994
Current income tax expense	(6)	(30)
Deferred income tax (expense)/benefit	(15)	6
NET INCOME/(LOSS)	(2,845)	970
Net income attributable to noncontrolling interests	(2)	—
NET INCOME/(LOSS) ATTRIBUTABLE TO PAA	$ (2,847)	$ 970
NET INCOME/(LOSS) PER COMMON UNIT:		
Net income/(loss) allocated to common unitholders — Basic	$ (2,897)	$ 917
Basic weighted average common units outstanding	728	727
Basic net income/(loss) per common unit	$ (3.98)	$ 1.26
Net income/(loss) allocated to common unitholders — Diluted	$ (2,897)	$ 957
Diluted weighted average common units outstanding	728	800
Diluted net income/(loss) per common unit	$ (3.98)	$ 1.20

NON-GAAP ADJUSTED RESULTS
(in millions, except per unit data)

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019
Adjusted net income attributable to PAA	$ 456	$ 565
Diluted adjusted net income per common unit	$ 0.55	$ 0.69
Adjusted EBITDA	$ 795	$ 862

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

CONDENSED CONSOLIDATED BALANCE SHEET DATA

(in millions)

	March 31, 2020		December 31, 2019	
ASSETS				
Current assets	$	3,071	$	4,612
Property and equipment, net		14,402		15,355
Investments in unconsolidated entities		3,714		3,683
Goodwill		—		2,540
Linefill and base gas		955		981
Long-term operating lease right-of-use assets, net		430		466
Long-term inventory		73		182
Other long-term assets, net		1,055		858
Total assets	$	23,700	$	28,677
LIABILITIES AND PARTNERS' CAPITAL				
Current liabilities	$	3,357	$	5,017
Senior notes, net		8,941		8,939
Other long-term debt, net		477		248
Long-term operating lease liabilities		370		387
Other long-term liabilities and deferred credits		833		891
Total liabilities		13,978		15,482
Partners' capital excluding noncontrolling interests		9,579		13,062
Noncontrolling interests		143		133
Total partners' capital		9,722		13,195
Total liabilities and partners' capital	$	23,700	$	28,677

DEBT CAPITALIZATION RATIOS

(in millions)

	March 31, 2020		December 31, 2019	
Short-term debt	$	363	$	504
Long-term debt		9,418		9,187
Total debt	$	9,781	$	9,691
Long-term debt	$	9,418	$	9,187
Partners' capital		9,722		13,195
Total book capitalization	$	19,140	$	22,382
Total book capitalization, including short-term debt	$	19,503	$	22,886
Long-term debt-to-total book capitalization		49 %		41 %
Total debt-to-total book capitalization, including short-term debt		50 %		42 %

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

COMPUTATION OF BASIC AND DILUTED NET INCOME/(LOSS) PER COMMON UNIT [1]

(in millions, except per unit data)

	Three Months Ended March 31,	
	2020	**2019**
Basic Net Income/(Loss) per Common Unit		
Net income/(loss) attributable to PAA	$ (2,847)	$ 970
Distributions to Series A preferred unitholders	(37)	(37)
Distributions to Series B preferred unitholders	(12)	(12)
Other	(1)	(4)
Net income/(loss) allocated to common unitholders	$ (2,897)	$ 917
Basic weighted average common units outstanding	728	727
Basic net income/(loss) per common unit	$ (3.98)	$ 1.26
Diluted Net Income/(Loss) per Common Unit		
Net income/(loss) attributable to PAA	$ (2,847)	$ 970
Distributions to Series A preferred unitholders	(37)	—
Distributions to Series B preferred unitholders	(12)	(12)
Other	(1)	(1)
Net income/(loss) allocated to common unitholders	$ (2,897)	$ 957
Basic weighted average common units outstanding	728	727
Effect of dilutive securities:		
Series A preferred units [2]	—	71
Equity-indexed compensation plan awards [3]	—	2
Diluted weighted average common units outstanding	728	800
Diluted net income/(loss) per common unit	$ (3.98)	$ 1.20

(1) We calculate net income/(loss) allocated to common unitholders based on the distributions pertaining to the current period's net income (whether paid in cash or in-kind). After adjusting for the appropriate period's distributions, the remaining undistributed earnings or excess distributions over earnings, if any, are allocated to common unitholders and participating securities in accordance with the contractual terms of our partnership agreement in effect for the period and as further prescribed under the two-class method.

(2) The possible conversion of our Series A preferred units and the impact of equity-indexed compensation plan awards was excluded from the calculation of diluted net income/(loss) per common unit for the three months ended March 31, 2020 as the effect was antidilutive.

