
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 1-36132

PLAINS GP HOLDINGS, L.P.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

90-1005472

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

333 Clay Street, Suite 1600, Houston, Texas

(Address of principal executive offices)

77002

(Zip Code)

(713) 646-4100

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 31, 2017, there were 154,843,193 Class A Shares outstanding.

PLAINS GP HOLDINGS, L.P. AND SUBSIDIARIES
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PART I. FINANCIAL INFORMATION

Item 1. UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

PLAINS GP HOLDINGS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(in millions, except share data)

	September 30, 2017	December 31, 2016
	(unaudited)	
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 36	\$ 50
Trade accounts receivable and other receivables, net	2,287	2,279
Inventory	884	1,343
Other current assets	811	603
Total current assets	4,018	4,275
PROPERTY AND EQUIPMENT		
	16,906	16,261
Accumulated depreciation	(2,621)	(2,371)
Property and equipment, net	14,285	13,890
OTHER ASSETS		
Goodwill	2,598	2,344
Investments in unconsolidated entities	2,671	2,343
Deferred tax asset	2,210	1,876
Linefill and base gas	884	896
Long-term inventory	135	193
Other long-term assets, net	909	286
Total assets	\$ 27,710	\$ 26,103
LIABILITIES AND PARTNERS' CAPITAL		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 2,715	\$ 2,590
Short-term debt	918	1,715
Other current liabilities	385	361
Total current liabilities	4,018	4,666
LONG-TERM LIABILITIES		
Senior notes, net of unamortized discounts and debt issuance costs	9,881	9,874
Other long-term debt	608	250
Other long-term liabilities and deferred credits	698	606
Total long-term liabilities	11,187	10,730
COMMITMENTS AND CONTINGENCIES (NOTE 12)		
PARTNERS' CAPITAL		
Class A Shareholders (154,543,193 and 101,206,526 shares outstanding, respectively)	2,528	1,737
Noncontrolling interests	9,977	8,970
Total partners' capital	12,505	10,707
Total liabilities and partners' capital	\$ 27,710	\$ 26,103

The accompanying notes are an integral part of these condensed consolidated financial statements.

PLAINS GP HOLDINGS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in millions, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(unaudited)		(unaudited)	
REVENUES				
Supply and Logistics segment revenues	\$ 5,573	\$ 4,876	\$ 17,749	\$ 13,344
Transportation segment revenues	160	159	459	482
Facilities segment revenues	140	135	410	405
Total revenues	<u>5,873</u>	<u>5,170</u>	<u>18,618</u>	<u>14,231</u>
COSTS AND EXPENSES				
Purchases and related costs	5,327	4,429	16,239	12,000
Field operating costs	283	289	876	893
General and administrative expenses	68	71	213	212
Depreciation and amortization	152	33	403	352
Total costs and expenses	<u>5,830</u>	<u>4,822</u>	<u>17,731</u>	<u>13,457</u>
OPERATING INCOME	43	348	887	774
OTHER INCOME/(EXPENSE)				
Equity earnings in unconsolidated entities	80	46	201	133
Interest expense (net of capitalized interest of \$11, \$11, \$26 and \$37, respectively)	(134)	(116)	(390)	(349)
Other income/(expense), net	(1)	17	(6)	46
INCOME/(LOSS) BEFORE TAX	(12)	295	692	604
Current income tax benefit/(expense)	1	(4)	(9)	(45)
Deferred income tax benefit/(expense)	42	(12)	(76)	(21)
NET INCOME	31	279	607	538
Net income attributable to noncontrolling interests	(27)	(255)	(538)	(436)
NET INCOME ATTRIBUTABLE TO PAGP	<u>\$ 4</u>	<u>\$ 24</u>	<u>\$ 69</u>	<u>\$ 102</u>
BASIC NET INCOME PER CLASS A SHARE	<u>\$ 0.03</u>	<u>\$ 0.24</u>	<u>\$ 0.49</u>	<u>\$ 1.03</u>
DILUTED NET INCOME PER CLASS A SHARE	<u>\$ 0.03</u>	<u>\$ 0.24</u>	<u>\$ 0.49</u>	<u>\$ 1.02</u>
BASIC WEIGHTED AVERAGE CLASS A SHARES OUTSTANDING	<u>154</u>	<u>101</u>	<u>142</u>	<u>99</u>
DILUTED WEIGHTED AVERAGE CLASS A SHARES OUTSTANDING	<u>154</u>	<u>101</u>	<u>142</u>	<u>236</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

PLAINS GP HOLDINGS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(unaudited)		(unaudited)	
Net income	\$ 31	\$ 279	\$ 607	\$ 538
Other comprehensive income/(loss)	145	(45)	256	—
Comprehensive income	176	234	863	538
Comprehensive income attributable to noncontrolling interests	(141)	(210)	(742)	(436)
Comprehensive income attributable to PAGP	\$ 35	\$ 24	\$ 121	\$ 102

The accompanying notes are an integral part of these condensed consolidated financial statements.

PLAINS GP HOLDINGS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN
ACCUMULATED OTHER COMPREHENSIVE INCOME/(LOSS)
(in millions)

	Derivative Instruments	Translation Adjustments	Other	Total
	(unaudited)			
	\$	\$	\$	\$
Balance at December 31, 2016	(228)	(782)	1	(1,009)
Reclassification adjustments	19	—	—	19
Deferred loss on cash flow hedges	(15)	—	—	(15)
Currency translation adjustments	—	252	—	252
Total period activity	4	252	—	256
Balance at September 30, 2017	\$ (224)	\$ (530)	\$ 1	\$ (753)

	Derivative Instruments	Translation Adjustments	Total
	(unaudited)		
	\$	\$	\$
Balance at December 31, 2015	(203)	(878)	(1,081)
Reclassification adjustments	7	—	7
Deferred loss on cash flow hedges	(178)	—	(178)
Currency translation adjustments	—	171	171
Total period activity	(171)	171	—
Balance at September 30, 2016	\$ (374)	\$ (707)	\$ (1,081)

The accompanying notes are an integral part of these condensed consolidated financial statements.

PLAINS GP HOLDINGS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

	Nine Months Ended September 30,	
	2017	2016
	(unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 607	\$ 538
Reconciliation of net income to net cash provided by operating activities:		
Depreciation and amortization	403	352
Equity-indexed compensation expense	33	40
Inventory valuation adjustments	35	3
Deferred income tax expense	76	21
(Gain)/loss on foreign currency revaluation	(20)	1
Settlement of terminated interest rate hedging instruments	(29)	(50)
Change in fair value of Preferred Distribution Rate Reset Option (Note 10)	—	(42)
Equity earnings in unconsolidated entities	(201)	(133)
Distributions on earnings from unconsolidated entities	222	151
Other	19	13
Changes in assets and liabilities, net of acquisitions	770	(258)
Net cash provided by operating activities	<u>1,915</u>	<u>636</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Cash paid in connection with acquisitions, net of cash acquired	(1,282)	(282)
Investments in unconsolidated entities	(356)	(171)
Additions to property, equipment and other	(778)	(1,030)
Proceeds from sales of assets	407	638
Return of investment from unconsolidated entities	21	—
Cash received for sales of linefill and base gas	23	—
Other investing activities	2	(9)
Net cash used in investing activities	<u>(1,963)</u>	<u>(854)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Net repayments under PAA commercial paper program (Note 8)	(115)	(617)
Net borrowings under PAA senior secured hedged inventory facility (Note 8)	7	424
Net borrowings under AAP senior secured revolving credit facility	—	44
Repayments of PAA senior notes (Note 8)	(400)	(175)
Net proceeds from the sale of Class A shares (Note 9)	1,535	—
Net proceeds from the sale of Series A preferred units by a subsidiary	—	1,569
Net proceeds from the sale of common units by a subsidiary (Note 9)	129	283
Distributions paid to Class A shareholders (Note 9)	(225)	(179)
Distributions paid to noncontrolling interests (Note 9)	(945)	(1,112)
Other financing activities	46	(19)
Net cash provided by financing activities	<u>32</u>	<u>218</u>
Effect of translation adjustment on cash	2	4
Net increase/(decrease) in cash and cash equivalents	(14)	4
Cash and cash equivalents, beginning of period	50	30
Cash and cash equivalents, end of period	<u>\$ 36</u>	<u>\$ 34</u>
Cash paid for:		
Interest, net of amounts capitalized	\$ 325	\$ 323
Income taxes, net of amounts refunded	\$ 47	\$ 78

The accompanying notes are an integral part of these condensed consolidated financial statements.

PLAINS GP HOLDINGS, L.P. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERS' CAPITAL
(in millions)

	Class A Shareholders	Noncontrolling Interests	Total Partners' Capital
	(unaudited)		
Balance at December 31, 2016	\$ 1,737	\$ 8,970	\$ 10,707
Net income	69	538	607
Cash distributions to partners	(225)	(945)	(1,170)
Deferred tax asset (Note 9)	390	—	390
Sales of Class A shares (Note 9)	462	1,073	1,535
Sales of common units by a subsidiary (Note 9)	13	116	129
Issuance of common units by a subsidiary for acquisition of interest in Advantage Joint Venture (Note 6)	5	35	40
Other comprehensive income	52	204	256
Other	25	(14)	11
Balance at September 30, 2017	\$ 2,528	\$ 9,977	\$ 12,505
	Class A Shareholders	Noncontrolling Interests	Total Partners' Capital
	(unaudited)		
Balance at December 31, 2015	\$ 1,762	\$ 7,472	\$ 9,234
Net income	102	436	538
Cash distributions to partners	(179)	(1,112)	(1,291)
Deferred tax asset	102	—	102
Change in ownership interest in connection with Exchange Right exercises	(17)	17	—
Sale of Series A preferred units by a subsidiary	—	1,509	1,509
Sales of common units by a subsidiary	—	283	283
Other	(2)	1	(1)
Balance at September 30, 2016	\$ 1,768	\$ 8,606	\$ 10,374

The accompanying notes are an integral part of these condensed consolidated financial statements.

PLAINS GP HOLDINGS, L.P. AND SUBSIDIARIES
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

Note 1—Organization and Basis of Consolidation and Presentation**Organization**

Plains GP Holdings, L.P. (“PAGP”) is a Delaware limited partnership formed in July 2013 that has elected to be taxed as a corporation for United States federal income tax purposes. PAGP does not directly own any operating assets; as of September 30, 2017, its principal sources of cash flow are derived from an indirect investment in Plains All American Pipeline, L.P. (“PAA”), a publicly traded Delaware limited partnership. As used in this Form 10-Q and unless the context indicates otherwise (taking into account the fact that PAGP has no operating activities apart from those conducted by PAA and its subsidiaries), the terms “Partnership,” “we,” “us,” “our,” “ours” and similar terms refer to PAGP and its subsidiaries.

As of September 30, 2017, PAGP owned (i) a 100% managing member interest in Plains All American GP LLC (“GP LLC”) that has also elected to be taxed as a corporation for United States federal income tax purposes and (ii) an approximate 54% limited partner interest in Plains AAP, L.P. (“AAP”) through our direct ownership of approximately 153.5 million Class A units of AAP (“AAP units”) and indirect ownership of approximately 1.0 million AAP units through GP LLC. GP LLC is a Delaware limited liability company that holds the non-economic general partner interest in AAP. AAP is a Delaware limited partnership that, as of September 30, 2017, directly owned an approximate 36% limited partner interest in PAA represented by approximately 286.8 million PAA common units. AAP is the sole member of PAA GP LLC (“PAA GP”), a Delaware limited liability company that directly holds the non-economic general partner interest in PAA.

PAA is a publicly traded master limited partnership that owns and operates midstream energy infrastructure and provides logistics services for crude oil, natural gas liquids (“NGL”), natural gas and refined products. 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. Our business activities are conducted through three operating segments: Transportation, Facilities and Supply and Logistics. See Note 13 for further discussion of our operating segments.

PAA GP Holdings LLC, a Delaware limited liability company, is our general partner. Our general partner manages our operations and activities and is responsible for exercising on our behalf any rights we have as the sole and managing member of GP LLC, including responsibility for conducting the business and managing the operations of AAP and PAA. GP LLC employs our domestic officers and personnel involved in the operation and management of AAP and PAA. PAA’s Canadian officers and personnel are employed by our subsidiary, Plains Midstream Canada ULC (“PMC”).

References to the “Plains Entities” include us, our general partner, GP LLC, AAP, PAA GP and PAA and its subsidiaries.

Simplification Transactions

On November 15, 2016, the Plains Entities closed a series of transactions and executed several organizational and ancillary documents (the “Simplification Transactions”) intended to simplify our capital structure, better align the interests of our stakeholders and improve our overall credit profile. The Simplification Transactions included, among other things:

- the permanent elimination of PAA’s incentive distribution rights (“IDRs”) and the economic rights associated with its 2% general partner interest in exchange for the issuance by PAA to AAP of 245.5 million PAA common units (including approximately 0.8 million units to be issued in the future) and the assumption by PAA of all of AAP’s outstanding debt (\$642 million);
- the implementation of a unified governance structure pursuant to which the board of directors of GP LLC was eliminated and an expanded board of directors of our general partner assumed oversight responsibility over both us and PAA;
- the provision for annual shareholder meetings beginning in 2018 for the purpose of electing certain directors with expiring terms in 2018, and the participation of PAA’s common unitholders and Series A preferred unitholders in such elections through PAA’s ownership of our newly issued Class C shares, which provide PAA, as the sole holder of such

Class C shares, the right to vote in elections of eligible directors together with the holders of our Class A and Class B shares;

- the execution by AAP of a reverse split to adjust the number of AAP units such that the number of outstanding AAP units (assuming the conversion of AAP Class B units (the “AAP Management Units”) into AAP units) equaled the number of PAA common units received by AAP at the closing of the Simplification Transactions. Simultaneously, we executed a reverse split to adjust the number of Class A and Class B shares outstanding to equal the number of AAP units we own following AAP’s reverse unit split. These reverse splits, along with the Omnibus Agreement, resulted in economic alignment between our Class A shareholders and PAA’s common unitholders, such that the number of outstanding Class A shares equals the number of AAP units owned by us, which in turn equals the number of PAA common units held by AAP that are attributable to our interest in AAP. The Plains Entities also entered into an Omnibus Agreement, pursuant to which such one-to-one relationship will be maintained subsequent to the closing of the Simplification Transactions; and
- the creation of a right for certain holders of the AAP units to cause AAP to redeem such AAP units in exchange for an equal number of PAA common units held by AAP. Holders of AAP units other than us and GP LLC continue to have the right to exchange their AAP units (together with the corresponding Class B shares and, if applicable, units of our general partner) for our Class A shares on a one-for-one basis.

The Simplification Transactions were between and among consolidated subsidiaries of PAGP that are considered entities under common control. These equity transactions did not result in a change in the carrying value of the underlying assets and liabilities. In addition, the Simplification Transactions did not result in a change in ownership interest of PAGP in PAA as described in Accounting Standards Codification (“ASC”) 810-10-45-22, but instead were designed to be an exchange of equal economic ownership interests.

As part of the Simplification Transactions, as discussed above, we effected a reverse split of our Class A and Class B shares, in each case, at a ratio of approximately 1-for-2.663. The effect of the reverse split has been retroactively applied to all share and per-share amounts presented in this Form 10-Q.

Definitions

Additional defined terms are used in this Form 10-Q and shall have the meanings indicated below:

AOCI	=	Accumulated other comprehensive income/(loss)
ASC	=	Accounting Standards Codification
ASU	=	Accounting Standards Update
Bcf	=	Billion cubic feet
Btu	=	British thermal unit
CAD	=	Canadian dollar
CODM	=	Chief Operating Decision Maker
EBITDA	=	Earnings before interest, taxes, depreciation and amortization
EPA	=	United States Environmental Protection Agency
FASB	=	Financial Accounting Standards Board
GAAP	=	Generally accepted accounting principles in the United States
ICE	=	Intercontinental Exchange
LIBOR	=	London Interbank Offered Rate
LTIP	=	Long-term incentive plan
Mcf	=	Thousand cubic feet
NGL	=	Natural gas liquids, including ethane, propane and butane
NYMEX	=	New York Mercantile Exchange
Oxy	=	Occidental Petroleum Corporation or its subsidiaries
PLA	=	Pipeline loss allowance
SEC	=	United States Securities and Exchange Commission
USD	=	United States dollar
WTI	=	West Texas Intermediate

Basis of Consolidation and Presentation

The accompanying unaudited condensed consolidated interim financial statements and related notes thereto should be read in conjunction with our 2016 Annual Report on Form 10-K. The accompanying condensed consolidated financial statements include the accounts of PAGP and all of its wholly owned subsidiaries and those entities that it controls. Investments in entities over which we have significant influence but not control are accounted for by the equity method. We apply proportionate consolidation for pipelines and other assets in which we own undivided joint interests. The financial statements have been prepared in accordance with the instructions for interim reporting as set forth by the SEC. All adjustments (consisting only of normal recurring adjustments) that in the opinion of management were necessary for a fair statement of the results for the interim periods have been reflected. All significant intercompany transactions have been eliminated in consolidation, and certain reclassifications have been made to information from previous years to conform to the current presentation. The condensed consolidated balance sheet data as of December 31, 2016 was derived from audited financial statements, but does not include all disclosures required by GAAP. The results of operations for the three and nine months ended September 30, 2017 should not be taken as indicative of results to be expected for the entire year.

Management judgment is required to evaluate whether PAGP controls an entity. Key areas of that evaluation include (i) determining whether an entity is a variable interest entity ("VIE"); (ii) determining whether PAGP is the primary beneficiary of a VIE, including evaluating which activities of the VIE most significantly impact its economic performance and the degree of power that PAGP and its related parties have over those activities through variable interests; and (iii) identifying events that require reconsideration of whether an entity is a VIE and continuously evaluating whether PAGP is a VIE's primary beneficiary.