(3) Our equity-indexed compensation plan awards that contemplate the issuance of common units are considered dilutive unless (i) they become vested only upon the satisfaction of a performance condition and (ii) that performance condition has yet to be satisfied. Equity-indexed compensation plan awards that are deemed to be dilutive are reduced by a hypothetical common unit repurchase based on the remaining unamortized fair value, as prescribed by the treasury stock method in guidance issued by the FASB. Such LTIP awards were excluded from the calculation of diluted net loss per common unit for the three months ended March 31, 2020 as the effect was antidilutive.

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

SELECTED ITEMS IMPACTING COMPARABILITY
(in millions)

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019
Selected Items Impacting Comparability: [1]		
Gains/(losses) from derivative activities, net of inventory valuation adjustments [2]	$ (4)	$ 97
Long-term inventory costing adjustments [3]	(115)	21
Deficiencies under minimum volume commitments, net [4]	2	7
Equity-indexed compensation expense [5]	(4)	(3)
Net loss on foreign currency revaluation [6]	(46)	(4)
Significant acquisition-related expenses [7]	(3)	—
Selected items impacting comparability - Adjusted EBITDA	$ (170)	$ 118
Gain on/(impairment of) investments in unconsolidated entities, net	(22)	267
Gains/(losses) on asset sales and asset impairments, net	(619)	(4)
Goodwill impairment losses	(2,515)	—
Tax effect on selected items impacting comparability	23	24
Selected items impacting comparability - Adjusted net income attributable to PAA	$ (3,303)	$ 405

(1) Certain of our non-GAAP financial measures may not be impacted by each of the selected items impacting comparability.

(2) We use derivative instruments for risk management purposes and our related processes include specific identification of hedging instruments to an underlying hedged transaction. Although we identify an underlying transaction for each derivative instrument we enter into, there may not be an accounting hedge relationship between the instrument and the underlying transaction. In the course of evaluating our results of operations, we identify the earnings that were recognized during the period related to derivative instruments for which the identified underlying transaction does not occur in the current period and exclude the related gains and losses in determining adjusted results. In addition, we exclude gains and losses on derivatives that are related to investing activities, such as the purchase of linefill. We also exclude the impact of corresponding inventory valuation adjustments, as applicable, as well as the mark-to-market adjustment related to our Preferred Distribution Rate Reset Option.

(3) We carry crude oil and NGL inventory comprised of minimum working inventory requirements in third-party assets and other working inventory that is needed for our commercial operations. We consider this inventory necessary to conduct our operations and we intend to carry this inventory for the foreseeable future. Therefore, we classify this inventory as long-term on our balance sheet and do not hedge the inventory with derivative instruments (similar to linefill in our own assets). We treat the impact of changes in the average cost of the long-term inventory (that result from fluctuations in market prices) and write-downs of such inventory that result from price declines as a selected item impacting comparability.

(4) We have certain agreements that require counterparties to deliver, transport or throughput a minimum volume over an agreed upon period. Substantially all of such agreements were entered into with counterparties to economically support the return on our capital expenditure necessary to construct the related asset. Some of these agreements include make-up rights if the minimum volume is not met. We record a receivable from the counterparty in the period that services are provided or when the transaction occurs, including amounts for deficiency obligations from counterparties associated with minimum volume commitments. If a counterparty has a make-up right associated with a deficiency, we defer the revenue attributable to the counterparty's make-up right and subsequently recognize the revenue at the earlier of when the deficiency volume is delivered or shipped, when the make-up right expires or when it is determined that the counterparty's ability to utilize the make-up right is remote. We include the impact of amounts billed to counterparties for their deficiency obligation, net of applicable amounts subsequently recognized into revenue, as a selected item impacting comparability. We believe the inclusion of the contractually committed revenues associated with that period is meaningful to investors as the related asset has been constructed, is standing ready to provide the committed service and the fixed operating costs are included in the current period results.

(5) Our total equity-indexed compensation expense includes expense associated with awards that will or may be settled in units and awards that will or may be settled in cash. The awards that will or may be settled in units are included in our diluted net income per unit calculation when the applicable performance criteria have been met. We consider the compensation expense associated with these awards as a selected item impacting comparability as the dilutive impact of the outstanding awards is included in our diluted net income per unit calculation and the majority of the awards are expected to be settled in units. The portion of compensation expense associated with awards that are certain to be settled in cash is not considered a selected item impacting comparability.

(6) During the periods presented, there were fluctuations in the value of the Canadian dollar to the U.S. dollar, resulting in gains and losses that were not related to our core operating results for the period and were thus classified as a selected item impacting comparability.

(7) Includes acquisition-related expenses associated with the Felix Midstream LLC acquisition in February 2020.

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

SELECTED ITEMS IMPACTING COMPARABILITY (continued)
(in millions)

	Twelve Months Ended December 31, 2019	Twelve Months Ended December 31, 2018
Selected Items Impacting Comparability: [(1)]		
Gains/(losses) from derivative activities, net of inventory valuation adjustments [(2)]	$ (158)	$ 505
Long-term inventory costing adjustments [(3)]	20	(21)
Deficiencies under minimum volume commitments, net [(4)]	18	(7)
Equity-indexed compensation expense [(5)]	(17)	(55)
Net gain/(loss) on foreign currency revaluation [(6)]	1	1
Line 901 incident [(7)]	(10)	—
Selected items impacting comparability - Adjusted EBITDA	$ (146)	$ 423
Gains/(losses) from derivative activities [(2)]	(1)	4
Gain on investment in unconsolidated entities	271	200
Gains/(losses) on asset sales and asset impairments, net	(28)	114
Tax effect on selected items impacting comparability	12	(95)
Selected items impacting comparability - Adjusted net income attributable to PAA	$ 108	$ 646

(1) Certain of our non-GAAP financial measures may not be impacted by each of the selected items impacting comparability.

(2) We use derivative instruments for risk management purposes and our related processes include specific identification of hedging instruments to an underlying hedged transaction. Although we identify an underlying transaction for each derivative instrument we enter into, there may not be an accounting hedge relationship between the instrument and the underlying transaction. In the course of evaluating our results of operations, we identify the earnings that were recognized during the period related to derivative instruments for which the identified underlying transaction does not occur in the current period and exclude the related gains and losses in determining adjusted results. In addition, we exclude gains and losses on derivatives that are related to investing activities, such as the purchase of linefill. We also exclude the impact of corresponding inventory valuation adjustments, as applicable, as well as the mark-to-market adjustment related to our Preferred Distribution Rate Reset Option.

(3) We carry crude oil and NGL inventory comprised of minimum working inventory requirements in third-party assets and other working inventory that is needed for our commercial operations. We consider this inventory necessary to conduct our operations and we intend to carry this inventory for the foreseeable future. Therefore, we classify this inventory as long-term on our balance sheet and do not hedge the inventory with derivative instruments (similar to linefill in our own assets). We treat the impact of changes in the average cost of the long-term inventory (that result from fluctuations in market prices) and write-downs of such inventory that result from price declines as a selected item impacting comparability.

(4) We have certain agreements that require counterparties to deliver, transport or throughput a minimum volume over an agreed upon period. Substantially all of such agreements were entered into with counterparties to economically support the return on our capital expenditure necessary to construct the related asset. Some of these agreements include make-up rights if the minimum volume is not met. We record a receivable from the counterparty in the period that services are provided or when the transaction occurs, including amounts for deficiency obligations from counterparties associated with minimum volume commitments. If a counterparty has a make-up right associated with a deficiency, we defer the revenue attributable to the counterparty's make-up right and subsequently recognize the revenue at the earlier of when the deficiency volume is delivered or shipped, when the make-up right expires or when it is determined that the counterparty's ability to utilize the make-up right is remote. We include the impact of amounts billed to counterparties for their deficiency obligation, net of applicable amounts subsequently recognized into revenue, as a selected item impacting comparability. We believe the inclusion of the contractually committed revenues associated with that period is meaningful to investors as the related asset has been constructed, is standing ready to provide the committed service and the fixed operating costs are included in the current period results.

(5) Our total equity-indexed compensation expense includes expense associated with awards that will or may be settled in units and awards that will or may be settled in cash. The awards that will or may be settled in units are included in our diluted net income per unit calculation when the applicable performance criteria have been met. We consider the compensation expense associated with these awards as a selected item impacting comparability as the dilutive impact of the outstanding awards is included in our diluted net income per unit calculation and the majority of the awards are expected to be settled in units. The portion of compensation expense associated with awards that are certain to be settled in cash is not considered a selected item impacting comparability.

(6) During the periods presented, there were fluctuations in the value of the Canadian dollar to the U.S. dollar, resulting in gains and losses that were not related to our core operating results for the period and were thus classified as a selected item impacting comparability.

(7) Includes costs recognized during the period related to the Line 901 incident that occurred in May 2015, net of amounts we believe are probable of recovery from insurance.