Upon the completion of the Simplification Transactions, our governance and corporate structure was modified, and based on the guidance contained in ASC 810-10-35-4, we reconsidered our prior determination that our subsidiaries, AAP and PAA, were VIEs. Based on the analysis performed at that time, we concluded that both entities were no longer VIEs. Therefore we concluded that AAP and PAA should be assessed using the voting interest entity model ("VOE"). Under the VOE model, we

considered the new governance and corporate structure introduced by the Simplification Transactions and concluded that PAGP should continue to consolidate AAP and P AA. However, for the second quarter of 2017, we reassessed our consideration of whether PAA and AAP are VIEs and concluded that, contrary to our conclusion at the time of the Simplification Transactions, both PAA and AAP are more appropriately considered VIEs. This conclusion does not change our consolidation conclusion, has no impact on our financial statements and has limited impact on our related disclosures. We have determined that PAA and AAP are VIEs and should be consolidated by PAGP because:

- The limited partners of PAA and AAP lack (i) substantive “kick-out rights” (i.e., the right to remove the general partner) based on a simple majority or lower vote and (ii) substantive participation rights and thus lack the ability to block actions of the general partner that most significantly impact the economic performance of PAA and AAP, respectively.
- AAP is the primary beneficiary of PAA because it has the power to direct the activities that most significantly impact PAA’s performance and the right to receive benefits, and obligation to absorb losses, that could be significant to PAA.
- PAGP is the primary beneficiary of AAP because it has the power to direct the activities that most significantly impact AAP’s performance and the right to receive benefits, and obligation to absorb losses, that could be significant to AAP.

With the exception of a deferred tax asset of \$2,210 million and \$1,876 million as of September 30, 2017 and December 31, 2016, respectively, substantially all assets and liabilities presented on PAGP’s consolidated balance sheet are those of PAA. Only the assets of each respective VIE can be used to settle the obligations of that individual VIE, and the creditors of each/either of those VIEs do not have recourse against the general credit of PAGP. PAGP did not provide any financial support to PAA or AAP during the nine months ended September 30, 2017 or the year ended December 31, 2016, respectively. See Note 15 to our Consolidated Financial Statements included in Part IV of our 2016 Annual Report on Form 10-K for information regarding the Omnibus Agreement entered into in connection with the Simplification Transactions.

Subsequent events have been evaluated through the financial statements issuance date and have been included in the following footnotes where applicable.

Note 2—Recent Accounting Pronouncements

Except as discussed below and in our 2016 Annual Report on Form 10-K, there have been no new accounting pronouncements that have become effective or have been issued during the nine months ended September 30, 2017 that are of significance or potential significance to us.

Accounting Standards Updates Adopted During the Period

In March 2016, the FASB issued ASU 2016-09, *Compensation — Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*, which simplified several aspects of the accounting for share-based payment transactions, including the income tax consequences, forfeitures, classification of awards as either equity or liabilities and classification of certain related payments on the statement of cash flows. This guidance was effective for interim and annual periods beginning after December 15, 2016, with early adoption permitted. We adopted the applicable provisions of the ASU on January 1, 2017 and (i) elected to account for forfeitures as they occur, utilizing the modified retrospective approach of adoption, and (ii) will classify cash paid for taxes when directly withholding units or shares from an employee’s award for tax-withholding purposes as a financing activity on our Condensed Consolidated Statement of Cash Flows. Our adoption did not have a material impact on our financial position or results of operations for the periods presented. We reclassified approximately \$6 million of cash outflows from operating activities to financing activities for the nine months ended September 30, 2016 related to cash paid for minimum statutory withholding requirements for which PAA units were withheld from employees’ awards.

In January 2017, the FASB issued ASU 2017-04, *Intangibles — Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*. The amendments within this ASU eliminate Step 2 from the goodwill impairment test, which currently requires an entity to determine goodwill impairment by calculating the implied fair value of goodwill by hypothetically assigning the fair value of a reporting unit to all of its assets and liabilities as if that reporting unit had been acquired in a business combination. Under the amended standard, goodwill impairment will instead be measured using Step 1 of the goodwill impairment test with goodwill impairment being equal to the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying value of goodwill. This guidance is effective for interim and annual periods beginning after December 15, 2019, with early adoption permitted. We early adopted this ASU in the first quarter of 2017 and applied the amendments therein to our 2017 annual goodwill impairment test.

Accounting Standards Updates Issued During the Period

In January 2017, the FASB issued ASU 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business*, which improves the guidance for determining whether a transaction involves the purchase or disposal of a business or an asset. This guidance is effective for interim and annual periods beginning after December 15, 2017, with early adoption permitted, and prospective application required. We plan to adopt this guidance on January 1, 2018 and will apply the new guidance to applicable transactions occurring after that date.

In February 2017, the FASB issued ASU 2017-05, *Other Income — Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets*. The update includes the following clarifications: (i) nonfinancial assets within the scope of Subtopic 610-20 may include nonfinancial assets transferred within a legal entity to a counterparty, (ii) an entity should allocate consideration to each distinct asset by applying the guidance in Topic 606 on allocating the transaction price to performance obligations and (iii) requires entities to derecognize a distinct nonfinancial asset or distinct in substance nonfinancial asset in a partial sale transaction when it (1) does not have (or ceases to have) a controlling financial interest in the legal entity that holds the asset in accordance with Subtopic 810-10 and (2) transfers control of the asset in accordance with Topic 606. This guidance is effective for interim and annual periods beginning after December 15, 2017, and must be adopted at the same time as Topic 606. We will adopt this guidance on January 1, 2018 and are currently evaluating the impact of the adoption on our financial position, results of operations and cash flows.

In May 2017, the FASB issued ASU 2017-09, *Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting* to provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. Under the new guidance, modification accounting is required only if the fair value (or calculated value or intrinsic value, if such alternative method is used), the vesting conditions, or the classification of the award (equity or liability) changes as a result of the change in terms or conditions. This guidance is effective for interim and annual periods beginning after December 15, 2017, with early adoption permitted, and prospective application required. We expect to adopt this guidance on January 1, 2018, and we do not currently anticipate that our adoption will have a material impact on our financial position, results of operations and cash flows.

In August 2017, the FASB issued ASU 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities* to better align an entity's risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. Under the new guidance, (i) more financial and nonfinancial hedging strategies will be eligible for hedge accounting, (ii) presentation and disclosure requirements are amended and (iii) companies will change the way they assess effectiveness. This guidance is effective for interim and annual periods beginning after December 15, 2018, with early adoption permitted. We expect to adopt this guidance on January 1, 2019 and are currently evaluating the impact of the adoption on our financial position, results of operations and cash flows.

Other Accounting Standards Updates

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)* with the underlying principle that an entity will recognize revenue to reflect amounts expected to be received in exchange for the provision of goods and services to customers upon the transfer of those goods or services. This ASU also requires additional disclosures. This ASU can be adopted either with a full retrospective approach or a modified retrospective approach with a cumulative-effect adjustment as of the date of adoption and is effective for interim and annual periods beginning after December 15, 2017. We implemented a process to evaluate the impact of adopting this ASU on each type of revenue contract entered into with customers and our implementation team is in the process of determining appropriate changes to our business processes, systems and controls to support recognition and disclosure under the new standard. We have not identified any significant revenue recognition timing differences for types of revenue streams assessed to date; however, our evaluation is not complete. In addition, we are assessing the impact of changes to disclosures and expect an increase in disclosures about the nature, amount, timing and uncertainty of revenue and the related cash flows. We will adopt this guidance on January 1, 2018, and currently anticipate that we will apply the modified retrospective approach.

Note 3—Net Income Per Class A Share

Basic net income per Class A share is determined by dividing net income attributable to PAGP by the weighted-average number of Class A shares outstanding during the period. Class B shares do not share in the earnings of the Partnership. Accordingly, basic and diluted net income per Class B share has not been presented.

Diluted net income per Class A share is determined by dividing net income attributable to PAGP by the diluted weighted-average number of Class A shares outstanding during the period. For purposes of calculating diluted net income per Class A share, both the net income attributable to PAGP and the diluted weighted-average number of Class A shares outstanding consider the impact of possible future exchanges of (i) AAP units and the associated Class B shares into our Class A shares and (ii) certain Class B units of AAP (referred to herein as “AAP Management Units”) into our Class A shares. In addition, the calculation of the diluted weighted-average number of Class A shares outstanding considers the effect of potentially dilutive awards under the Plains GP Holdings, L.P. Long-Term Incentive Plan (the “PAGP LTIP”).

All AAP Management Units that have satisfied the applicable performance conditions are considered potentially dilutive. Exchanges of potentially dilutive AAP units and AAP Management Units are assumed to have occurred at the beginning of the period and the incremental income attributable to PAGP resulting from the assumed exchanges is representative of the incremental income that would have been attributable to PAGP if the assumed exchanges occurred on that date. See Note 9 for information regarding exchanges of AAP units and AAP Management Units. PAGP LTIP awards that are deemed to be dilutive are reduced by a hypothetical share repurchase based on the remaining unamortized fair value, as prescribed by the treasury stock method in guidance issued by the FASB.

For the three and nine months ended September 30, 2017, and the three months ended September 30, 2016, the possible exchange of any AAP units and certain AAP Management Units would not have had a dilutive effect on basic net income per Class A share. For the nine months ended September 30, 2016, the possible exchange of any AAP units would have had a dilutive effect on basic net income per Class A share and the possible exchange of certain AAP Management Units would not have had a dilutive effect on basic net income per Class A share. For the three and nine months ended September 30, 2017 and 2016, our PAGP LTIP awards were dilutive; however, there were less than 0.1 million dilutive LTIP awards for each period, which did not change the presentation of weighted average Class A shares outstanding or net income per Class A share.

The following table sets forth the computation of basic and diluted net income per Class A share (in millions, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Basic Net Income per Class A Share				
Net income attributable to PAGP	\$ 4	\$ 24	\$ 69	\$ 102
Basic weighted average Class A shares outstanding	154	101	142	99
Basic net income per Class A share	\$ 0.03	\$ 0.24	\$ 0.49	\$ 1.03
Diluted Net Income per Class A Share				
Net income attributable to PAGP	\$ 4	\$ 24	\$ 69	\$ 102
Incremental net income attributable to PAGP resulting from assumed exchange of AAP units and AAP Management Units	—	—	—	138
Net income attributable to PAGP including incremental net income from assumed exchange of AAP units and AAP Management Units	\$ 4	\$ 24	\$ 69	\$ 240
Basic weighted average Class A shares outstanding	154	101	142	99
Dilutive shares resulting from assumed exchange of AAP units and AAP Management Units	—	—	—	137
Diluted weighted average Class A shares outstanding	154	101	142	236
Diluted net income per Class A share	\$ 0.03	\$ 0.24	\$ 0.49	\$ 1.02

Note 4—Accounts Receivable, Net

Our accounts receivable are primarily from purchasers and shippers of crude oil and, to a lesser extent, purchasers of NGL and natural gas. To mitigate credit risk related to our accounts receivable, we utilize a rigorous credit review process. We closely monitor market conditions to make a determination with respect to the amount, if any, of open credit to be extended to any given customer and the form and amount of financial performance assurances we require. Such financial assurances are commonly provided to us in the form of advance cash payments, standby letters of credit or parental guarantees. As of September 30, 2017 and December 31, 2016, we had received \$120 million and \$89 million, respectively, of advance cash payments from third parties to mitigate credit risk. We also received \$60 million and \$66 million as of September 30, 2017 and December 31, 2016, respectively, of standby letters of credit to support obligations due from third parties, a portion of which applies to future business. Additionally, in an effort to mitigate credit risk, a significant portion of our transactions with counterparties are settled on a net-cash basis. Furthermore, we also enter into netting agreements (contractual agreements that allow us to offset receivables and payables with those counterparties against each other on our balance sheet) for a majority of net-cash settled arrangements.

We review all outstanding accounts receivable balances on a monthly basis and record a reserve for amounts that we expect will not be fully recovered. We do not apply actual balances against the reserve until we have exhausted substantially all collection efforts. At September 30, 2017 and December 31, 2016, substantially all of our trade accounts receivable (net of allowance for doubtful accounts) were less than 30 days past their scheduled invoice date. Our allowance for doubtful accounts receivable totaled \$3 million at both September 30, 2017 and December 31, 2016. Although we consider our allowance for doubtful accounts receivable to be adequate, actual amounts could vary significantly from estimated amounts.

Note 5—Inventory, Linefill and Base Gas and Long-term Inventory

Inventory, linefill and base gas and long-term inventory consisted of the following (barrels and natural gas volumes in thousands and carrying value in millions):

	September 30, 2017				December 31, 2016			
	Volumes	Unit of Measure	Carrying Value	Price/Unit ⁽¹⁾	Volumes	Unit of Measure	Carrying Value	Price/Unit ⁽¹⁾
Inventory								
Crude oil	10,632	barrels	\$ 480	\$ 45.15	23,589	barrels	\$ 1,049	\$ 44.47
NGL	16,604	barrels	390	\$ 23.49	13,497	barrels	242	\$ 17.93
Natural gas	—	Mcf	—	N/A	14,540	Mcf	32	\$ 2.20
Other	N/A		14	N/A	N/A		20	N/A
Inventory subtotal			884				1,343	
Linefill and base gas								
Crude oil	12,477	barrels	729	\$ 58.43	12,273	barrels	710	\$ 57.85
NGL	1,630	barrels	47	\$ 28.83	1,660	barrels	45	\$ 27.11
Natural gas	24,976	Mcf	108	\$ 4.32	30,812	Mcf	141	\$ 4.58
Linefill and base gas subtotal			884				896	
Long-term inventory								
Crude oil	1,800	barrels	86	\$ 47.78	3,279	barrels	163	\$ 49.71
NGL	2,120	barrels	49	\$ 23.11	1,418	barrels	30	\$ 21.16
Long-term inventory subtotal			135				193	
Total			\$ 1,903				\$ 2,432	

⁽¹⁾ Price per unit of measure is comprised of a weighted average associated with various grades, qualities and locations. Accordingly, these prices may not coincide with any published benchmarks for such products.

At the end of each reporting period, we assess the carrying value of our inventory and make any adjustments necessary to reduce the carrying value to the applicable net realizable value. Any resulting adjustments are a component of “Purchases and related costs” on our accompanying Condensed Consolidated Statements of Operations. We recorded a charge of \$35 million during the nine months ended September 30, 2017 primarily related to the writedown of our crude oil inventory due to a decline in prices. Substantially all of this inventory valuation adjustment was offset by the recognition of gains on derivative instruments being utilized to hedge future sales of our crude oil inventory. Such gains were recorded to “Supply and Logistics segment revenues” in our accompanying Condensed Consolidated Statements of Operations. See Note 10 for discussion of our derivative and risk management activities. We recorded an inventory valuation adjustment of \$3 million during the nine months ended September 30, 2016.

Note 6—Acquisitions and Dispositions
Acquisitions

The following acquisitions were accounted for using the acquisition method of accounting and the determination of the fair value of the assets and liabilities acquired has been estimated in accordance with the applicable accounting guidance.

Alpha Crude Connector Acquisition

On February 14, 2017, we acquired all of the issued and outstanding membership interests in Alpha Holding Company, LLC for cash consideration of approximately \$1.217 billion, subject to working capital and other adjustments (the “ACC Acquisition”). The ACC Acquisition was initially funded through borrowings under PAA’s senior unsecured revolving credit facility. Such borrowings were subsequently repaid with proceeds from PAA’s March 2017 issuance of its common units to AAP pursuant to the Omnibus Agreement and in connection with our underwritten equity offering. See Note 9 for additional information.

Upon completion of the ACC Acquisition, we became the owner of a crude oil gathering system known as the “Alpha Crude Connector” (the “ACC System”) located in the Northern Delaware Basin in Southeastern New Mexico and West Texas. The ACC System comprises approximately 515 miles of gathering and transmission lines and five market interconnects, including to our Basin Pipeline at Wink. We intend to make additional interconnects to our existing Northern Delaware Basin systems as well as additional enhancements intended to increase the ACC System capacity to approximately 350,000 barrels per day, depending on the level of volume at each delivery point. The ACC System is supported by acreage dedications covering approximately 315,000 gross acres, including a significant acreage dedication from one of the largest producers in the region. The ACC System complements our other Permian Basin assets and enhances the services available to the producers in the Northern Delaware Basin.

The determination of the acquisition-date fair value of the assets acquired and liabilities assumed is preliminary. We expect to finalize our fair value determination in 2017. The following table reflects the preliminary fair value determination (in millions):

Identifiable assets acquired and liabilities assumed:	Estimated Useful Lives (Years)	Recognized amount
Property and equipment	3 - 70	\$ 299
Intangible assets	20	646
Goodwill	N/A	271
Other assets and liabilities, net (including \$4 million of cash acquired)	N/A	1
		\$ 1,217

Intangible assets are included in “Other long-term assets, net” on our Condensed Consolidated Balance Sheets. The preliminary determination of fair value to intangible assets above is comprised of five acreage dedication contracts and associated customer relationships that will be amortized over a remaining weighted average useful life of approximately 20 years. The value assigned to such intangible assets will be amortized to earnings using methods that closely resemble the pattern in which the economic benefits will be consumed. Amortization expense was approximately \$7 million for the period from February 14, 2017 through September 30, 2017, and the future amortization expense is estimated as follows for the next five years (in millions):

Remainder of 2017	\$ 3
2018	\$ 25
2019	\$ 34
2020	\$ 42
2021	\$ 48

Goodwill is an intangible asset representing the future economic benefits expected to be derived from other assets acquired that are not individually identified and separately recognized. The goodwill arising from the ACC Acquisition, which is tax deductible, represents the anticipated opportunities to generate future cash flows from undedicated acreage and the synergies created between the ACC System and our existing assets. The assets acquired in the ACC Acquisition, as well as the associated goodwill, are primarily included in our Transportation segment.

During the nine months ended September 30, 2017, we incurred approximately \$6 million of acquisition-related costs associated with the ACC Acquisition. Such costs are reflected as a component of general and administrative expenses in our Condensed Consolidated Statements of Operations.

Pro forma financial information assuming the ACC Acquisition had occurred as of the beginning of the calendar year prior to the year of acquisition, as well as the revenues and earnings generated during the period since the acquisition date, were not material for disclosure purposes.