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

COMPUTATION OF BASIC AND DILUTED ADJUSTED NET INCOME PER COMMON UNIT [1]
(in millions, except per unit data)

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019
Basic Adjusted Net Income per Common Unit		
Net income/(loss) attributable to PAA	$ (2,847)	$ 970
Selected items impacting comparability - Adjusted net income attributable to PAA [2]	3,303	(405)
Adjusted net income attributable to PAA	$ 456	$ 565
Distributions to Series A preferred unitholders	(37)	(37)
Distributions to Series B preferred unitholders	(12)	(12)
Other	(2)	(2)
Adjusted net income allocated to common unitholders	$ 405	$ 514
Basic weighted average common units outstanding	728	727
Basic adjusted net income per common unit	$ 0.56	$ 0.71
Diluted Adjusted Net Income per Common Unit		
Net income/(loss) attributable to PAA	$ (2,847)	$ 970
Selected items impacting comparability - Adjusted net income attributable to PAA [2]	3,303	(405)
Adjusted net income attributable to PAA	$ 456	$ 565
Distributions to Series B preferred unitholders	(12)	(12)
Other	(1)	(1)
Adjusted net income allocated to common unitholders	$ 443	$ 552
Basic weighted average common units outstanding	728	727
Effect of dilutive securities:		
Series A preferred units	71	71
Equity-indexed compensation plan awards [3]	1	2
Diluted weighted average common units outstanding	800	800
Diluted adjusted net income per common unit	$ 0.55	$ 0.69

(1) We calculate adjusted net income allocated to common unitholders based on the distributions pertaining to the current period's net income (whether paid in cash or in-kind). After adjusting for the appropriate period's distributions, the remaining undistributed earnings or excess distributions over earnings, if any, are allocated to the common unitholders and participating securities in accordance with the contractual terms of our partnership agreement in effect for the period and as further prescribed under the two-class method.

(2) Certain of our non-GAAP financial measures may not be impacted by each of the selected items impacting comparability.

(3) Our equity-indexed compensation plan awards that contemplate the issuance of common units are considered dilutive unless (i) they become vested only upon the satisfaction of a performance condition and (ii) that performance condition has yet to be satisfied. Equity-indexed compensation plan awards that are deemed to be dilutive are reduced by a hypothetical common unit repurchase based on the remaining unamortized fair value, as prescribed by the treasury stock method in guidance issued by the FASB.

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

NON-GAAP RECONCILIATIONS

Net Income/(Loss) Per Common Unit to Adjusted Net Income Per Common Unit Reconciliations:

	Three Months Ended March 31,	
	2020	2019
Basic net income/(loss) per common unit	$ (3.98)	$ 1.26
Selected items impacting comparability per common unit [(1)]	4.54	(0.55)
Basic adjusted net income per common unit	$ 0.56	$ 0.71
Diluted net income/(loss) per common unit	$ (3.98)	$ 1.20
Selected items impacting comparability per common unit [(1)]	4.53	(0.51)
Diluted adjusted net income per common unit	$ 0.55	$ 0.69

(1) See the “Selected Items Impacting Comparability” and the “Computation of Basic and Diluted Adjusted Net Income/(Loss) Per Common Unit” tables for additional information.

	Twelve Months Ended December 31,	
	2019	2018
Diluted net income per common unit	$ 2.65	$ 2.71
Selected items impacting comparability per common unit [(1)]	(0.14)	(0.83)
Diluted adjusted net income per common unit	$ 2.51	$ 1.88

(1) See the “Selected Items Impacting Comparability” table for additional information.

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

NON-GAAP RECONCILIATIONS (continued)
(in millions, except per unit and ratio data)

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019
Net Income/(Loss) to Adjusted EBITDA and Implied DCF Reconciliation		
Net Income/(Loss)	$ (2,845)	$ 970
Interest expense, net	108	101
Income tax expense	21	24
Depreciation and amortization	168	136
(Gains)/losses on asset sales and asset impairments, net	619	4
Goodwill impairment losses	2,515	—
(Gain on)/impairment of investments in unconsolidated entities, net	22	(267)
Depreciation and amortization of unconsolidated entities [1]	17	12
Selected items impacting comparability - Adjusted EBITDA [2]	170	(118)
Adjusted EBITDA	$ 795	$ 862
Interest expense, net of certain non-cash items [3]	(103)	(97)
Maintenance capital	(51)	(46)
Current income tax expense	(6)	(30)
Distributions from unconsolidated entities in excess of/(less than) adjusted equity earnings [4]	(2)	2
Implied DCF	$ 633	$ 691
Preferred unit distributions paid [6]	(37)	(37)
Implied DCF Available to Common Unitholders	$ 596	$ 654
Weighted Average Common Units Outstanding	728	727
Weighted Average Common Units and Common Equivalent Units	799	798
Implied DCF per Common Unit [7]	$ 0.82	$ 0.90
Implied DCF per Common Unit and Common Equivalent Unit [8]	$ 0.79	$ 0.87
Cash Distribution Paid per Common Unit	$ 0.36	$ 0.30
Common Unit Cash Distributions [5]	$ 262	$ 218
Common Unit Distribution Coverage Ratio	2.27x	3.00x
Implied DCF Excess	$ 334	$ 436