Other Acquisitions

In February 2017, we acquired a propane marine terminal for cash consideration of approximately \$41 million. The assets acquired are included in our Facilities segment. We did not recognize any goodwill related to this acquisition.

Investment Acquisition

On April 3, 2017, we and an affiliate of Noble Midstream Partners LP (“Noble”) completed the acquisition of Advantage Pipeline, L.L.C. (“Advantage”) for a purchase price of \$133 million through a newly formed 50/50 joint venture (the “Advantage Joint Venture”). For our 50% share (\$66.5 million), we contributed approximately 1.3 million PAA common units with a value of approximately \$40 million and approximately \$26 million in cash. We account for our interest in the Advantage Joint Venture under the equity method of accounting.

Advantage owns a 70-mile, 16-inch crude oil pipeline located in the southern Delaware Basin (the “Advantage Pipeline”), which is contractually supported by a third-party acreage dedication and a volume commitment from our wholly-owned marketing subsidiary. Noble serves as operator of Advantage Pipeline. During the third quarter of 2017, Noble completed construction of a pipeline to deliver crude oil to the Advantage Pipeline from its central gathering facility in the southern Delaware Basin, and we completed construction of a pipeline to connect our Wolfbone Ranch facility to the Advantage Pipeline near Highway 285 in Reeves County, Texas.

Dispositions, Divestitures and Assets Held for Sale

During the nine months ended September 30, 2017, we received proceeds of approximately \$407 million from the sale of certain non-core assets, including:

- our Bluewater natural gas storage facility located in Michigan;
- non-core pipeline segments primarily located in the Midwestern United States; and
- a 40% undivided interest in a segment of our Red River Pipeline extending from Cushing, Oklahoma to the Hewitt Station near Ardmore, Oklahoma (the “Hewitt Segment”) for our net book value. We retained a 60% undivided interest in the Hewitt Segment and a 100% interest in the remaining portion of the Red River Pipeline that extends from Ardmore to Longview, Texas.

Our Bluewater natural gas storage facility was reported in our Facilities segment, and the pipeline segments were reported in our Transportation segment.

As of September 30, 2017, we classified approximately \$630 million of assets as held for sale on our Condensed Consolidated Balance Sheet (in “Other current assets”). The assets held for sale are primarily property and equipment, are included in our Facilities and Transportation segments and are related to transactions to sell our interests in:

- certain non-core pipelines in the Rocky Mountain and Bakken regions, which closed during the fourth quarter of 2017; and
- certain of our West Coast terminal assets located in California. During the third quarter of 2017, in order to avoid continued uncertainty and costs associated with efforts by the Attorney General for the State of California to block the proposed transaction, our previously disclosed definitive agreement for the potential sale of California terminal assets was jointly terminated by us and the potential third party purchaser. During the fourth quarter of 2017, we entered into definitive agreements to sell these assets to another third-party purchaser.

In the aggregate, including non-cash impairment losses recognized upon reclassification to assets held for sale, we recognized net losses related to pending or completed asset sales of approximately \$15 million and \$15 million for the three and nine months ended September 30, 2017, respectively, which are included in “Depreciation and amortization” on our Condensed Consolidated Statements of Operations. For the three-month period, such amount is comprised of gains of \$5 million and losses of \$20 million. For the nine-month 2017 period, such amount is comprised of gains of \$42 million, primarily related to the sale of the non-core pipeline segments, including the write-off of a portion of the remaining book value, and losses of \$57 million.

During the fourth quarter of 2017, we and an affiliate of CVR Refining, LP (“CVR Refining”) formed a 50/50 joint venture, Midway Pipeline LLC, which acquired from us the Cushing to Broome crude oil pipeline system. The Cushing to Broome pipeline system connects CVR Refining’s Coffeyville, Kansas refinery to the Cushing, Oklahoma oil hub. We will continue to serve as operator of the pipeline.

Note 7—Goodwill

Goodwill by segment and changes in goodwill are reflected in the following table (in millions):

	Transportation	Facilities	Supply and Logistics	Total
Balance at December 31, 2016	\$ 806	\$ 1,034	\$ 504	\$ 2,344
Acquisitions ⁽¹⁾	271	—	—	271
Foreign currency translation adjustments	17	8	4	29
Dispositions and reclassifications to assets held for sale	(13)	(33)	—	(46)
Balance at September 30, 2017	\$ 1,081	\$ 1,009	\$ 508	\$ 2,598

⁽¹⁾ Goodwill is recorded at the acquisition date based on a preliminary fair value determination. This preliminary goodwill balance may be adjusted when the fair value determination is finalized.

We completed our goodwill impairment test as of June 30, 2017 using a qualitative assessment. We determined that it was more likely than not that the fair value of each reporting unit was greater than its respective book value; therefore, additional impairment testing was not necessary and goodwill was not considered impaired.

Note 8—Debt

Debt consisted of the following (in millions):

	September 30, 2017	December 31, 2016
SHORT-TERM DEBT		
PAA commercial paper notes, bearing a weighted-average interest rate of 2.4% and 1.6%, respectively ⁽¹⁾	\$ 93	\$ 563
PAA senior secured hedged inventory facility, bearing a weighted-average interest rate of 2.3% and 1.8%, respectively ⁽¹⁾	753	750
PAA senior notes:		
6.13% senior notes due January 2017	—	400
Other	72	2
Total short-term debt ⁽²⁾	918	1,715
LONG-TERM DEBT		
PAA senior notes, net of unamortized discounts and debt issuance costs of \$69 and \$76, respectively ⁽³⁾	9,881	9,874
PAA commercial paper notes, bearing a weighted-average interest rate of 2.4% and 1.6%, respectively ⁽³⁾	605	247
Other	3	3
Total long-term debt	10,489	10,124
Total debt ⁽⁴⁾	\$ 11,407	\$ 11,839

⁽¹⁾ We classified these PAA commercial paper notes and credit facility borrowings as short-term as of September 30, 2017 and December 31, 2016, as these notes and borrowings were primarily designated as working capital borrowings, were required to be repaid within one year and were primarily for hedged NGL and crude oil inventory and NYMEX and ICE margin deposits.

⁽²⁾ As of September 30, 2017 and December 31, 2016, balance includes borrowings of \$194 million and \$410 million, respectively, for cash margin deposits with NYMEX and ICE, which are associated with financial derivatives used for hedging purposes.

⁽³⁾ As of September 30, 2017, we have classified PAA's \$600 million, 6.50% senior notes due May 2018 as long-term and as of both September 30, 2017 and December 31, 2016, we have classified a portion of PAA's commercial paper notes as long-term based on our ability and intent to refinance such amounts on a long-term basis.

(4) PAA's fixed-rate senior notes (including current maturities) had a face value of approximately \$9.9 billion and \$10.3 billion as of September 30, 2017 and December 31, 2016, respectively. We estimated the aggregate fair value of these notes as of September 30, 2017 and December 31, 2016 to be approximately \$10.0 billion and \$10.4 billion, respectively. PAA's fixed-rate senior notes are traded among institutions, and these trades are routinely published by a reporting service. Our determination of fair value is based on reported trading activity near the end of the reporting period. We estimate that the carrying value of outstanding borrowings under the credit facilities and the PAA commercial paper program approximates fair value as interest rates reflect current market rates. The fair value estimates for the PAA senior notes, the credit facilities and the PAA commercial paper program are based upon observable market data and are classified in Level 2 of the fair value hierarchy.

Credit Facilities

In August 2017, PAA extended the maturity dates of its senior unsecured revolving credit facility, senior secured hedged inventory facility and senior unsecured 364-day revolving credit facility to August 2022, August 2020 and August 2018, respectively, for each extending lender. Additionally, a provision was added to the 364-day revolving credit facility agreement whereby PAA may elect to have the entire principal balance of any loans outstanding on the maturity date of the 364-day revolving credit facility converted into a non-revolving term loan with a maturity date of August 2019.

Borrowings and Repayments

Total borrowings under the credit facilities and the PAA commercial paper program for the nine months ended September 30, 2017 and 2016 were approximately \$52.6 billion and \$41.4 billion, respectively. Total repayments under the credit facilities and the PAA commercial paper program were approximately \$52.7 billion and \$41.6 billion for the nine months ended September 30, 2017 and 2016, respectively. The variance in total gross borrowings and repayments is impacted by various business and financial factors including, but not limited to, the timing, average term and method of general partnership borrowing activities.

Letters of Credit

In connection with our supply and logistics activities, we provide certain suppliers with irrevocable standby letters of credit to secure our obligation for the purchase and transportation of crude oil, NGL and natural gas. Additionally, we issue letters of credit to support insurance programs, derivative transactions and construction activities. At September 30, 2017 and December 31, 2016, we had outstanding letters of credit of \$95 million and \$73 million, respectively.

Senior Notes Repayments

PAA's \$400 million, 6.13% senior notes were repaid in January 2017. We utilized cash on hand and available capacity under PAA's commercial paper program and credit facilities to repay these notes.

Note 9—Partners’ Capital and Distributions
Shares Outstanding

The following tables present the activity for our Class A shares, Class B shares and Class C shares:

	Class A Shares	Class B Shares	Class C Shares
Outstanding at December 31, 2016	101,206,526	138,043,486	491,910,863
Conversion of AAP Management Units ⁽¹⁾	—	1,557,860	—
Exchange Right exercises ⁽¹⁾	3,231,281	(3,231,281)	—
Redemption Right exercises ⁽¹⁾	—	(4,959,861)	4,959,861
Sales of Class A shares	50,086,326	—	—
Sales of common units by a subsidiary	—	—	4,033,567
Issuance of common units by a subsidiary in connection with acquisition of interest in Advantage Joint Venture (Note 6)	—	—	1,252,269
Issuances of Series A preferred units by a subsidiary	—	—	3,941,096
Other	19,060	—	603,497
Outstanding at September 30, 2017	154,543,193	131,410,204	506,701,153

	Class A Shares	Class B Shares
Outstanding at December 31, 2015	86,099,037	141,485,588
Conversion of AAP Management Units ⁽¹⁾	—	13,567,916
Exchange Right exercises ⁽¹⁾	14,665,076	(14,665,076)
Issuance of Class A shares under LTIP	7,811	—
Outstanding at September 30, 2016	100,771,924	140,388,428

⁽¹⁾ See Note 11 to our Consolidated Financial Statements included in Part IV of our 2016 Annual Report on Form 10-K for information regarding conversions of AAP Management Units, Exchange Rights and Redemption Rights.

Distributions

On August 25, 2017, PAA announced its intention to reset its annualized distribution to \$1.20 per common unit, beginning with the third-quarter distribution payable November 14, 2017. The amount of cash available to distribute to our Class A shareholders is completely dependent upon the amount of cash distributed by PAA to AAP in respect of its common units; therefore, any change in the distribution level on PAA’s common units has a corresponding impact on the distribution level on our Class A shares. See “—Subsidiary Distributions” below for additional information.

The following table details the distributions paid to our Class A shareholders during or pertaining to the first nine months of 2017 (in millions, except per share data):

Distribution Payment Date	Distributions to Class A Shareholders		Distributions per Class A Share	
November 14, 2017 ⁽¹⁾	\$	46	\$	0.30
August 14, 2017	\$	84	\$	0.55
May 15, 2017	\$	84	\$	0.55
February 14, 2017	\$	57	\$	0.55

⁽¹⁾ Payable to shareholders of record at the close of business on October 31, 2017 for the period July 1, 2017 through September 30, 2017.

Sales of Class A Shares

The following table summarizes our sales of Class A shares during the nine months ended September 30, 2017, all of which occurred in the first four months of the year (net proceeds in millions):

Type of Offering	Class A Shares Issued	Net Proceeds ⁽¹⁾
Continuous Offering Program	1,786,326	\$ 61 ⁽²⁾
Underwritten Offering	48,300,000	1,474
	50,086,326	\$ 1,535

(1) Amounts are net of costs associated with the offerings.

(2) We pay commissions to our sales agents in connection with issuances of Class A shares under our Continuous Offering Program. We paid \$1 million of such commissions during the nine months ended September 30, 2017.

Pursuant to the Omnibus Agreement entered into by the Plains Entities in connection with the Simplification Transactions, we used the net proceeds from the sale of our Class A shares, after deducting the sales agents' commissions and offering expenses, to purchase from AAP a number of AAP units equal to the number of Class A shares sold in such offering at a price equal to the net proceeds from such offering. Also pursuant to the Omnibus Agreement, immediately following such purchase and sale, AAP used the net proceeds it received from such sale of AAP units to us to purchase from PAA an equivalent number of common units of PAA. See "—Subsidiary Sales of Units" below.

The cash purchase by PAGP of additional units issued by AAP and corresponding cash purchase by AAP of additional common units issued by PAA results in the allocation of the fair value of the proceeds between controlling and noncontrolling interests in AAP and PAA based on their respective ownership percentages. Additionally, in accordance with ASC 810, an adjustment in partners' capital based on historical carrying value is recognized by PAGP's Class A shareholders on their increase in ownership of subsidiary entities and a corresponding adjustment is recognized in partners' capital by PAGP's noncontrolling interests due to the dilution of their ownership interest. The allocation to noncontrolling interests results from the difference between the fair value per unit of the additional units issued and the historical carrying value per unit. Such amounts are reflected in "Sales of Class A shares" on our Condensed Consolidated Statements of Changes in Partners' Capital.

Consolidated Subsidiaries**Noncontrolling Interests in Subsidiaries**

As of September 30, 2017, noncontrolling interests in our subsidiaries consisted of (i) a 64% limited partner interest in PAA, (ii) an approximate 46% limited partner interest in AAP and (iii) a 25% interest in SLC Pipeline LLC.

Subsidiary Sales of Units**Issuance of Series B Preferred Units**

On October 10, 2017, PAA issued 800,000 Series B Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units representing limited partner interests in PAA (the "Series B preferred units") at a price to the public of \$1,000 per unit. PAA used the net proceeds of \$788 million, after deducting the underwriters' discounts and offering expenses, from the issuance of the Series B preferred units to repay amounts outstanding under its credit facilities and commercial paper program and for general partnership purposes.

The Series B preferred units represent perpetual equity interests in PAA, and they have no stated maturity or mandatory redemption date and are not redeemable at the option of the holders under any circumstances. Holders of the Series B preferred units generally have no voting rights, except for limited voting rights with respect to (i) potential amendments to PAA's partnership agreement that would have a material adverse effect on the existing preferences, rights, powers or duties of the Series B preferred units, (ii) the creation or issuance of any parity securities if the cumulative distributions payable on then outstanding Series B preferred units are in arrears, (iii) the creation or issuance of any senior securities and (iv) the payment of distributions to PAA's common unitholders out of capital surplus. The Series B preferred units rank, as to the payment of distributions and amounts payable on a liquidation event, on par with PAA's outstanding Series A preferred units.

The Series B preferred units have a liquidation preference of \$1,000 per unit. Holders of PAA's Series B preferred units are entitled to receive, when, as and if declared by its general partner out of legally available funds for such purpose, cumulative semiannual or quarterly cash distributions, as applicable. Distributions on the Series B preferred units accrue and are cumulative from October 10, 2017, the date of original issue, and are payable semiannually in arrears on the 15th day of May and November through and including November 15, 2022, and after November 15, 2022, quarterly in arrears on the 15th day of February, May, August and November of each year. The initial distribution rate for the Series B preferred units from and including October 10, 2017 to, but not including, November 15, 2022 is 6.125% per year of the liquidation preference per unit (equal to \$61.25 per unit per year). On and after November 15, 2022, distributions on the Series B preferred units will accumulate for each distribution period at a percentage of the liquidation preference equal to the then-current three-month LIBOR plus a spread of 4.11%. PAA will pay a pro-rated initial distribution on the Series B preferred units on November 15, 2017 to holders of record at the close of business on November 1, 2017 in an amount equal to approximately \$5.9549 per unit (a total distribution of approximately \$5 million).

Upon the occurrence of certain rating agency events, PAA may redeem the Series B preferred units, in whole but not in part, at a price of \$1,020 (102% of the liquidation preference) per Series B preferred unit plus an amount equal to all accumulated and unpaid distributions thereon to, but not including, the date of redemption, whether or not declared. In addition, at any time on or after November 15, 2022, PAA may redeem the Series B preferred units, at its option, in whole or in part, at a redemption price of \$1,000 per Series B preferred unit plus an amount equal to all accumulated and unpaid distributions thereon to, but not including, the date of redemption, whether or not declared.

Issuance of Common Units

Continuous Offering Program. During the nine months ended September 30, 2017, PAA issued an aggregate of approximately 4.0 million common units under its continuous offering program, generating proceeds of \$129 million, net of \$1 million of commissions paid to its sales agents.

The proceeds from the issuance of PAA common units were allocated among all of PAA's common unitholders, including AAP, based on their percentage ownership of common units. Additionally, PAA's capital attributable to AAP was adjusted based on historical carrying value, in accordance with ASC 810, to reflect the dilution of its interest in PAA as a result of the issuance of additional common units to the public unitholders. These adjustments were recognized by PAGP in proportion to PAGP's ownership interest in AAP, which resulted in a net increase in partners' capital attributable to PAGP resulting from the difference between the fair value per unit of the additional units issued and the historical carrying value per unit. Such amounts are reflected in "Sales of common units by a subsidiary" on our Condensed Consolidated Statements of Changes in Partners' Capital.

Omnibus Agreement. During the nine months ended September 30, 2017, pursuant to the Omnibus Agreement discussed above, PAA sold (i) approximately 1.8 million common units to AAP in connection with our issuance of Class A shares under our Continuous Offering Program and (ii) 48.3 million common units to AAP in connection with our March 2017 underwritten offering.

Deferred Tax Asset Impact from the Sale of Subsidiary Units

In connection with the sales of AAP units and PAA common units referenced above, a deferred asset was created. The tax basis of PAGP's purchase of the additional units was accounted for at fair market value for U.S. federal income tax purposes, but the GAAP basis was impacted by the adjustments that are based on historical carrying value. The resulting basis difference resulted in a deferred tax asset that was recorded as a component of partner's capital as it results from transactions with shareholders.

Subsidiary Distributions

PAA Common Unit Distributions. During the third quarter of 2017, PAA’s management engaged in discussions with our Board of Directors regarding a reassessment of PAA’s approach to distributions, with a focus on resetting PAA’s common unit distribution to a level supported by the distributable cash flow from its fee-based Transportation and Facilities segments. On August 25, 2017, PAA announced its intention to reset its annualized distribution to \$1.20 per common unit, beginning with the third-quarter distribution payable November 14, 2017. On October 10, 2017, the PAGP GP Board declared a distribution of \$1.20 (annualized) per common unit payable on November 14, 2017 to common unitholders of record as of October 31, 2017.

The following table details the distributions to PAA’s common unitholders paid in cash during or pertaining to the first nine months of 2017 (in millions, except per unit data):

Distribution Payment Date	Distributions				Cash Distribution per Common Unit
	Common Unitholders			Total Cash Distribution	
	Public	AAP			
November 14, 2017 ⁽¹⁾	\$ 132	\$ 86	\$ 218	\$ 0.30	
August 14, 2017	\$ 240	\$ 159	\$ 399	\$ 0.55	
May 15, 2017	\$ 240	\$ 159	\$ 399	\$ 0.55	
February 14, 2017	\$ 237	\$ 134	\$ 371	\$ 0.55	

⁽¹⁾ Payable to unitholders of record at the close of business on October 31, 2017 for the period July 1, 2017 through September 30, 2017.

PAA Series A Preferred Unit Distributions. With respect to any quarter ending on or prior to December 31, 2017 (the “Initial Distribution Period”), PAA may elect to pay distributions on the PAA Series A preferred units in additional preferred units, in cash or a combination of both. With respect to any quarter ending after the Initial Distribution Period, PAA must pay distributions on the PAA Series A preferred units in cash. On February 14, 2017, PAA issued 1,287,773 Series A preferred units in lieu of a cash distribution of \$34 million on PAA’s Series A preferred units outstanding as of the record date for such distribution. On May 15, 2017, PAA issued 1,313,527 Series A preferred units in lieu of a cash distribution of \$34 million on PAA’s Series A preferred units outstanding as of the record date for such distribution. On August 14, 2017, PAA issued 1,339,796 Series A preferred units in lieu of a cash distribution of \$35 million on PAA’s Series A preferred units outstanding as of the record date for such distribution.

On November 14, 2017, PAA will issue 1,366,593 Series A preferred units in lieu of a cash distribution of \$36 million on PAA’s Series A preferred units outstanding as of October 31, 2017, the record date for such distribution.

PAA Series B Preferred Unit Distributions. For its Series B preferred units issued on October 10, 2017, PAA will pay a pro-rated initial distribution on November 15, 2017. See “—Subsidiary Sales of Units” above for additional information.

AAP Distributions. The following table details the distributions paid to AAP’s partners during or pertaining to the first nine months of 2017 from distributions received from PAA (in millions):

Distribution Payment Date	Distribution to AAP's Partners			Total Cash Distributions
	Noncontrolling Interests	PAGP		
November 14, 2017 ⁽¹⁾	\$ 40	\$ 46	\$ 86	
August 14, 2017	\$ 75	\$ 84	\$ 159	
May 15, 2017	\$ 75	\$ 84	\$ 159	
February 14, 2017	\$ 77	\$ 57	\$ 134	

⁽¹⁾ Payable to unitholders of record at the close of business on October 31, 2017 for the period July 1, 2017 through September 30, 2017.

Other Distributions. During the nine months ended September 30, 2017, distributions of \$2 million were paid to noncontrolling interests in SLC Pipeline LLC.

Note 10—Derivatives and Risk Management Activities

We identify the risks that underlie our core business activities and use risk management strategies to mitigate those risks when we determine that there is value in doing so. Our policy is to use derivative instruments for risk management purposes and not for the purpose of speculating on hydrocarbon commodity (referred to herein as “commodity”) price changes. We use various derivative instruments to manage our exposure to (i) commodity price risk, as well as to optimize our profits, (ii) interest rate risk and (iii) currency exchange rate risk. Our commodity price risk management policies and procedures are designed to help ensure that our hedging activities address our risks by monitoring our derivative positions, as well as physical volumes, grades, locations, delivery schedules and storage capacity. Our interest rate and currency exchange rate risk management policies and procedures are designed to monitor our derivative positions and ensure that those positions are consistent with our objectives and approved strategies. When we apply hedge accounting, our policy is to formally document all relationships between hedging instruments and hedged items, as well as our risk management objectives for undertaking the hedge. This process includes specific identification of the hedging instrument and the hedged transaction, the nature of the risk being hedged and how the hedging instrument’s effectiveness will be assessed. Both at the inception of the hedge and throughout the hedging relationship, we assess whether the derivatives employed are highly effective in offsetting changes in cash flows of anticipated hedged transactions.

Commodity Price Risk Hedging

Our core business activities involve certain commodity price-related risks that we manage in various ways, including through the use of derivative instruments. Our policy is to (i) only purchase inventory for which we have a market, (ii) structure our sales contracts so that price fluctuations do not materially affect our operating income and (iii) not acquire and hold physical inventory or derivatives for the purpose of speculating on commodity price changes. The material commodity-related risks inherent in our business activities can be divided into the following general categories:

Commodity Purchases and Sales — In the normal course of our operations, we purchase and sell commodities. We use derivatives to manage the associated risks and to optimize profits. As of September 30, 2017, net derivative positions related to these activities included:

- A net long position of 6.9 million barrels associated with our crude oil purchases, which was unwound ratably during October 2017 to match monthly average pricing.
- A net short time spread position of 3.5 million barrels, which hedges a portion of our anticipated crude oil lease gathering purchases through December 2018.
- A crude oil grade basis position of 25.2 million barrels through December 2019. These derivatives allow us to lock in grade basis differentials.
- A net short position of 14.4 million barrels through December 2020 related to anticipated net sales of our crude oil and NGL inventory.

Pipeline Loss Allowance Oil — As is common in the pipeline transportation industry, our tariffs incorporate a loss allowance factor that is intended to, among other things, offset losses due to evaporation, measurement and other losses in transit. We utilize derivative instruments to hedge a portion of the anticipated sales of the loss allowance oil that is to be collected under our tariffs. As of September 30, 2017, our PLA hedges included a long call option position of 1.0 million barrels through December 2019.

Natural Gas Processing/NGL Fractionation — We purchase natural gas for processing and operational needs. Additionally, we purchase NGL mix for fractionation and sell the resulting individual specification products (including ethane, propane, butane and condensate). In conjunction with these activities, we hedge the price risk associated with the purchase of the natural gas and the subsequent sale of the individual specification products. As of September 30, 2017, we had a long natural gas position of 63.9 Bcf which hedges our natural gas processing and operational needs through December 2020. We also had a short propane position of 10.0 million barrels through December 2018, a short butane position of 3.0 million barrels through December 2018 and a short WTI position of 1.0 million barrels through December 2018. In addition, we had a long power position of 0.4 million megawatt hours, which hedges a portion of our power supply requirements at our Canadian natural gas processing and fractionation plants through December 2019.

Physical commodity contracts that meet the definition of a derivative but are ineligible, or not designated, for the normal purchases and normal sales scope exception are recorded on the balance sheet at fair value, with changes in fair value

recognized in earnings. We have determined that substantially all of our physical commodity contracts qualify for the normal purchases and normal sales scope exception.

Interest Rate Risk Hedging

We use interest rate derivatives to hedge the benchmark interest rate risk associated with interest payments occurring as a result of debt issuances. The derivative instruments we use to manage this risk consist of forward starting interest rate swaps and treasury locks. These derivatives are designated as cash flow hedges. As such, changes in fair value are deferred in AOCI and are reclassified to interest expense as we incur the interest expense associated with the underlying debt.

The following table summarizes the terms of our outstanding interest derivatives as of September 30, 2017 (notional amounts in millions):

Hedged Transaction	Number and Types of Derivatives Employed	Notional Amount	Expected Termination Date	Average Rate Locked	Accounting Treatment
Anticipated interest payments	16 forward starting swaps (30-year)	\$ 400	6/15/2018	2.86%	Cash flow hedge
Anticipated interest payments	8 forward starting swaps (30-year)	\$ 200	6/14/2019	2.83%	Cash flow hedge

Currency Exchange Rate Risk Hedging

Because a significant portion of our Canadian business is conducted in CAD and, at times, a portion of our debt is denominated in CAD, we use foreign currency derivatives to minimize the risk of unfavorable changes in exchange rates. These instruments include foreign currency exchange contracts, forwards and options.

As of September 30, 2017, our outstanding foreign currency derivatives include derivatives we use to hedge currency exchange risk (i) associated with USD-denominated commodity purchases and sales in Canada and (ii) created by the use of USD-denominated commodity derivatives to hedge commodity price risk associated with CAD-denominated commodity purchases and sales.

The following table summarizes our open forward exchange contracts as of September 30, 2017 (in millions):

		USD	CAD	Average Exchange Rate USD to CAD
Forward exchange contracts that exchange CAD for USD:				
	2017	\$ 174	\$ 215	\$1.00 - \$1.24
	2018	\$ 12	\$ 15	\$1.00 - \$1.22
Forward exchange contracts that exchange USD for CAD:				
	2017	\$ 307	\$ 385	\$1.00 - \$1.26
	2018	\$ 118	\$ 147	\$1.00 - \$1.25

Preferred Distribution Rate Reset Option

A derivative feature embedded in a contract that does not meet the definition of a derivative in its entirety must be bifurcated and accounted for separately if the economic characteristics and risks of the embedded derivative are not clearly and closely related to those of the host contract. The Preferred Distribution Rate Reset Option of the PAA Series A preferred units is an embedded derivative that must be bifurcated from the related host contract, the PAA partnership agreement, and recorded at fair value on our Condensed Consolidated Balance Sheets. Corresponding changes in fair value are recognized in "Other income/(expense), net" in our Condensed Consolidated Statement of Operations. At September 30, 2017 and December 31, 2016, the fair value of this embedded derivative was a liability of approximately \$33 million and \$32 million, respectively. We recognized a gain of approximately \$2 million during the three months ended September 30, 2017 and a net gain of less than \$1 million during the nine months ended September 30, 2017. We recognized gains of approximately \$17 million and \$42 million during the three and nine months ended September 30, 2016. See Note 11 to our Consolidated Financial Statements included in Part IV of our 2016 Annual Report on Form 10-K for additional information regarding the Preferred Distribution Rate Reset Option.

Summary of Financial Impact

We record all open derivatives on the balance sheet as either assets or liabilities measured at fair value. Changes in the fair value of derivatives are recognized currently in earnings unless specific hedge accounting criteria are met. For derivatives that qualify as cash flow hedges, changes in fair value of the effective portion of the hedges are deferred in AOCI and recognized in earnings in the periods during which the underlying physical transactions are recognized in earnings. Derivatives that do not qualify for hedge accounting and the portion of cash flow hedges that are not highly effective in offsetting changes in cash flows of the hedged items are recognized in earnings each period. Cash settlements associated with our derivative activities are classified within the same category as the related hedged item in our Condensed Consolidated Statements of Cash Flows.

A summary of the impact of our derivative activities recognized in earnings is as follows (in millions):

Location of Gain/(Loss)	Three Months Ended September 30, 2017			Three Months Ended September 30, 2016		
	Derivatives in Hedging Relationships ⁽¹⁾	Derivatives Not Designated as a Hedge	Total	Derivatives in Hedging Relationships ⁽¹⁾	Derivatives Not Designated as a Hedge	Total
Commodity Derivatives						
Supply and Logistics segment revenues	\$ —	\$ (226)	\$ (226)	\$ 1	\$ 10	\$ 11
Transportation segment revenues	—	—	—	—	1	1
Field operating costs	—	(4)	(4)	—	(2)	(2)
Interest Rate Derivatives						
Interest expense, net	(10)	—	(10)	(2)	—	(2)
Foreign Currency Derivatives						
Supply and Logistics segment revenues	—	3	3	—	(1)	(1)
Preferred Distribution Rate Reset Option						
Other income/(expense), net	—	2	2	—	17	17
Total Gain/(Loss) on Derivatives Recognized in Net Income	\$ (10)	\$ (225)	\$ (235)	\$ (1)	\$ 25	\$ 24

Location of Gain/(Loss)	Nine Months Ended September 30, 2017			Nine Months Ended September 30, 2016		
	Derivatives in Hedging Relationships ⁽¹⁾	Derivatives Not Designated as a Hedge	Total	Derivatives in Hedging Relationships ⁽¹⁾	Derivatives Not Designated as a Hedge	Total
Commodity Derivatives						
Supply and Logistics segment revenues	\$ —	\$ (31)	\$ (31)	\$ 1	\$ (118)	\$ (117)
Transportation segment revenues	—	—	—	—	4	4
Field operating costs	—	(8)	(8)	—	(2)	(2)
Depreciation and amortization	(3)	—	(3)	—	—	—
Interest Rate Derivatives						
Interest expense, net	(16)	—	(16)	(8)	—	(8)
Foreign Currency Derivatives						
Supply and Logistics segment revenues	—	5	5	—	4	4
Preferred Distribution Rate Reset Option						
Other income/(expense), net	—	—	—	—	42	42
Total Gain/(Loss) on Derivatives Recognized in Net Income	\$ (19)	\$ (34)	\$ (53)	\$ (7)	\$ (70)	\$ (77)

⁽¹⁾ During the three and nine months ended September 30, 2017, we reclassified losses of approximately \$8 million and \$10 million to Interest expense, net, respectively, due to anticipated hedged transactions being probable of not occurring. During the nine months ended September 30, 2016 we reclassified losses of approximately \$2 million and \$2 million to Supply and Logistics segment revenues and Interest expense, net, respectively, due to anticipated hedged transactions being probable of not occurring.

The following table summarizes the derivative assets and liabilities on our Condensed Consolidated Balance Sheet on a gross basis as of September 30, 2017 (in millions):

	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:				
Interest rate derivatives	Other current liabilities	\$ 2	Other current liabilities	\$ (26)
			Other long-term liabilities and deferred credits	(10)
Total derivatives designated as hedging instruments		<u>\$ 2</u>		<u>\$ (36)</u>
Derivatives not designated as hedging instruments:				
Commodity derivatives	Other current assets	\$ 74	Other current assets	\$ (184)
	Other long-term assets, net	1	Other current liabilities	(97)
	Other current liabilities	10	Other long-term liabilities and deferred credits	(19)
	Other long-term liabilities and deferred credits	5		
Foreign currency derivatives	Other current assets	6	Other current assets	(2)
			Other current liabilities	(2)
Preferred Distribution Rate Reset Option		—	Other long-term liabilities and deferred credits	(33)
Total derivatives not designated as hedging instruments		<u>\$ 96</u>		<u>\$ (337)</u>
Total derivatives		<u>\$ 98</u>		<u>\$ (373)</u>

The following table summarizes the derivative assets and liabilities on our Condensed Consolidated Balance Sheet on a gross basis as of December 31, 2016 (in millions):

	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:				
Interest rate derivatives		\$ —	Other current liabilities	\$ (23)
			Other long-term liabilities and deferred credits	(27)
Total derivatives designated as hedging instruments		\$ —		\$ (50)
Derivatives not designated as hedging instruments:				
Commodity derivatives	Other current assets	\$ 101	Other current assets	\$ (344)
	Other long-term assets, net	2	Other long-term assets, net	(1)
	Other long-term liabilities and deferred credits	2	Other current liabilities	(14)
			Other long-term liabilities and deferred credits	(34)
Foreign currency derivatives	Other current liabilities	3	Other current liabilities	(6)
Preferred Distribution Rate Reset Option		—	Other long-term liabilities and deferred credits	(32)
Total derivatives not designated as hedging instruments		\$ 108		\$ (431)
Total derivatives		\$ 108		\$ (481)

Our derivative transactions are governed through ISDA (International Swaps and Derivatives Association) master agreements and clearing brokerage agreements. These agreements include stipulations regarding the right of set off in the event that we or our counterparty default on performance obligations. If a default were to occur, both parties have the right to net amounts payable and receivable into a single net settlement between parties.

Our accounting policy is to offset derivative assets and liabilities executed with the same counterparty when a master netting arrangement exists. Accordingly, we also offset derivative assets and liabilities with amounts associated with cash margin. Our exchange-traded derivatives are transacted through clearing brokerage accounts and are subject to margin requirements as established by the respective exchange. On a daily basis, our account equity (consisting of the sum of our cash balance and the fair value of our open derivatives) is compared to our initial margin requirement resulting in the payment or return of variation margin. The following table provides the components of our net broker receivable:

	September 30, 2017	December 31, 2016
Initial margin	\$ 51	\$ 119
Variation margin posted	143	291
Net broker receivable	\$ 194	\$ 410

The following table presents information about derivative financial assets and liabilities that are subject to offsetting, including enforceable master netting arrangements (in millions):

	September 30, 2017		December 31, 2016	
	Derivative Asset Positions	Derivative Liability Positions	Derivative Asset Positions	Derivative Liability Positions
Netting Adjustments:				
Gross position - asset/(liability)	\$ 98	\$ (373)	\$ 108	\$ (481)
Netting adjustment	(203)	203	(350)	350
Cash collateral paid	194	—	410	—
Net position - asset/(liability)	\$ 89	\$ (170)	\$ 168	\$ (131)
Balance Sheet Location After Netting Adjustments:				
Other current assets	\$ 88	\$ —	\$ 167	\$ —
Other long-term assets, net	1	—	1	—
Other current liabilities	—	(113)	—	(40)
Other long-term liabilities and deferred credits	—	(57)	—	(91)
	\$ 89	\$ (170)	\$ 168	\$ (131)

As of September 30, 2017, there was a net loss of \$224 million deferred in AOCI. The deferred net loss recorded in AOCI is expected to be reclassified to future earnings contemporaneously with (i) the earnings recognition of the underlying hedged commodity transaction or (ii) interest expense accruals associated with underlying debt instruments. Of the total net loss deferred in AOCI at September 30, 2017, we expect to reclassify a net loss of \$8 million to earnings in the next twelve months. The remaining deferred loss of \$216 million is expected to be reclassified to earnings through 2049. A portion of these amounts is based on market prices as of September 30, 2017; thus, actual amounts to be reclassified will differ and could vary materially as a result of changes in market conditions.