(1) Adjustment to add back our proportionate share of depreciation and amortization expense of unconsolidated entities.
(2) Certain of our non-GAAP financial measures may not be impacted by each of the selected items impacting comparability.
(3) Excludes certain non-cash items impacting interest expense such as amortization of debt issuance costs and terminated interest rate swaps.
(4) Comprised of cash distributions received from unconsolidated entities less equity earnings in unconsolidated entities (adjusted for our proportionate share of depreciation and amortization).
(5) Cash distributions paid during the period presented.
(6) Cash distributions paid to our preferred unitholders during the period presented. The current $0.5250 quarterly ($2.10 annualized) per unit distribution requirement of our Series A preferred units was paid-in-kind for each quarterly distribution from their issuance through February 2018. Distributions on our Series A preferred units have been paid in cash since the May 2018 quarterly distribution. The current $61.25 per unit annual distribution requirement of our Series B preferred units, is payable in cash semi-annually in arrears on May 15 and November 15.
(7) Implied DCF Available to Common Unitholders for the period divided by the weighted average common units outstanding for the period.
(8) Implied DCF Available to Common Unitholders for the period, adjusted for Series A preferred unit cash distributions paid, divided by the weighted average common units and common equivalent units outstanding for the period. Our Series A preferred units are convertible into common units, generally on a one-for-one basis and subject to customary anti-dilution adjustments, in whole or in part, subject to certain minimum conversion amounts.

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

NON-GAAP RECONCILIATIONS (continued)
(in millions, except per unit and ratio data)

	Twelve Months Ended December 31, 2019	Twelve Months Ended December 31, 2018
Net Income to Adjusted EBITDA and Implied DCF Reconciliation		
Net Income	$ 2,180	$ 2,216
Interest expense, net	425	431
Income tax expense	66	198
Depreciation and amortization	601	520
(Gains)/losses on asset sales and asset impairments, net	28	(114)
Gain on investment in unconsolidated entities	(271)	(200)
Depreciation and amortization of unconsolidated entities [(1)]	62	56
Selected items impacting comparability - Adjusted EBITDA [(2)]	146	(423)
Adjusted EBITDA	$ 3,237	$ 2,684
Interest expense, net of certain non-cash items [(3)]	(407)	(419)
Maintenance capital	(287)	(252)
Current income tax expense	(112)	(66)
Distributions from unconsolidated entities in excess of/(less than) adjusted equity earnings [(4)]	(49)	1
Distributions to noncontrolling interests [(5)]	(6)	—
Implied DCF	$ 2,376	$ 1,948
Preferred unit distributions paid [(6)]	(198)	(161)
Implied DCF Available to Common Unitholders	$ 2,178	$ 1,787
Weighted Average Common Units Outstanding	727	726
Weighted Average Common Units and Common Equivalent Units	798	797
Implied DCF per Common Unit [(7)]	$ 2.99	$ 2.46
Implied DCF per Common Unit and Common Equivalent Unit [(8)]	$ 2.91	$ 2.38
Cash Distribution Paid per Common Unit	$ 1.38	$ 1.20
Common Unit Cash Distributions [(4)]	$ 1,004	$ 871
Common Unit Distribution Coverage Ratio	2.17x	2.05x
Implied DCF Excess	$ 1,174	$ 916

(1) Adjustment to add back our proportionate share of depreciation and amortization expense of unconsolidated entities.

(2) Certain of our non-GAAP financial measures may not be impacted by each of the selected items impacting comparability.

(3) Excludes certain non-cash items impacting interest expense such as amortization of debt issuance costs and terminated interest rate swaps.

(4) Comprised of cash distributions received from unconsolidated entities less equity earnings in unconsolidated entities (adjusted for our proportionate share of depreciation and amortization).