The following table summarizes the net deferred loss recognized in AOCI for derivatives (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Interest rate derivatives, net	\$ (3)	\$ (20)	\$ (15)	\$ (178)

At September 30, 2017 and December 31, 2016, none of our outstanding derivatives contained credit-risk related contingent features that would result in a material adverse impact to us upon any change in PAA's credit ratings. Although we may be required to post margin on our cleared derivatives as described above, we do not require our non-cleared derivative counterparties to post collateral with us.

Recurring Fair Value Measurements

Derivative Financial Assets and Liabilities

The following table sets forth by level within the fair value hierarchy our financial assets and liabilities that were accounted for at fair value on a recurring basis (in millions):

Recurring Fair Value Measures (1)	Fair Value as of September 30, 2017				Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Commodity derivatives	\$ (4)	\$ (198)	\$ (8)	\$ (210)	\$ (113)	\$ (171)	\$ (4)	\$ (288)
Interest rate derivatives	—	(34)	—	(34)	—	(50)	—	(50)
Foreign currency derivatives	—	2	—	2	—	(3)	—	(3)
Preferred Distribution Rate Reset Option	—	—	(33)	(33)	—	—	(32)	(32)
Total net derivative liability	\$ (4)	\$ (230)	\$ (41)	\$ (275)	\$ (113)	\$ (224)	\$ (36)	\$ (373)

(1) Derivative assets and liabilities are presented above on a net basis but do not include related cash margin deposits.

Level 1

Level 1 of the fair value hierarchy includes exchange-traded commodity derivatives such as futures and options. The fair value of exchange-traded commodity derivatives is based on unadjusted quoted prices in active markets.

Level 2

Level 2 of the fair value hierarchy includes exchange-cleared commodity derivatives and over-the-counter commodity, interest rate and foreign currency derivatives that are traded in active markets. In addition, it includes certain physical commodity contracts. The fair value of these derivatives is based on broker price quotations which are corroborated with market observable inputs.

Level 3

Level 3 of the fair value hierarchy includes certain physical commodity contracts and the Preferred Distribution Rate Reset Option contained in PAA's partnership agreement which is classified as an embedded derivative.

The fair value of our Level 3 physical commodity contracts is based on a valuation model utilizing timing estimates, which involve management judgment. Significant changes in timing could result in a material change in fair value to our physical commodity contracts. We report unrealized gains and losses associated with these physical commodity contracts in our Condensed Consolidated Statements of Operations as Supply and Logistics segment revenues.

The fair value of the embedded derivative feature contained in PAA's partnership agreement is based on a valuation model that estimates the fair value of the PAA Series A preferred units with and without the Preferred Distribution Rate Reset Option. This model contains inputs, including PAA's common unit price, ten-year U.S. treasury rates, default probabilities and timing estimates which involve management judgment. A significant increase or decrease in the value of these inputs could result in a material change in fair value to this embedded derivative feature. We report unrealized gains and losses associated with this embedded derivative in our Condensed Consolidated Statements of Operations as "Other income/(expense), net."

To the extent any transfers between levels of the fair value hierarchy occur, our policy is to reflect these transfers as of the beginning of the reporting period in which they occur.

Rollforward of Level 3 Net Asset/(Liability)

The following table provides a reconciliation of changes in fair value of the beginning and ending balances for our derivatives classified as Level 3 (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Beginning Balance	\$ (30)	\$ (35)	\$ (36)	\$ 11
Net gains/(losses) for the period included in earnings	(8)	17	(1)	41
Settlements	(1)	—	4	(10)
Derivatives entered into during the period	(2)	1	(8)	(59)
Ending Balance	\$ (41)	\$ (17)	\$ (41)	\$ (17)
Change in unrealized gains/(losses) included in earnings relating to Level 3 derivatives still held at the end of the period	\$ (10)	\$ 18	\$ (8)	\$ 43

Note 11—Related Party Transactions

See Note 15 to our Consolidated Financial Statements included in Part IV of our 2016 Annual Report on Form 10-K for a complete discussion of our related party transactions.

Transactions with Oxy

As of September 30, 2017, Oxy had a representative on the board of directors of our general partner and owned approximately 10% of the limited partner interests in AAP. During the three and nine months ended September 30, 2017 and 2016, we recognized sales and transportation revenues and purchased petroleum products from Oxy. These transactions were conducted at posted tariff rates or prices that we believe approximate market. Included in these transactions was a crude oil buy/sell agreement that includes a multi-year minimum volume commitment. The impact to our Condensed Consolidated Statements of Operations from those transactions is included below (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Revenues	\$ 204	\$ 171	\$ 657	\$ 424
Purchases and related costs ⁽¹⁾	\$ (68)	\$ 4	\$ (169)	\$ (46)

⁽¹⁾ Purchases and related costs include crude oil buy/sell transactions that are accounted for as inventory exchanges and are presented net in our Condensed Consolidated Statements of Operations.

We currently have a netting arrangement with Oxy. Our gross receivable and payable amounts with Oxy were as follows (in millions):

	September 30, 2017	December 31, 2016
Trade accounts receivable and other receivables	\$ 877	\$ 789
Accounts payable	\$ 833	\$ 836

Note 12—Commitments and Contingencies**Loss Contingencies — General**

To the extent we are able to assess the likelihood of a negative outcome for a contingency, our assessments of such likelihood range from remote to probable. If we determine that a negative outcome is probable and the amount of loss is reasonably estimable, we accrue an undiscounted liability equal to the estimated amount. If a range of probable loss amounts can be reasonably estimated and no amount within the range is a better estimate than any other amount, then we accrue an undiscounted liability equal to the minimum amount in the range. In addition, we estimate legal fees that we expect to incur associated with loss contingencies and accrue those costs when they are material and probable of being incurred.

We do not record a contingent liability when the likelihood of loss is probable but the amount cannot be reasonably estimated or when the likelihood of loss is believed to be only reasonably possible or remote. For contingencies where an unfavorable outcome is reasonably possible and the impact would be material to our consolidated financial statements, we disclose the nature of the contingency and, where feasible, an estimate of the possible loss or range of loss.

Legal Proceedings — General

In the ordinary course of business, we are involved in various legal proceedings, including those arising from regulatory and environmental matters. Although we are insured against various risks to the extent we believe it is prudent, there is no assurance that the nature and amount of such insurance will be adequate, in every case, to fully protect us from losses arising from current or future legal proceedings.

Taking into account what we believe to be all relevant known facts and circumstances, and based on what we believe to be reasonable assumptions regarding the application of those facts and circumstances to existing laws and regulations, we do not believe that the outcome of the legal proceedings in which we are currently involved (including those described below) will, individually or in the aggregate, have a material adverse effect on our consolidated financial condition, results of operations or cash flows.

Environmental — General

Although over the course of the last several years we have made significant investments in our maintenance and integrity programs, and have hired additional personnel in those areas, we have experienced (and likely will experience future) releases of hydrocarbon products into the environment from our pipeline, rail, storage and other facility operations. These releases can result from accidents or from unpredictable man-made or natural forces and may reach surface water bodies, groundwater aquifers or other sensitive environments. Damages and liabilities associated with any such releases from our existing or future assets could be significant and could have a material adverse effect on our consolidated financial condition, results of operations or cash flows.

We record environmental liabilities when environmental assessments and/or remedial efforts are probable and the amounts can be reasonably estimated. Generally, our recording of these accruals coincides with our completion of a feasibility study or our commitment to a formal plan of action. We do not discount our environmental remediation liabilities to present value. We also record environmental liabilities assumed in business combinations based on the estimated fair value of the environmental obligations caused by past operations of the acquired company. We record receivables for amounts recoverable from insurance or from third parties under indemnification agreements in the period that we determine the costs are probable of recovery.

Environmental expenditures that pertain to current operations or to future revenues are expensed or capitalized consistent with our capitalization policy for property and equipment. Expenditures that result from the remediation of an existing condition caused by past operations and that do not contribute to current or future profitability are expensed.

At September 30, 2017, our estimated undiscounted reserve for environmental liabilities (including liabilities related to the Line 901 incident, as discussed further below) totaled \$134 million, of which \$47 million was classified as short-term and \$87 million was classified as long-term. At December 31, 2016, our estimated undiscounted reserve for environmental liabilities (including liabilities related to the Line 901 incident) totaled \$147 million, of which \$61 million was classified as short-term and \$86 million was classified as long-term. The short- and long-term environmental liabilities referenced above are reflected in “Accounts payable and accrued liabilities” and “Other long-term liabilities and deferred credits,” respectively, on our Condensed Consolidated Balance Sheets. At September 30, 2017, we had recorded receivables totaling \$47 million for amounts probable of recovery under insurance and from third parties under indemnification agreements, of which \$26 million was reflected in “Trade accounts receivable and other receivables, net” and \$21 million was reflected in “Other long-term assets, net” on our Condensed Consolidated Balance Sheet. At December 31, 2016, we had recorded \$56 million of such receivables, of which \$39 million was reflected in “Trade accounts receivable and other receivables, net” and \$17 million was reflected in “Other long-term assets, net” on our Condensed Consolidated Balance Sheet.

In some cases, the actual cash expenditures associated with these liabilities may not occur for three years or longer. Our estimates used in determining these reserves are based on information currently available to us and our assessment of the ultimate outcome. Among the many uncertainties that impact our estimates are the necessary regulatory approvals for, and potential modification of, our remediation plans, the limited amount of data available upon initial assessment of the impact of soil or water contamination, changes in costs associated with environmental remediation services and equipment and the possibility of existing or future legal claims giving rise to additional liabilities. Therefore, although we believe that the reserve is adequate, actual costs incurred (which may ultimately include costs for contingencies that are currently not reasonably estimable or costs for contingencies where the likelihood of loss is currently believed to be only reasonably possible or remote) may be in excess of the reserve and may potentially have a material adverse effect on our consolidated financial condition, results of operations or cash flows.

Specific Legal, Environmental or Regulatory Matters

Line 901 Incident. In May 2015, we experienced a crude oil release from our Las Flores to Gaviota Pipeline (Line 901) in Santa Barbara County, California. A portion of the released crude oil reached the Pacific Ocean at Refugio State Beach through a drainage culvert. Following the release, we shut down the pipeline and initiated our emergency response plan. A Unified Command, which included the United States Coast Guard, the EPA, the California Office of Spill Prevention and Response and the Santa Barbara Office of Emergency Management, was established for the response effort. Clean-up and

remediation operations with respect to impacted shoreline and other areas has been determined by the Unified Command to be complete, and the Unified Command has been dissolved. Our estimate of the amount of oil spilled, based on relevant facts, data and information, is approximately 2,934 barrels; of this amount, we estimate that 598 barrels reached the Pacific Ocean.

As a result of the Line 901 incident, several governmental agencies and regulators initiated investigations into the Line 901 incident, various claims have been made against us and a number of lawsuits have been filed against us. We may be subject to additional claims, investigations and lawsuits, which could materially impact the liabilities and costs we currently expect to incur as a result of the Line 901 incident. Set forth below is a brief summary of actions and matters that are currently pending:

On May 21, 2015, we received a corrective action order from the United States Department of Transportation's Pipeline and Hazardous Materials Safety Administration ("PHMSA"), the governmental agency with jurisdiction over the operation of Line 901 as well as over a second stretch of pipeline extending from Gaviota Pump Station in Santa Barbara County to Emidio Pump Station in Kern County, California (Line 903), requiring us to shut down, purge, review, remediate and test Line 901. The corrective action order was subsequently amended on June 3, 2015; November 13, 2015; and June 16, 2016 to require us to take additional corrective actions with respect to both Lines 901 and 903 (as amended, the "CAO"). Among other requirements, the CAO obligated us to conduct a root cause failure analysis with respect to Line 901 and present remedial work plans and restart plans to PHMSA prior to returning Line 901 and 903 to service; the CAO also imposed a pressure restriction on the section of Line 903 between Pentland Pump Station and Emidio Pump Station and required us to take other specified actions with respect to both Lines 901 and 903. We intend to continue to comply with the CAO and to cooperate with any other governmental investigations relating to or arising out of the release. Excavation and removal of the affected section of the pipeline was completed on May 28, 2015. Line 901 and Line 903 have been purged and are not currently operational, with the exception of the Pentland to Emidio segment of Line 903, which remains in service under a pressure restriction. No timeline has been established for the restart of Line 901 or Line 903.

On February 17, 2016, PHMSA issued a Preliminary Factual Report of the Line 901 failure, which contains PHMSA's preliminary findings regarding factual information about the events leading up to the accident and the technical analysis that has been conducted to date. On May 19, 2016, PHMSA issued its final Failure Investigation Report regarding the Line 901 incident. PHMSA's findings indicate that the direct cause of the Line 901 incident was external corrosion that thinned the pipe wall to a level where it ruptured suddenly and released crude oil. PHMSA also concluded that there were numerous contributory causes of the Line 901 incident, including ineffective protection against external corrosion, failure to detect and mitigate the corrosion and a lack of timely detection and response to the rupture. The report also included copies of various engineering and technical reports regarding the incident. By virtue of its statutory authority, PHMSA has the power and authority to impose fines and penalties on us and cause civil or criminal charges to be brought against us. While to date PHMSA has not imposed any such fines or penalties or any such civil or criminal charges with respect to the Line 901 release, their investigation is still open and we may have fines or penalties imposed upon us, or civil or criminal charges brought against us, in the future.

On September 11, 2015, we received a Notice of Probable Violation and Proposed Compliance Order from PHMSA arising out of its inspection of Lines 901 and 903 in August, September and October of 2013 (the "2013 Audit NOPV"). The 2013 Audit NOPV alleges that the Partnership committed probable violations of various federal pipeline safety regulations by failing to document, or inadequately documenting, certain activities. On October 12, 2015, the Partnership filed a response to the 2013 Audit NOPV. By letter dated September 21, 2017, PHMSA issued a Final Order in this matter withdrawing one alleged violation and affirming a second. With regard to the second violation, PHMSA further determined that compliance had been achieved and included no compliance terms related to it in the Final Order. We therefore consider this matter closed.

In late May of 2015, the California Attorney General's Office and the District Attorney's office for the County of Santa Barbara began investigating the Line 901 incident to determine whether any applicable state or local laws had been violated. On May 16, 2016, PAA and one of its employees were charged by a California state grand jury, pursuant to an indictment filed in California Superior Court, Santa Barbara County (the "May 2016 Indictment"), with alleged violations of California law in connection with the Line 901 incident. The May 2016 Indictment included a total of 46 counts, 36 of which were misdemeanor charges relating to wildlife allegedly taken as a result of the accidental release. The remaining 10 counts relate to the release of crude oil or reporting of the release. PAA believes that the criminal charges (including the three felony charges) are unwarranted and that neither PAA nor any of its employees engaged in any criminal behavior at any time in connection with this accident. PAA intends to continue to vigorously defend itself against the charges. On July 28, 2016, at an arraignment hearing held in California Superior Court in Santa Barbara County, PAA pled not guilty to all counts.

Also in late May of 2015, the United States Attorney for the Department of Justice, Central District of California, Environmental Crimes Section ("DOJ") began an investigation into whether there were any violations of federal criminal statutes in connection with the Line 901 incident, including potential violations of the federal Clean Water Act. We are

cooperating with the DOJ's investigation by responding to their requests for documents and access to our employees. The DOJ has already spoken to several of our employees and has expressed an interest in talking to other employees; consistent with the terms of our governing organizational documents, we are funding our employees' defense costs, including the costs of separate counsel engaged to represent such individuals. On August 26, 2015, we received a Request for Information from the EPA relating to Line 901. We have provided various responsive materials to date and we will continue to do so in the future in cooperation with the EPA. While to date no civil or criminal charges with respect to the Line 901 release, other than those brought pursuant to the May 2016 Indictment, have been brought against PAA or any of its affiliates, officers or employees by PHMSA, DOJ, EPA, the California Attorney General, the Santa Barbara District Attorney or the California Department of Fish and Wildlife, and no fines or penalties have been imposed by such governmental agencies, the investigations being conducted by such agencies are still open and we may have fines or penalties imposed upon us, our officers or our employees, or civil or criminal charges brought against us, our officers or our employees in the future, whether by those or other governmental agencies.

Shortly following the Line 901 incident, we established a claims line and encouraged any parties that were damaged by the release to contact us to discuss their damage claims. We have received a number of claims through the claims line and we are processing those claims for payment as we receive them. In addition, we have also had nine class action lawsuits filed against us, six of which have been administratively consolidated into a single proceeding in the United States District Court for the Central District of California. In general, the plaintiffs are seeking to establish different classes of claimants that have allegedly been damaged by the release, including potential classes such as commercial fishermen who landed fish in certain specified fishing blocks in the waters adjacent to Santa Barbara County or from persons or businesses who resold commercial seafood landed in such areas, certain owners of oceanfront and/or beachfront property on the Pacific Coast of California, and other classes of individuals and businesses that were allegedly impacted by the release. To date, only the commercial fisherman and seafood reseller class has been certified by the court. We are also defending a separate class action lawsuit proceeding in the United States District Court for the Central District of California brought on behalf of the Line 901 and Line 903 easement holders seeking injunctive relief as well as compensatory damages.

There have also been two securities law class action lawsuits filed on behalf of certain purported investors in PAA and/or PAGP against PAA, PAGP and/or certain of their respective officers, directors and underwriters. Both of these lawsuits have been consolidated into a single proceeding in the United States District Court for the Southern District of Texas. In general, these lawsuits allege that the various defendants violated securities laws by misleading investors regarding the integrity of PAA's pipelines and related facilities through false and misleading statements, omission of material facts and concealing of the true extent of the spill. The plaintiffs claim unspecified damages as a result of the reduction in value of their investments in PAA and PAGP, which they attribute to the alleged wrongful acts of the defendants. PAA and PAGP, and the other defendants, denied the allegations in, and moved to dismiss these lawsuits. On March 29, 2017, the Court ruled in our favor dismissing all claims against all defendants. Plaintiffs have refiled their complaint and we are opposing their claims. Consistent with and subject to the terms of our governing organizational documents (and to the extent applicable, insurance policies), we are indemnifying and funding the defense costs of our officers and directors in connection with these lawsuits; we are also indemnifying and funding the defense costs of our underwriters pursuant to the terms of the underwriting agreements we previously entered into with such underwriters.

In addition, four unitholder derivative lawsuits have been filed by certain purported investors in PAA against PAA, certain of its affiliates and certain officers and directors. Two of these lawsuits were filed in the United States District Court for the Southern District of Texas and were administratively consolidated into one action and later dismissed on the basis that Plains Partnership agreements require that derivative suits be filed in Delaware Chancery Court. Following the order dismissing the Texas Federal Court suits, a new derivative suit brought by different plaintiffs was filed in Delaware Chancery Court. The other remaining lawsuit was filed in State District Court in Harris County, Texas. In general, these lawsuits allege that the various defendants breached their fiduciary duties, engaged in gross mismanagement and made false and misleading statements, among other similar allegations, in connection with their management and oversight of PAA during the period of time leading up to and following the Line 901 release. The plaintiffs in the two remaining lawsuits claim that PAA suffered unspecified damages as a result of the actions of the various defendants and seek to hold the defendants liable for such damages, in addition to other remedies. The defendants deny the allegations in these lawsuits and have responded accordingly. Consistent with and subject to the terms of our governing organizational documents (and to the extent applicable, insurance policies), we are indemnifying and funding the defense costs of our officers and directors in connection with these lawsuits.

We have also received several other individual lawsuits and complaints from companies and individuals alleging damages arising out of the Line 901 incident. These lawsuits and claims generally seek compensatory and punitive damages, and in some cases permanent injunctive relief.

In addition to the foregoing, as the “responsible party” for the Line 901 incident we are liable for various costs and for certain natural resource damages under the Oil Pollution Act, and we also have exposure to the payment of additional fines, penalties and costs under other applicable federal, state and local laws, statutes and regulations. To the extent any such costs are reasonably estimable, we have included an estimate of such costs in the loss accrual described below.

Taking the foregoing into account, as of September 30, 2017, we estimate that the aggregate total costs we have incurred or will incur with respect to the Line 901 incident will be approximately \$300 million, which estimate includes actual and projected emergency response and clean-up costs, natural resource damage assessments and certain third party claims settlements, as well as estimates for fines, penalties and certain legal fees. We accrued such estimate of aggregate total costs to “Field operating costs” primarily during 2015. This estimate considers our prior experience in environmental investigation and remediation matters and available data from, and in consultation with, our environmental and other specialists, as well as currently available facts and presently enacted laws and regulations. We have made assumptions for (i) the duration of the natural resource damage assessment process and the ultimate amount of damages determined, (ii) the resolution of certain third party claims and lawsuits, but excluding claims and lawsuits with respect to which losses are not probable and reasonably estimable, and excluding future claims and lawsuits, (iii) the determination and calculation of fines and penalties, but excluding fines and penalties that are not probable and reasonably estimable and (iv) the nature, extent and cost of legal services that will be required in connection with all lawsuits, claims and other matters requiring legal or expert advice associated with the Line 901 incident. Our estimate does not include any lost revenue associated with the shutdown of Line 901 or 903 and does not include any liabilities or costs that are not reasonably estimable at this time or that relate to contingencies where we currently regard the likelihood of loss as being only reasonably possible or remote. We believe we have accrued adequate amounts for all probable and reasonably estimable costs; however, this estimate is subject to uncertainties associated with the assumptions that we have made. For example, the amount of time it takes for us to resolve all of the current and future lawsuits, claims and investigations that relate to the Line 901 incident could turn out to be significantly longer than we have assumed, and as a result the costs we incur for legal services could be significantly higher than we have estimated. In addition, with respect to fines and penalties, the ultimate amount of any fines and penalties assessed against us depends on a wide variety of factors, many of which are not estimable at this time. Where fines and penalties are probable and estimable, we have included them in our estimate, although such estimates could turn out to be wrong. Accordingly, our assumptions and estimates may turn out to be inaccurate and our total costs could turn out to be materially higher; therefore, we can provide no assurance that we will not have to accrue significant additional costs in the future with respect to the Line 901 incident.

As of September 30, 2017, we had a remaining undiscounted gross liability of \$64 million related to this event, of which approximately \$36 million is presented as a current liability in “Accounts payable and accrued liabilities” on our Condensed Consolidated Balance Sheet, with the remainder presented in “Other long-term liabilities and deferred credits”. We maintain insurance coverage, which is subject to certain exclusions and deductibles, in the event of such environmental liabilities. Subject to such exclusions and deductibles, we believe that our coverage is adequate to cover the current estimated total emergency response and clean-up costs, claims settlement costs and remediation costs and we believe that this coverage is also adequate to cover any potential increase in the estimates for these costs that exceed the amounts currently identified. Through September 30, 2017, we had collected, subject to customary reservations, \$166 million out of the approximate \$205 million of release costs that we believe are probable of recovery from insurance carriers, net of deductibles. Therefore, as of September 30, 2017, we have recognized a receivable of approximately \$39 million for the portion of the release costs that we believe is probable of recovery from insurance, net of deductibles and amounts already collected. Of this amount, approximately \$18 million is recognized as a current asset in “Trade accounts receivable and other receivables, net” on our Condensed Consolidated Balance Sheet, with the remainder in “Other long-term assets, net”. We have completed the required clean-up and remediation work as determined by the Unified Command and the Unified Command has been dissolved; however, we expect to make payments for additional costs associated with restoration of the impacted areas, as well as natural resource damage assessment and compensation, legal, professional and regulatory costs, in addition to fines and penalties, during future periods.

Note 13—Operating Segments

We manage our operations through three operating segments: Transportation, Facilities and Supply and Logistics. Our CODM (our Chief Executive Officer) evaluates segment performance based on measures including segment adjusted EBITDA (as defined below) and maintenance capital investment.

We define segment adjusted EBITDA as revenues and equity earnings in unconsolidated entities less (a) purchases and related costs, (b) field operating costs and (c) segment general and administrative expenses, plus our proportionate share of the depreciation and amortization expense and gains or losses on significant asset sales of unconsolidated entities, and further adjusted for certain selected items including (i) gains or 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, (ii) long-term inventory costing adjustments, (iii) charges for obligations that are expected to be settled with the issuance of equity instruments, (iv) amounts related to deficiencies associated with minimum volume commitments, net of the applicable amounts subsequently recognized into revenue and (v) other items that our CODM believes are integral to understanding our core segment operating performance.

Segment adjusted EBITDA excludes depreciation and amortization. Maintenance capital consists of capital expenditures for the replacement of partially or fully depreciated assets in order to maintain the operating and/or earnings capacity of our existing assets.

The following tables reflect certain financial data for each segment (in millions):

Three Months Ended September 30, 2017	Transportation	Facilities	Supply and Logistics	Intersegment Adjustment ⁽¹⁾	Total
Revenues:					
External customers ⁽¹⁾	\$ 274	\$ 140	\$ 5,573	\$ (114)	\$ 5,873
Intersegment ⁽²⁾	172	151	1	114	438
Total revenues of reportable segments	\$ 446	\$ 291	\$ 5,574	\$ —	\$ 6,311
Equity earnings in unconsolidated entities	\$ 80	\$ —	\$ —		\$ 80
Segment adjusted EBITDA	\$ 363	\$ 182	\$ (56)		\$ 489
Maintenance capital	\$ 32	\$ 28	\$ 3		\$ 63

Three Months Ended September 30, 2016	Transportation	Facilities	Supply and Logistics	Intersegment Adjustment ⁽¹⁾	Total
Revenues:					
External customers ⁽¹⁾	\$ 227	\$ 135	\$ 4,876	\$ (68)	\$ 5,170
Intersegment ⁽²⁾	174	147	3	68	392
Total revenues of reportable segments	\$ 401	\$ 282	\$ 4,879	\$ —	\$ 5,562
Equity earnings in unconsolidated entities	\$ 46	\$ —	\$ —		\$ 46
Segment adjusted EBITDA	\$ 308	\$ 171	\$ (17)		\$ 462
Maintenance capital	\$ 29	\$ 15	\$ 3		\$ 47

Nine Months Ended September 30, 2017	Transportation	Facilities	Supply and Logistics	Intersegment Adjustment ⁽¹⁾	Total
Revenues:					
External customers ⁽¹⁾	\$ 757	\$ 410	\$ 17,749	\$ (298)	\$ 18,618
Intersegment ⁽²⁾	503	463	8	298	1,272
Total revenues of reportable segments	\$ 1,260	\$ 873	\$ 17,757	\$ —	\$ 19,890
Equity earnings in unconsolidated entities	\$ 201	\$ —	\$ —		\$ 201
Segment adjusted EBITDA	\$ 933	\$ 550	\$ (32)		\$ 1,451
Maintenance capital	\$ 89	\$ 94	\$ 11		\$ 194

Nine Months Ended September 30, 2016	Transportation	Facilities	Supply and Logistics	Intersegment Adjustment ⁽¹⁾	Total
Revenues:					
External customers ⁽¹⁾	\$ 711	\$ 405	\$ 13,344	\$ (229)	\$ 14,231
Intersegment ⁽²⁾	477	412	9	229	1,127
Total revenues of reportable segments	<u>\$ 1,188</u>	<u>\$ 817</u>	<u>\$ 13,353</u>	<u>\$ —</u>	<u>\$ 15,358</u>
Equity earnings in unconsolidated entities	<u>\$ 133</u>	<u>\$ —</u>	<u>\$ —</u>		<u>\$ 133</u>
Segment adjusted EBITDA	<u>\$ 863</u>	<u>\$ 497</u>	<u>\$ 208</u>		<u>\$ 1,568</u>
Maintenance capital	<u>\$ 86</u>	<u>\$ 32</u>	<u>\$ 10</u>		<u>\$ 128</u>

⁽¹⁾ Transportation revenues from external customers include inventory exchanges that are substantially similar to tariff-like arrangements with our customers. Under these arrangements, our Supply and Logistics segment has transacted the inventory exchange and serves as the shipper on our pipeline systems. See Note 2 to our Consolidated Financial Statements included in Part IV of our 2016 Annual Report on Form 10-K for a discussion of our related accounting policy. We have included an estimate of the revenues from these inventory exchanges in our Transportation segment revenue presented above and adjusted those revenues out such that Total revenue from External customers reconciles to our Condensed Consolidated Statements of Operations. This presentation is consistent with the information provided to our CODM.

⁽²⁾ Segment revenues include intersegment amounts that are eliminated in Purchases and related costs and Field operating costs in our Condensed Consolidated Statements of Operations. Intersegment sales are conducted at posted tariff rates, rates similar to those charged to third parties or rates that we believe approximate market at the time the agreement is executed or renegotiated.

Segment Adjusted EBITDA Reconciliation

The following table reconciles segment adjusted EBITDA to net income attributable to PAGP (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Segment adjusted EBITDA	\$ 489	\$ 462	\$ 1,451	\$ 1,568
Adjustments ⁽¹⁾:				
Depreciation and amortization of unconsolidated entities ⁽²⁾	(13)	(13)	(31)	(38)
Gains/(losses) from derivative activities net of inventory valuation adjustments ⁽³⁾	(216)	52	86	(189)
Long-term inventory costing adjustments ⁽⁴⁾	16	(38)	2	6
Deficiencies under minimum volume commitments, net ⁽⁵⁾	(8)	(25)	(5)	(59)
Equity-indexed compensation expense ⁽⁶⁾	(7)	(8)	(18)	(23)
Net gain/(loss) on foreign currency revaluation ⁽⁷⁾	14	(2)	27	(4)
Line 901 incident ⁽⁸⁾	—	—	(12)	—
Significant acquisition-related expenses ⁽⁹⁾	—	—	(6)	—
Unallocated general and administrative expenses	—	(1)	(3)	(2)
Depreciation and amortization	(152)	(33)	(403)	(352)
Interest expense, net	(134)	(116)	(390)	(349)
Other income/(expense), net	(1)	17	(6)	46
Income/(loss) before tax	<u>(12)</u>	<u>295</u>	<u>692</u>	<u>604</u>
Income tax benefit/(expense)	43	(16)	(85)	(66)
Net income	31	279	607	538
Net income attributable to noncontrolling interests	(27)	(255)	(538)	(436)
Net income attributable to PAGP	<u>\$ 4</u>	<u>\$ 24</u>	<u>\$ 69</u>	<u>\$ 102</u>

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- (1) Represents adjustments utilized by our CODM in the evaluation of segment results.
 - (2) Includes our proportionate share of the depreciation and amortization and gains or losses on significant asset sales of equity method investments.
 - (3) 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, 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 segment adjusted EBITDA. 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.
 - (4) We carry crude oil and NGL inventory that is 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 exclude the impact of changes in the average cost of the long-term inventory (that result from fluctuations in market prices) and writedowns of such inventory that result from price declines from segment adjusted EBITDA.
 - (5) 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. Our CODM views the inclusion of the contractually committed revenues associated with that period as meaningful to segment adjusted EBITDA 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.
 - (6) Includes equity-indexed compensation expense associated with awards that will or may be settled in PAA common units.
 - (7) Includes gains and losses from the revaluation of foreign currency transactions and monetary assets and liabilities.
 - (8) 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. See Note 12 for additional information regarding the Line 901 incident.
 - (9) Includes acquisition-related expenses associated with the ACC Acquisition. See Note 6 for additional discussion. An adjustment for these non-recurring expenses is included in the calculation of segment adjusted EBITDA for the three and nine months ended September 30, 2017 as our CODM does not view such expenses as integral to understanding our core segment operating performance. Acquisition-related expenses for the 2016 period were not significant to segment adjusted EBITDA.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Introduction

The following discussion is intended to provide investors with an understanding of our financial condition and results of our operations and should be read in conjunction with our historical Consolidated Financial Statements and accompanying notes and Management's Discussion and Analysis of Financial Condition and Results of Operations as presented in our 2016 Annual Report on Form 10-K. For more detailed information regarding the basis of presentation for the following financial information, see the Condensed Consolidated Financial Statements and related notes that are contained in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Our discussion and analysis includes the following:

- Executive Summary
- Acquisitions and Capital Projects
- Results of Operations
- Outlook
- Liquidity and Capital Resources
- Off-Balance Sheet Arrangements
- Recent Accounting Pronouncements
- Critical Accounting Policies and Estimates
- Forward-Looking Statements

Executive Summary

Company Overview

We are a Delaware limited partnership formed on July 17, 2013 that has elected to be taxed as a corporation for United States federal income tax purposes. As of September 30, 2017, our sole assets consisted of (i) a 100% managing member interest in Plains All American GP LLC ("GP LLC") that has also elected to be taxed as a corporation for United States federal income tax purposes and (ii) an approximate 54% limited partner interest in AAP through our direct ownership of approximately 153.5 million AAP units and indirect ownership of approximately 1.0 million AAP units through GP LLC. GP LLC is a Delaware limited liability company that also holds the non-economic general partner interest in AAP. AAP is a Delaware limited partnership that, as of September 30, 2017, directly owns an approximate 36% limited partner interest in PAA represented by approximately 286.8 million PAA common units. AAP is the sole member of PAA GP LLC ("PAA GP"), a Delaware limited liability company that directly holds the non-economic general partner interest in PAA.

PAA owns and operates midstream energy infrastructure and provides logistics services primarily for crude oil, NGL 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.

Overview of Operating Results, Capital Investments and Other Significant Activities

During the first nine months of 2017, we recognized net income of \$607 million as compared to net income of \$538 million recognized during the first nine months of 2016. Our financial results for the comparative periods were impacted by:

- The favorable impact of contributions from our recently completed acquisitions and capital expansion projects and gains on certain derivative instruments, partially offset by less favorable crude oil and NGL market conditions and margin compression caused by continued intense competition;
- Higher interest expense primarily related to financing activities associated with our capital investments;
- Higher depreciation and amortization expense largely driven by (i) recently acquired assets, (ii) the completion of various capital expansion projects and (iii) net losses from non-core assets sales and joint

venture formations recognized in the 2017 period, compared to net gains from such activities in 2016, all partially offset by impairment losses recognized during the 2016 period; and

- The mark-to-market of PAA's Preferred Distribution Rate Reset Option, resulting in a smaller gain in the current period compared to the prior period.

See further discussion of our segment operating results in the “—Results of Operations—Analysis of Operating Segments” and “—Other Income and Expenses” sections below.

We invested \$893 million in midstream infrastructure projects during the nine months ended September 30, 2017, and we expect expansion capital for the full year of 2017 to be approximately \$1.050 billion. Additionally, in February 2017, we acquired a crude oil gathering system located in the Northern Delaware Basin for approximately \$1.217 billion and a marine propane terminal for \$41 million. In April 2017, we completed the formation of a 50/50 joint venture, which subsequently acquired a crude oil pipeline located in the Southern Delaware Basin for \$133 million. For our 50% share (\$66.5 million), PAA contributed approximately 1.3 million of its common units and approximately \$26 million in cash. To fund such capital activities, we sold PAGP and PAA equity securities for net proceeds of approximately \$1.7 billion. In addition, we have continued to advance our divestiture program, completing non-core asset sales during the first nine months of 2017 for cash proceeds of approximately \$407 million. We also paid approximately \$1.170 billion of cash distributions to our Class A shareholders and noncontrolling interests during the nine months ended September 30, 2017.