(5) Cash distributions paid during the period presented.

(6) Cash distributions paid to our preferred unitholders during the period presented. The $0.5250 quarterly ($2.10 annualized) per unit distribution requirement of our Series A preferred units was paid-in-kind for each quarterly distribution from their issuance through February 2018. Distributions on our Series A preferred units have been paid in cash since the May 2018 quarterly distribution. The $61.25 per unit annual distribution requirement of our Series B preferred units, is payable in cash semi-annually in arrears on May 15 and November 15.

(7) Implied DCF Available to Common Unitholders for the period divided by the weighted average common units outstanding for the period.

(8) Implied DCF Available to Common Unitholders for the period, adjusted for Series A preferred unit cash distributions paid, divided by the weighted average common units and common equivalent units outstanding for the period. Our Series A preferred units are convertible into common units, generally on a one-for-one basis and subject to customary anti-dilution adjustments, in whole or in part, subject to certain minimum conversion amounts.

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

NON-GAAP RECONCILIATIONS (continued)

Net Income/(Loss) Per Common Unit to Implied DCF Per Common Unit and Common Equivalent Unit Reconciliations:

	Three Months Ended March 31,	
	2020	**2019**
Basic net income/(loss) per common unit	$ (3.98)	$ 1.26
Reconciling items per common unit [1] [2]	4.80	(0.36)
Implied DCF per common unit	$ 0.82	$ 0.90
Basic net income/(loss) per common unit	$ (3.98)	$ 1.26
Reconciling items per common unit and common equivalent unit [1] [3]	4.77	(0.39)
Implied DCF per common unit and common equivalent unit	$ 0.79	$ 0.87

	Twelve Months Ended December 31,	
	2019	**2018**
Basic net income per common unit	$ 2.70	$ 2.77
Reconciling items per common unit [1] [4]	0.29	(0.31)
Implied DCF per common unit	$ 2.99	$ 2.46
Basic net income per common unit	$ 2.70	$ 2.77
Reconciling items per common unit and common equivalent unit [1] [5]	0.21	(0.39)
Implied DCF per common unit and common equivalent unit	$ 2.91	$ 2.38

(1) Represents adjustments to Net Income to calculate Implied DCF Available to Common Unitholders. See the "Net Income/(Loss) to Adjusted EBITDA and Implied DCF Reconciliation" table for additional information.

(2) Based on weighted average common units outstanding for the period of 728 million and 727 million, respectively.

(3) Based on weighted average common units outstanding for the period, as well as weighted average Series A preferred units outstanding of 71 million for each of the periods presented.

(4) Based on weighted average common units outstanding for the period of 727 million and 726 million, respectively.

(5) Based on weighted average common units outstanding for the period, as well as weighted average Series A preferred units outstanding of 71 million for each of the periods presented.

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

SELECTED FINANCIAL DATA BY SEGMENT
(in millions)

	Three Months Ended March 31, 2020			Three Months Ended March 31, 2019		
	Transportation	Facilities	Supply and Logistics	Transportation	Facilities	Supply and Logistics
Revenues [1]	$ 579	$ 313	$ 7,908	$ 556	$ 299	$ 8,022
Purchases and related costs [1]	(79)	(2)	(7,813)	(52)	(4)	(7,562)
Field operating costs [1] [2]	(162)	(88)	(58)	(174)	(86)	(69)
Segment general and administrative expenses [2] [3]	(28)	(19)	(22)	(27)	(21)	(28)
Equity earnings in unconsolidated entities	108	2	—	89	—	—
Adjustments: [4]						
Depreciation and amortization of unconsolidated entities	17	—	—	12	—	—
(Gains)/losses from derivative activities, net of inventory valuation adjustments	6	1	23	—	(4)	(70)
Long-term inventory costing adjustments	—	—	115	—	—	(21)
Deficiencies under minimum volume commitments, net	(4)	2	—	(7)	—	—
Equity-indexed compensation expense	2	1	1	2	—	1
Net (gain)/loss on foreign currency revaluation	—	—	(13)	—	—	5
Significant acquisition-related expenses	3	—	—	—	—	—
Segment Adjusted EBITDA	$ 442	$ 210	$ 141	$ 399	$ 184	$ 278
Maintenance capital	$ 34	$ 14	$ 3	$ 27	$ 17	$ 2

(1) Includes intersegment amounts.

(2) Field operating costs and Segment general and administrative expenses include equity-indexed compensation expense.