On August 25, 2017, PAA's management announced that it was implementing an action plan to strengthen its balance sheet and reduce leverage, adopt a distribution approach underpinned by fee-based business activities and position itself for future distribution growth. The action plan, which was endorsed by the PAGP GP Board, includes its intent to:

- Reset PAA's annualized distribution per common unit to \$1.20, starting with the third-quarter distribution payable in November 2017, which would reduce annual distribution outflow by approximately \$725 million per year, representing approximately \$1.1 billion over 6 quarters;
- Complete pending and/or in-progress non-core/strategic asset sales totaling approximately \$700 million;
- Reduce its hedged crude oil and NGL inventory volumes and related debt by approximately \$300 million (based on current prices);
- Fund its second-half 2017 and full-year 2018 expansion capital program with a combination of non-convertible, perpetual preferred equity and a portion of the non-core asset sales proceeds; and
- Apply retained cash flows and remaining asset sales proceeds to steadily reduce its total debt as of June 30, 2017 by approximately \$1.4 billion through March 31, 2019.

There can be no assurance that PAA will achieve these objectives, or that they will be achieved within the desired time frame or in the desired amounts. Achievement of these objectives is subject to risks and uncertainties, many of which are outside of our control or PAA's control. Please see “Risk Factors—Risks Related to PAA's Business” discussed in Item 1A of our 2016 Annual Report on Form 10-K.

Over the last several months, PAA has taken a number of steps toward the achievement of its objective to strengthen its balance sheet and reduce leverage, including:

- Resetting its annualized distribution per common unit to \$1.20 for the third-quarter distribution payable in November 2017;
- Reducing hedged inventory related borrowings at the end of the third quarter by approximately \$200 million (as compared to the end of the second quarter), with the expectation to reduce these borrowings by an additional \$100 million or more over the next quarter or two, assuming current commodity prices;
- Completing the issuance of 800,000 Series B preferred units for net proceeds of \$788 million; and
- Completing sales of assets or joint venture formations for aggregate proceeds of approximately \$385 million, and entering into definitive agreements for additional asset sales, which are expected to close by the end of 2017 or early 2018 and substantially complete its \$700 million targeted program.

Other Recent Developments - Assets Placed in Service. Construction on the Diamond Pipeline, in which we own a 50% interest, was substantially completed in late October, and will commence linefill operations in early to mid-November 2017. We expect to begin commercial operations in December 2017. We have also completed our new STACK JV pipeline project, in which we own a 50% interest, which will be placed into service in early to mid-November 2017.

Acquisitions and Capital Projects

The following table summarizes our expenditures for acquisition capital, expansion capital and maintenance capital (in millions):

	Nine Months Ended September 30,	
	2017	2016
Acquisition capital ⁽¹⁾⁽²⁾	\$ 1,325	\$ 289
Expansion capital ⁽²⁾⁽³⁾	893	1,065
Maintenance capital ⁽³⁾	194	128
	\$ 2,412	\$ 1,482

⁽¹⁾ Acquisition capital for the first nine months of 2017 primarily relates to the ACC Acquisition. See Note 6 to our Condensed Consolidated Financial Statements for further discussion regarding our acquisition activities.

⁽²⁾ Acquisitions of initial investments or additional interests in unconsolidated entities are included in "Acquisition capital." Subsequent contributions to unconsolidated entities related to expansion projects of such entities are recognized in "Expansion capital." We account for our investments in such entities under the equity method of accounting.

⁽³⁾ Capital expenditures made to expand the existing operating and/or earnings capacity of our assets are classified as expansion capital. Capital expenditures for the replacement of partially or fully depreciated assets in order to maintain the operating and/or earnings capacity of our existing assets are classified as maintenance capital.

Expansion Capital Projects

The following table summarizes our notable projects in progress during 2017 and the estimated cost for the year ending December 31, 2017 (in millions):

Projects	2017
Diamond Pipeline ⁽¹⁾	\$300
Permian Basin Area Systems Projects	235
Fort Saskatchewan Facility Projects	75
STACK Projects ⁽¹⁾	55
Cushing Terminal Expansions	40
Corpus Christi JV Dock ⁽¹⁾	30
St. James Terminal Projects	10
Other Projects	305
Total Projected 2017 Expansion Capital Expenditures	\$1,050

⁽¹⁾ Represents contributions related to our 50% investment interest.

Results of Operations

The following table sets forth an overview of our consolidated financial results calculated in accordance with GAAP (in millions, except per share data).

	Three Months Ended September 30,		Variance		Nine Months Ended September 30,		Variance	
	2017	2016	\$	%	2017	2016	\$	%
Transportation segment adjusted EBITDA ⁽¹⁾	\$ 363	\$ 308	\$ 55	18 %	\$ 933	\$ 863	\$ 70	8 %
Facilities segment adjusted EBITDA ⁽¹⁾	182	171	11	6 %	550	497	53	11 %
Supply and Logistics segment adjusted EBITDA ⁽¹⁾	(56)	(17)	(39)	(229)%	(32)	208	(240)	(115)%
Adjustments:								
Depreciation and amortization of unconsolidated entities	(13)	(13)	—	— %	(31)	(38)	7	18 %
Selected items impacting comparability - segment adjusted EBITDA	(201)	(21)	(180)	**	74	(269)	343	**
Unallocated general and administrative expenses	—	(1)	1	100 %	(3)	(2)	(1)	(50)%
Depreciation and amortization	(152)	(33)	(119)	(361)%	(403)	(352)	(51)	(14)%
Interest expense, net	(134)	(116)	(18)	(16)%	(390)	(349)	(41)	(12)%
Other income/(expense), net	(1)	17	(18)	(106)%	(6)	46	(52)	(113)%
Income tax benefit/(expense)	43	(16)	59	369 %	(85)	(66)	(19)	(29)%
Net income	31	279	(248)	(89)%	607	538	69	13 %
Net income attributable to noncontrolling interests	(27)	(255)	228	89 %	(538)	(436)	(102)	(23)%
Net income attributable to PAGP	\$ 4	\$ 24	\$ (20)	(83)%	\$ 69	\$ 102	\$ (33)	(32)%
Basic net income per Class A share ⁽²⁾	\$ 0.03	\$ 0.24	\$ (0.21)	(88)%	\$ 0.49	\$ 1.03	\$ (0.54)	(52)%
Diluted net income per Class A share ⁽²⁾	\$ 0.03	\$ 0.24	\$ (0.21)	(88)%	\$ 0.49	\$ 1.02	\$ (0.53)	(52)%
Basic weighted average Class A shares outstanding ⁽²⁾	154	101	53	52 %	142	99	43	43 %
Diluted weighted average Class A shares outstanding ⁽²⁾	154	101	53	52 %	142	236	(94)	(40)%

** Indicates that variance as a percentage is not meaningful.

(1) Segment adjusted EBITDA is the measure of segment performance that is utilized by our Chief Operating Decision Maker (“CODM”) to assess performance and allocate resources among our operating segments. This measure is adjusted for certain items, including those that our CODM believes impact comparability of results across periods. See Note 13 to our Condensed Consolidated Financial Statements for additional discussion of such adjustments.

(2) The share and per-share amounts for the 2016 period have been retroactively adjusted to reflect the effect of the reverse split that was effected as part of the Simplification Transactions. See Note 1 to our Condensed Consolidated Financial Statements for additional discussion of the Simplification Transactions.

Non-GAAP Financial Measures

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 measure used by management is earnings before interest, taxes, depreciation and amortization (including our proportionate share of depreciation and amortization and gains and losses on significant asset sales of unconsolidated entities) and adjusted for certain selected items impacting comparability (“Adjusted EBITDA”).

Management believes that the presentation of such additional financial measure provides useful information to investors regarding our performance and results of operations because this measure, when used to supplement related GAAP financial measures, (i) provide additional information about our core operating performance, (ii) provide investors with the same financial analytical framework upon which management bases financial, operational, compensation and planning/budgeting decisions and (iii) present measurements that investors, rating agencies and debt holders have indicated are useful in assessing us and our results of operations. This non-GAAP measure may exclude, for example, (i) charges for obligations that are expected to be settled with the issuance of equity instruments, (ii) gains or losses on derivative instruments that are related to underlying activities in another period (or the reversal of such adjustments from a prior period), the mark-to-market related to PAA's Preferred Distribution Rate Reset Option, 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. This measure 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 “Accounts payable and accrued liabilities” in our Condensed Consolidated Financial Statements. Such amounts are presented net of applicable amounts subsequently recognized into revenue. We have defined all such items as “selected items impacting comparability.” 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, expansion projects and numerous other factors as discussed, as applicable, in “Analysis of Operating Segments.”

Our definition and calculation of certain non-GAAP financial measures may not be comparable to similarly-titled measures of other companies. Adjusted EBITDA is reconciled to Net Income, the most directly comparable measure as reported in accordance with GAAP, and should be viewed in addition to, and not in lieu of, our Condensed Consolidated Financial Statements and footnotes.

The following table sets forth the reconciliation of our non-GAAP financial performance measure from Net Income (in millions):

	Three Months Ended September 30,		Variance		Nine Months Ended September 30,		Variance	
	2017	2016	\$	%	2017	2016	\$	%
Net income	\$ 31	\$ 279	\$ (248)	(89)%	\$ 607	\$ 538	\$ 69	13 %
Add/(Subtract):								
Interest expense, net	134	116	18	16 %	390	349	41	12 %
Income tax expense/(benefit)	(43)	16	(59)	(369)%	85	66	19	29 %
Depreciation and amortization	152	33	119	361 %	403	352	51	14 %
Depreciation and amortization of unconsolidated entities ⁽¹⁾	13	13	—	— %	31	38	(7)	(18)%
Selected Items Impacting Comparability - Adjusted EBITDA:								
(Gains)/losses from derivative activities net of inventory valuation adjustments ⁽²⁾	216	(52)	268	**	(86)	189	(275)	**
Long-term inventory costing adjustments ⁽³⁾	(16)	38	(54)	**	(2)	(6)	4	**
Deficiencies under minimum volume commitments, net ⁽⁴⁾	8	25	(17)	**	5	59	(54)	**
Equity-indexed compensation expense ⁽⁵⁾	7	8	(1)	**	18	23	(5)	**
Net (gain)/loss on foreign currency revaluation ⁽⁶⁾	(14)	2	(16)	**	(27)	4	(31)	**
Line 901 incident ⁽⁷⁾	—	—	—	**	12	—	12	**
Significant acquisition-related expenses ⁽⁸⁾	—	—	—	**	6	—	6	**
Selected Items Impacting Comparability - segment adjusted EBITDA	201	21	180	**	(74)	269	(343)	**
Losses from derivative activities ⁽²⁾	(2)	(17)	15	**	—	(42)	42	**
Net (gain)/loss on foreign currency revaluation ⁽⁶⁾	3	1	2	**	7	(3)	10	**
Selected Items Impacting Comparability - Adjusted EBITDA ⁽⁹⁾	202	5	197	**	(67)	224	(291)	**
Adjusted EBITDA ⁽⁹⁾	\$ 489	\$ 462	\$ 27	6 %	\$ 1,449	\$ 1,567	\$ (118)	(8)%

** Indicates that variance as a percentage is not meaningful.

(1) Over the past several years, we have increased our participation in pipeline strategic joint ventures, which are accounted for under the equity method of accounting. We exclude our proportionate share of the depreciation and amortization expense and gains or losses on significant asset sales of such unconsolidated entities when reviewing Adjusted EBITDA, similar to our consolidated assets.

(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 EBITDA. 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 PAA's Preferred Distribution Rate Reset Option. See Note 10 to our Condensed Consolidated

Financial Statements for a comprehensive discussion regarding our derivatives and risk management activities and PAA's Preferred Distribution Rate Reset Option.

- (3) We carry crude oil and NGL inventory that is 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 writedowns of such inventory that result from price declines as a selected item impacting comparability. See Note 4 to our Consolidated Financial Statements included in Part IV of our 2016 Annual Report on Form 10-K for additional inventory disclosures.
- (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 PAA common units and awards that will or may be settled in cash. The awards that will or may be settled in PAA common units are included in PAA's 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 PAA's diluted net income per unit calculation, as applicable, 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. See Note 16 to our Consolidated Financial Statements included in Part IV of our 2016 Annual Report on Form 10-K for a comprehensive discussion regarding our equity-indexed compensation plans.
- (6) During the periods presented, there were fluctuations in the value of CAD to USD, 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. See Note 10 to our Condensed Consolidated Financial Statements for discussion regarding our currency exchange rate risk hedging activities.
- (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. See Note 12 to our Condensed Consolidated Financial Statements for additional information.
- (8) Includes acquisition-related expenses associated with the ACC Acquisition. See Note 6 to our Condensed Consolidated Financial Statements for additional information.
- (9) Adjusted EBITDA includes Other income/(expense), net adjusted for selected items impacting comparability. Segment adjusted EBITDA is exclusive of such amounts.

Analysis of Operating Segments

We manage our operations through three operating segments: Transportation, Facilities and Supply and Logistics. Our CODM (our Chief Executive Officer) evaluates segment performance based on a variety of measures including segment adjusted EBITDA, segment volumes, segment adjusted EBITDA per barrel and maintenance capital investment.

We define segment adjusted EBITDA as revenues and equity earnings in unconsolidated entities less (a) purchases and related costs, (b) field operating costs and (c) segment general and administrative expenses, plus our proportionate share of the depreciation and amortization expense and gains or losses on significant asset sales of unconsolidated entities, and further adjusted for certain selected items including (i) the mark-to-market of 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, (ii) long-term

inventory costing adjustments, (iii) charges for obligations that are expected to be settled with the issuance of equity instruments, (iv) amounts related to deficiencies associated with minimum volume commitments, net of applicable amounts subsequently recognized into revenue and (v) other items that our CODM believes are integral to understanding our core segment operating performance. See Note 13 to our Condensed Consolidated Financial Statements for a reconciliation of segment adjusted EBITDA to net income attributable to PAGP.

Revenues and expenses from our Canadian based subsidiaries, which use CAD as their functional currency, are translated at the prevailing average exchange rates for the month.

Transportation Segment

Our Transportation segment operations generally consist of fee-based activities associated with transporting crude oil and NGL on pipelines, gathering systems, trucks and barges. The Transportation segment generates revenue through a combination of tariffs, third-party pipeline capacity agreements and other transportation fees.

The following tables set forth our operating results from our Transportation segment:

Operating Results (1) (in millions, except per barrel data)	Three Months Ended September 30,		Variance		Nine Months Ended September 30,		Variance	
	2017	2016	\$	%	2017	2016	\$	%
Revenues	\$ 446	\$ 401	\$ 45	11 %	\$ 1,260	\$ 1,188	\$ 72	6 %
Purchases and related costs	(29)	(24)	(5)	(21)%	(74)	(69)	(5)	(7)%
Field operating costs ⁽²⁾	(134)	(133)	(1)	(1)%	(427)	(406)	(21)	(5)%
Equity-indexed compensation expense - field operating costs	(2)	(3)	1	**	(9)	(9)	—	**
Segment general and administrative expenses ^{(2) (3)}	(22)	(22)	—	— %	(70)	(67)	(3)	(4)%
Equity-indexed compensation expense - general and administrative	(3)	(4)	1	**	(8)	(10)	2	**
Equity earnings in unconsolidated entities	80	46	34	74 %	201	133	68	51 %
Adjustments ⁽⁴⁾ :								
Depreciation and amortization of unconsolidated entities	13	13	—	— %	31	38	(7)	(18)%
Deficiencies under minimum volume commitments, net	11	30	(19)	**	2	54	(52)	**
Equity-indexed compensation expense	3	4	(1)	**	9	11	(2)	**
Line 901 incident	—	—	—	**	12	—	12	**
Significant acquisition-related expenses	—	—	—	**	6	—	6	**
Segment adjusted EBITDA	\$ 363	\$ 308	\$ 55	18 %	\$ 933	\$ 863	\$ 70	8 %
Maintenance capital	\$ 32	\$ 29	\$ 3	10 %	\$ 89	\$ 86	\$ 3	3 %
Segment adjusted EBITDA per barrel	\$ 0.74	\$ 0.73	\$ 0.01	1 %	\$ 0.67	\$ 0.68	\$ (0.01)	(1)%

Average Daily Volumes (in thousands of barrels per day) (5)	Three Months Ended September 30,		Variance		Nine Months Ended September 30,		Variance	
	2017	2016	Volumes	%	2017	2016	Volumes	%
Tariff activities volumes								
Crude oil pipelines (by region):								
Permian Basin (6)	2,963	2,162	801	37 %	2,732	2,129	603	28 %
South Texas / Eagle Ford (6)	362	263	99	38 %	341	283	58	20 %
Western	190	194	(4)	(2)%	186	193	(7)	(4)%
Rocky Mountain (6)	426	475	(49)	(10)%	418	448	(30)	(7)%
Gulf Coast	359	423	(64)	(15)%	362	538	(176)	(33)%
Central (6)	424	403	21	5 %	419	393	26	7 %
Canada	351	379	(28)	(7)%	359	384	(25)	(7)%
Crude oil pipelines	5,075	4,299	776	18 %	4,817	4,368	449	10 %
NGL pipelines	172	185	(13)	(7)%	169	182	(13)	(7)%
Tariff activities total volumes	5,247	4,484	763	17 %	4,986	4,550	436	10 %
Trucking volumes	94	118	(24)	(20)%	102	113	(11)	(10)%
Transportation segment total volumes	5,341	4,602	739	16 %	5,088	4,663	425	9 %

** Indicates that variance as a percentage is not meaningful.

- (1) Revenues and costs and expenses include intersegment amounts.
- (2) Field operating costs and Segment general and administrative expenses exclude equity-indexed compensation expense, which is presented separately in the table above.
- (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 included in the performance measure utilized by our CODM in the evaluation of segment results. See Note 13 to our Condensed Consolidated Financial Statements for additional discussion of such adjustments.
- (5) Average daily volumes are calculated as the total volumes (attributable to our interest) for the period divided by the number of days in the period.
- (6) Region includes volumes (attributable to our interest) from pipelines owned by unconsolidated entities.

Tariffs and other fees on our pipeline systems vary by receipt point and delivery point. The segment results generated by our tariff and other fee-related activities depend on the volumes transported on the pipeline and the level of the tariff and other fees charged, as well as the fixed and variable field costs of operating the pipeline. As is common in the pipeline transportation industry, our tariffs incorporate a loss allowance factor that is intended to offset losses due to evaporation, measurement and other losses in transit. We value the variance of allowance volumes to actual losses at the estimated net realizable value (including the impact of gains and losses from derivative-related activities) at the time the variance occurred and the result is recorded as either an increase or decrease to tariff activities revenues.