(3) Segment general and administrative expenses reflect direct costs attributable to each segment and an allocation of other expenses to the segments. The proportional allocations by segment require judgment by management and are based on the business activities that exist during each period.

(4) Represents adjustments utilized by our CODM in the evaluation of segment results. Many of these adjustments are also considered selected items impacting comparability when calculating consolidated non-GAAP financial measures such as Adjusted EBITDA. See the “Selected Items Impacting Comparability” table for additional discussion.

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

OPERATING DATA BY SEGMENT [1]

	Three Months Ended March 31,	
	2020	**2019**
Transportation segment (average daily volumes in thousands of barrels per day):		
Tariff activities volumes		
Crude oil pipelines (by region):		
Permian Basin [2]	5,165	4,268
South Texas / Eagle Ford [2]	458	460
Central [2]	404	509
Gulf Coast	144	158
Rocky Mountain [2]	273	302
Western	203	182
Canada	327	322
Crude oil pipelines	6,974	6,201
NGL pipelines	187	210
Tariff activities total volumes	7,161	6,411
Trucking volumes	94	93
Transportation segment total volumes	7,255	6,504
Facilities segment (average monthly volumes):		
Liquids storage (average monthly capacity in millions of barrels) [3]	111	109
Natural gas storage (average monthly working capacity in billions of cubic feet)	63	63
NGL fractionation (average volumes in thousands of barrels per day)	154	157
Facilities segment total volumes (average monthly volumes in millions of barrels) [4]	127	124
Supply and Logistics segment (average daily volumes in thousands of barrels per day):		
Crude oil lease gathering purchases	1,318	1,128
NGL sales	220	328
Supply and Logistics segment total volumes	1,538	1,456

(1) Average volumes are calculated as the total volumes (attributable to our interest) for the period divided by the number of days or months in the period.

(2) Region includes volumes (attributable to our interest) from pipelines owned by unconsolidated entities.

(3) Includes volumes (attributable to our interest) from facilities owned by unconsolidated entities.

(4) Facilities segment total volumes is calculated as the sum of: (i) liquids storage capacity; (ii) natural gas storage working capacity divided by 6 to account for the 6:1 mcf of natural gas to crude Btu equivalent ratio and further divided by 1,000 to convert to monthly volumes in millions; and (iii) NGL fractionation volumes multiplied by the number of days in the period and divided by the number of months in the period.

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

NON-GAAP SEGMENT RECONCILIATIONS

(in millions)

Fee-based Segment Adjusted EBITDA to Adjusted EBITDA Reconciliations:

	Three Months Ended March 31,	
	2020	**2019**
Transportation Segment Adjusted EBITDA	$ 442	$ 399
Facilities Segment Adjusted EBITDA	210	184
Fee-based Segment Adjusted EBITDA	$ 652	$ 583
Supply and Logistics Segment Adjusted EBITDA	141	278
Adjusted other income/(expense), net [(1)]	2	1
Adjusted EBITDA [(2)]	$ 795	$ 862

	Twelve Months Ended December 31,	
	2019	**2018**
Transportation Segment Adjusted EBITDA	$ 1,722	$ 1,508
Facilities Segment Adjusted EBITDA	705	711
Fee-based Segment Adjusted EBITDA	$ 2,427	$ 2,219
Supply and Logistics Segment Adjusted EBITDA	803	462
Adjusted other income/(expense), net [(3)]	7	3
Adjusted EBITDA [(2)]	$ 3,237	$ 2,684

(1) Represents “Other income/(expense), net” as reported on our Condensed Consolidated Statements of Operations, adjusted for selected items impacting comparability of $33 million and $(24) million for the three months ended March 31, 2020 and 2019, respectively. See the “Selected Items Impacting Comparability” table for additional information.

(2) See the “Net Income/(Loss) to Adjusted EBITDA and Implied DCF Reconciliation” table for reconciliation to Net Income/(Loss).

(3) Represents “Other income/(expense), net” as reported on our Condensed Consolidated Statements of Operations, adjusted for selected items impacting comparability of $(17) million and $10 million for the twelve months ended December 31, 2019 and 2018, respectively.

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PLAINS GP HOLDINGS AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS
(in millions, except per share data)

	Three Months Ended March 31, 2020			Three Months Ended March 31, 2019		
	PAA	Consolidating Adjustments [1]	PAGP	PAA	Consolidating Adjustments [1]	PAGP
REVENUES	$ 8,269	$ —	$ 8,269	$ 8,375	$ —	$ 8,375
COSTS AND EXPENSES						
Purchases and related costs	7,367	—	7,367	7,119	—	7,119
Field operating costs	304	—	304	326	—	326
General and administrative expenses	69	1	70	76	1	77
Depreciation and amortization	168	1	169	136	—	136
(Gains)/losses on asset sales and asset impairments, net	619	—	619	4	—	4
Goodwill impairment losses	2,515	—	2,515	—	—	—
Total costs and expenses	11,042	2	11,044	7,661	1	7,662
OPERATING INCOME/(LOSS)	(2,773)	(2)	(2,775)	714	(1)	713
OTHER INCOME/(EXPENSE)						
Equity earnings in unconsolidated entities	110	—	110	89	—	89
Gain on/(impairment of) investments in unconsolidated entities, net	(22)	—	(22)	267	—	267
Interest expense, net	(108)	—	(108)	(101)	—	(101)
Other income/(expense), net	(31)	—	(31)	25	—	25
INCOME/(LOSS) BEFORE TAX	(2,824)	(2)	(2,826)	994	(1)	993
Current income tax expense	(6)	—	(6)	(30)	—	(30)
Deferred income tax (expense)/benefit	(15)	155	140	6	(55)	(49)
NET INCOME/(LOSS)	(2,845)	153	(2,692)	970	(56)	914
Net (income)/loss attributable to noncontrolling interests	(2)	2,113	2,111	—	(767)	(767)
NET INCOME/(LOSS) ATTRIBUTABLE TO PAGP	$ (2,847)	$ 2,266	$ (581)	$ 970	$ (823)	$ 147
BASIC AND DILUTED NET INCOME/(LOSS) PER CLASS A SHARE			$ (3.18)			$ 0.92
BASIC AND DILUTED WEIGHTED AVERAGE CLASS A SHARES OUTSTANDING			183			159

[1] Represents the aggregate consolidating adjustments necessary to produce consolidated financial statements for PAGP.

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PLAINS GP HOLDINGS AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

CONDENSED CONSOLIDATING BALANCE SHEET DATA
(in millions)

	March 31, 2020			December 31, 2019		
	PAA	Consolidating Adjustments [1]	PAGP	PAA	Consolidating Adjustments [1]	PAGP
ASSETS						
Current assets	$ 3,071	$ 2	$ 3,073	$ 4,612	$ 2	$ 4,614
Property and equipment, net	14,402	11	14,413	15,355	12	15,367
Investments in unconsolidated entities	3,714	—	3,714	3,683	—	3,683
Goodwill	—	—	—	2,540	—	2,540
Deferred tax asset	—	1,455	1,455	—	1,280	1,280
Linefill and base gas	955	—	955	981	—	981
Long-term operating lease right-of-use assets, net	430	—	430	466	—	466
Long-term inventory	73	—	73	182	—	182
Other long-term assets, net	1,055	(2)	1,053	858	(2)	856
Total assets	$ 23,700	$ 1,466	$ 25,166	$ 28,677	$ 1,292	$ 29,969
LIABILITIES AND PARTNERS' CAPITAL						
Current liabilities	$ 3,357	$ 2	$ 3,359	$ 5,017	$ 2	$ 5,019
Senior notes, net	8,941	—	8,941	8,939	—	8,939
Other long-term debt, net	477	—	477	248	—	248
Long-term operating lease liabilities	370	—	370	387	—	387
Other long-term liabilities and deferred credits	833	—	833	891	—	891
Total liabilities	$ 13,978	$ 2	$ 13,980	$ 15,482	$ 2	$ 15,484
Partners' capital excluding noncontrolling interests	9,579	(8,122)	1,457	13,062	(10,907)	2,155
Noncontrolling interests	143	9,586	9,729	133	12,197	12,330
Total partners' capital	9,722	1,464	11,186	13,195	1,290	14,485
Total liabilities and partners' capital	$ 23,700	$ 1,466	$ 25,166	$ 28,677	$ 1,292	$ 29,969

[1] Represents the aggregate consolidating adjustments necessary to produce consolidated financial statements for PAGP.

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PLAINS GP HOLDINGS AND SUBSIDIARIES
FINANCIAL SUMMARY (unaudited)

COMPUTATION OF BASIC AND DILUTED NET INCOME/(LOSS) PER CLASS A SHARE
(in millions, except per share data)

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019
Basic and Diluted Net Income/(Loss) per Class A Share		
Net income/(loss) attributable to PAGP	$ (581)	$ 147
Basic and diluted weighted average Class A shares outstanding	183	159
Basic and diluted net income/(loss) per Class A share	$ (3.18)	$ 0.92

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