The following is a discussion of items impacting Transportation segment operating results for the periods indicated.

Revenues, Equity Earnings in Unconsolidated Entities and Volumes. The following table presents variances in revenues and equity earnings in unconsolidated entities by region for the comparative periods presented:

(in millions)	Favorable/(Unfavorable) Variance Three Months Ended September 30, 2017-2016		Favorable/(Unfavorable) Variance Nine Months Ended September 30, 2017-2016	
	Revenues	Equity Earnings	Revenues	Equity Earnings
Tariff and trucking activities:				
Permian Basin region	\$ 60	\$ 9	\$ 129	\$ 17
South Texas / Eagle Ford region	—	20	(6)	31
Rocky Mountain region	—	4	(13)	10
Gulf Coast region	(3)	—	(20)	—
Other (including trucking and pipeline loss allowance revenue)	(12)	1	(18)	10
Total variance	\$ 45	\$ 34	\$ 72	\$ 68

- Permian Basin region — The increase in revenues for the comparative 2017 periods presented was largely driven by (i) higher volumes on our Cactus pipeline due to stronger demand in the Corpus Christi market and to third-party terminals, which also favorably impacted volumes on our McCamey pipeline system, (ii) results from the ACC System, which we acquired in February 2017, and (iii) increased production and new lease connections to our gathering systems in the Permian Basin.

Equity earnings increased due to higher earnings from our 50% interest in BridgeTex Pipeline Company, LLC resulting from higher volumes in the 2017 periods.

- South Texas / Eagle Ford region — Equity earnings from our 50% interest in Eagle Ford Pipeline LLC increased over the periods presented primarily due to higher volumes from our Cactus pipeline related to stronger demand in the Corpus Christi market and to third-party terminals.
- Rocky Mountain region — The decrease in revenues for the nine-month comparative period was largely driven by (i) lower volumes due to downtime on our Wahsatch pipeline, which we proactively shut down for approximately 30 days during the first quarter of 2017 as a precautionary measure in response to indications of soil movement identified by our monitoring systems, and (ii) the sale of 50% of our investment in Cheyenne Pipeline in June 2016, subsequent to which it was accounted for under the equity method of accounting.

Equity earnings for the nine-month comparative period increased primarily due to contributions from (i) our 40% investment in Saddlehorn Pipeline Company, LLC, which began operations in the third quarter of 2016, and (ii) our 50% investment in Cheyenne Pipeline, as discussed above. Such increases were partially offset by decreased equity earnings from our 35.67% interest in White Cliffs Pipeline LLC due to lower volumes on the joint venture pipeline.

- Gulf Coast region — Revenues and volumes decreased for the comparative three-month period primarily due to lower refinery demand on our Pascagoula pipeline and fewer spot shippers on Capline pipeline for the 2017 period. The nine-month comparative period was further impacted by the sale of certain of our Gulf Coast pipelines in March 2016 and July 2016.

Adjustments: Deficiencies under minimum volume commitments, net. Many industry infrastructure projects developed and completed over the last several years were underpinned by long-term minimum volume commitment contracts whereby the shipper, based on an expectation of continued production growth, agreed to either: (i) ship and pay for certain stated volumes or (ii) pay the agreed upon price for a minimum contract quantity. During the 2016 and 2017 periods presented in the table above, we had net collections for deficiencies under minimum volume commitments resulting in deferred revenues and an increase to Segment adjusted EBITDA. However, such net collections in the 2017 periods were partially offset by (i) shippers utilizing credits associated with previous deficiencies or (ii) credits expiring, which resulted in the recognition of previously deferred revenue.

Field Operating Costs. The increase in field operating costs (excluding equity-indexed compensation expense) for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016 was primarily due to an increase in estimated costs associated with the Line 901 incident (which impact our field operating costs but are excluded from segment adjusted EBITDA and thus are reflected as an “Adjustment” in the table above), an increase in power costs resulting from higher volumes and incremental operating costs from the Alpha Crude Connector acquisition in February 2017, partially offset by cost reduction efforts and decreased costs due to the sale of certain Gulf Coast pipelines as noted above.

Equity-Indexed Compensation Expense. The following table presents total equity-indexed compensation expense by segment (in millions):

Operating Segment	Three Months Ended September 30,			Nine Months Ended September 30,		
	2017	2016	Variance	2017	2016	Variance
Transportation	\$ 5	\$ 7	\$ (2)	\$ 17	\$ 19	\$ (2)
Facilities	3	3	—	7	10	(3)
Supply and Logistics	2	4	(2)	9	11	(2)
	<u>\$ 10</u>	<u>\$ 14</u>	<u>\$ (4)</u>	<u>\$ 33</u>	<u>\$ 40</u>	<u>\$ (7)</u>

Across all segments, equity-indexed compensation expense decreased by \$4 million and \$7 million for the three and nine months ended September 30, 2017, respectively, compared to the same periods in 2016, primarily due to a decrease in PAA unit price for both the three and nine months ended September 30, 2017, compared to an increase in PAA unit price for the same periods in 2016, partially offset by more probable awards outstanding during the three and nine months ended September 30, 2017 compared to the same periods in 2016. See Note 16 to our Consolidated Financial Statements included in Part IV of our 2016 Annual Report on Form 10-K for additional information regarding our equity-indexed compensation plans.

Facilities Segment

Our Facilities segment operations generally consist of fee-based activities associated with providing storage, terminalling and throughput services for crude oil, refined products, NGL and natural gas, as well as NGL fractionation and isomerization services and natural gas and condensate processing services. The Facilities segment generates revenue through a combination of month-to-month and multi-year agreements and processing arrangements.

The following tables set forth our operating results from our Facilities segment:

Operating Results (1) (in millions, except per barrel data)	Three Months Ended September 30,		Variance		Nine Months Ended September 30,		Variance	
	2017	2016	\$	%	2017	2016	\$	%
Revenues	\$ 291	\$ 282	\$ 9	3 %	\$ 873	\$ 817	\$ 56	7 %
Natural gas related costs	(3)	(6)	3	50 %	(19)	(17)	(2)	(12)%
Field operating costs (2)	(88)	(85)	(3)	(4)%	(256)	(258)	2	1 %
Equity-indexed compensation expense - field operating costs	(1)	(1)	—	**	(2)	(3)	1	**
Segment general and administrative expenses (2) (3)	(16)	(15)	(1)	(7)%	(50)	(44)	(6)	(14)%
Equity-indexed compensation expense - general and administrative	(2)	(2)	—	**	(5)	(7)	2	**
Adjustments (4):								
Deficiencies under minimum volume commitments, net	(3)	(5)	2	**	3	5	(2)	**
(Gains)/losses from derivative activities net of inventory valuation adjustments	2	1	1	**	3	—	3	**
Net (gain)/loss on foreign currency revaluation	—	—	—	**	—	(1)	1	**
Equity-indexed compensation expense	2	2	—	**	3	5	(2)	**
Segment adjusted EBITDA	\$ 182	\$ 171	\$ 11	6 %	\$ 550	\$ 497	\$ 53	11 %
Maintenance capital	\$ 28	\$ 15	\$ 13	87 %	\$ 94	\$ 32	\$ 62	194 %
Segment adjusted EBITDA per barrel	\$ 0.47	\$ 0.43	\$ 0.04	9 %	\$ 0.47	\$ 0.43	\$ 0.04	9 %

Volumes (5)	Three Months Ended September 30,		Variance		Nine Months Ended September 30,		Variance	
	2017	2016	Volumes	%	2017	2016	Volumes	%
Crude oil, refined products and NGL terminalling and storage (average monthly capacity in millions of barrels)	112	109	3	3 %	112	106	6	6 %
Rail load / unload volumes (average volumes in thousands of barrels per day)	30	73	(43)	(59)%	38	97	(59)	(61)%
Natural gas storage (average monthly working capacity in billions of cubic feet) (6)	67	97	(30)	(31)%	87	97	(10)	(10)%
NGL fractionation (average volumes in thousands of barrels per day)	131	119	12	10 %	125	113	12	11 %
Facilities segment total volumes (average monthly volumes in millions of barrels) (7)	128	131	(3)	(2)%	131	129	2	2 %

** Indicates that variance as a percentage is not meaningful.

(1) Revenues and costs and expenses include intersegment amounts.

(2) Field operating costs and Segment general and administrative expenses exclude equity-indexed compensation expense, which is presented separately in the table above.

- (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 included in the performance measure utilized by our CODM in the evaluation of segment results. See Note 13 to our Condensed Consolidated Financial Statements for additional discussion of such adjustments.
- (5) Average monthly volumes are calculated as total volumes for the period divided by the number of months in the period.
- (6) The decrease in average monthly working capacity of natural gas storage facilities was driven by adjustments for (i) the sale of our Bluewater facility in June 2017, (ii) changes in base gas and (iii) the net capacity change between capacity additions from fill and dewater operations and capacity losses from salt creep.
- (7) Facilities segment total volumes is calculated as the sum of: (i) crude oil, refined products and NGL terminalling and storage capacity; (ii) rail load and unload volumes multiplied by the number of days in the period and divided by the number of months in the period; (iii) 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 (iv) NGL fractionation volumes multiplied by the number of days in the period and divided by the number of months in the period.

The following is a discussion of items impacting Facilities segment operating results for the periods indicated.

Revenues and Volumes. Variances in revenues and average monthly volumes for the comparative periods were driven by:

- NGL Storage, NGL Fractionation and Canadian Natural Gas Processing — Revenues increased by \$23 million and \$82 million for the three and nine months ended September 30, 2017, respectively, compared to the same periods in 2016 primarily due to contributions from the Western Canada NGL assets we acquired in August 2016 and increased storage capacity at our Fort Saskatchewan facility, as well as higher fees at certain of our NGL storage and fractionation facilities, which were largely incurred in our Supply and Logistics segment results.
- Rail Terminals — Revenues decreased by \$9 million and \$25 million for the three and nine months ended September 30, 2017, respectively, compared to the three and nine months ended September 30, 2016 primarily due to lower volumes at our U.S. terminals resulting from less favorable market conditions. The decrease for the nine-month period was partially offset by revenues and volumes from our Fort Saskatchewan rail terminal that came on line in April 2016.
- Crude Oil Storage — Revenues increased by \$1 million for the three months ended September 30, 2017 compared to the three months ended September 30, 2016 and decreased by \$3 million for the nine months ended September 30, 2017 compared to the same 2016 period. Both of the 2017 periods were positively impacted by increased revenues from our Cushing terminal due to capacity expansions of approximately 2 million barrels and increased terminal throughput. These positive results were offset (i) for the three-month comparative period, by decreased marine activity and (ii) for the nine-month comparative period, by decreased utilization at certain of our West Coast terminals and the sale of certain of our East Coast terminals in April 2016.

Field Operating Costs. The decrease in field operating costs (excluding equity-indexed compensation expense) for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016 was primarily due to reduced rail activity, cost reduction efforts and the sales of our Bluewater natural gas storage facility in June 2017 and certain of our East Coast terminals in April 2016. Such decreases were largely offset by an increase in operating costs associated with the Western Canada NGL assets acquired in August 2016 and increased power costs. The three-month comparative period was also impacted by property tax refunds received during the third quarter of 2016.

Equity-indexed compensation expense. See “—Analysis of Operating Segments—Transportation Segment” for discussion of equity-indexed compensation expense for the periods presented.

Maintenance Capital. Maintenance capital consists of capital expenditures for the replacement of partially or fully depreciated assets in order to maintain the operating and/or earnings capacity of our existing assets. The increase in maintenance capital for the three and nine months ended September 30, 2017 compared to the same periods in 2016 was

primarily due to increased investment in our integrity management program, primarily on assets at our Southern California terminals.

Supply and Logistics Segment

Our revenues from supply and logistics activities reflect the sale of gathered and bulk-purchased crude oil, as well as sales of NGL volumes purchased from suppliers and natural gas sales attributable to the activities that were previously performed by our natural gas storage commercial optimization group. Generally, our segment profit is impacted by (i) increases or decreases in our Supply and Logistics segment volumes (which consist of lease gathering crude oil purchases volumes, NGL sales volumes and waterborne cargos), (ii) the effects of competition on our lease gathering and NGL margins and (iii) the overall volatility and strength or weakness of market conditions and the allocation of our assets among our various risk management strategies. In addition, the execution of our risk management strategies in conjunction with our assets can provide upside in certain markets. Although segment profit may be adversely affected during certain transitional periods as discussed further below, our crude oil and NGL supply, logistics and distribution operations are not directly affected by the absolute level of prices, but are affected by overall levels of supply and demand for crude oil and NGL, market structure and relative fluctuations in market-related indices and regional differentials.

The following tables set forth our operating results from our Supply and Logistics segment:

Operating Results (1) (in millions, except per barrel data)	Three Months Ended September 30,		Variance		Nine Months Ended September 30,		Variance	
	2017	2016	\$	%	2017	2016	\$	%
Revenues	\$ 5,574	\$ 4,879	\$ 695	14 %	\$ 17,757	\$ 13,353	\$ 4,404	33 %
Purchases and related costs	(5,729)	(4,788)	(941)	(20)%	(17,407)	(13,031)	(4,376)	(34)%
Field operating costs (2)	(62)	(70)	8	11 %	(193)	(226)	33	15 %
Equity-indexed compensation expense - field operating costs	—	—	—	**	—	(1)	1	**
Segment general and administrative expenses (2) (3)	(23)	(23)	—	— %	(68)	(72)	4	6 %
Equity-indexed compensation expense - general and administrative	(2)	(4)	2	**	(9)	(10)	1	**
Adjustments (4):								
(Gains)/losses from derivative activities net of inventory valuation adjustments	214	(53)	267	**	(89)	189	(278)	**
Long-term inventory costing adjustments	(16)	38	(54)	**	(2)	(6)	4	**
Net (gain)/loss on foreign currency revaluation	(14)	2	(16)	**	(27)	5	(32)	**
Equity-indexed compensation expense	2	2	—	**	6	7	(1)	**
Segment adjusted EBITDA	\$ (56)	\$ (17)	\$ (39)	(229)%	\$ (32)	\$ 208	\$ (240)	(115)%
Maintenance capital	\$ 3	\$ 3	\$ —	— %	\$ 11	\$ 10	\$ 1	10 %
Segment adjusted EBITDA per barrel	\$ (0.54)	\$ (0.16)	\$ (0.38)	(238)%	\$ (0.10)	\$ 0.67	\$ (0.77)	(115)%
Average Daily Volumes								
(in thousands of barrels per day)			Volumes	%			Volumes	%
Crude oil lease gathering purchases	929	883	46	5 %	929	894	35	4 %
NGL sales	202	207	(5)	(2)%	254	230	24	10 %
Waterborne cargos	—	8	(8)	**	2	7	(5)	**
Supply and Logistics segment total	1,131	1,098	33	3 %	1,185	1,131	54	5 %

** Indicates that variance as a percentage is not meaningful.

- (1) Revenues and costs include intersegment amounts.
- (2) Field operating costs and Segment general and administrative expenses exclude equity-indexed compensation expense, which is presented separately in the table above.
- (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 included in the performance measure utilized by our CODM in the evaluation of segment results. See Note 13 to our Condensed Consolidated Financial Statements for additional discussion of such adjustments.

The following table presents the range of the NYMEX WTI benchmark price of crude oil (in dollars per barrel):

	NYMEX WTI Crude Oil Price	
	Low	High
Three months ended September 30, 2017	\$ 44	\$ 52
Three months ended September 30, 2016	\$ 40	\$ 49
Nine months ended September 30, 2017	\$ 43	\$ 54
Nine months ended September 30, 2016	\$ 26	\$ 51

Because the commodities that we buy and sell are generally indexed to the same pricing indices for both sales and purchases, revenues and costs related to purchases will fluctuate with market prices. However, the margins related to those sales and purchases will not necessarily have a corresponding increase or decrease. The absolute amount of our revenues and purchases increased for the three and nine months ended September 30, 2017 compared to the same periods in 2016 primarily due to higher crude oil prices. Additionally, revenues and purchases were impacted by net gains and losses from certain derivative activities during the periods.

Historically, we expected a base level of earnings from our Supply and Logistics segment from the assets employed by this segment. However, over the last 18 to 24 months, competition has increased significantly and, combined with recent and current market conditions, predicting such base level of earnings has been difficult. Our Supply and Logistics segment earnings may be optimized and enhanced when there is a high level of market volatility, favorable basis differentials and/or a steep contango market structure. During certain transitional periods, such as the current extended period of lower crude oil prices, increased competition, low volatility and tight differentials, our ability to generate earnings in this segment is reduced and our segment earnings can be adversely impacted by activities designed to increase utilization of certain of our pipeline and facilities assets. These factors, in combination with overcapacity of midstream assets in certain regions and increased competition that currently exists in most crude oil producing regions, make predicting and then generating baseline-level performance challenging. Our NGL operations are also impacted by similar competitive pressures. In addition, our NGL operations are sensitive to weather-related demand, particularly during the approximate five-month peak heating season of November through March, and temperature differences from period-to-period may have a significant effect on NGL demand and thus our financial performance.

The following is a discussion of items impacting Supply and Logistics segment operating results for the periods indicated.

Net Revenues and Volumes. Our Supply and Logistics segment revenues, net of purchases and related costs, decreased by \$246 million for the three months ended September 30, 2017 compared to the three months ended September 30, 2016 and increased by \$28 million for the nine months ended September 30, 2017 compared to the same period in 2016. The nine-month comparative period was impacted by gains from certain derivative activities (as discussed further below) that more than offset lower results from less favorable market conditions. The following summarizes the significant items impacting the comparative periods:

- Crude Oil Operations — Net revenues from our crude oil supply and logistics activities decreased for the three and nine months ended September 30, 2017 as compared to the same periods in 2016, primarily due to lower unit margins from continued and intensifying competition, largely due to overbuilt infrastructure underwritten with

volume commitments, and the effect of such on differentials, which reduced arbitrage opportunities. See the “Outlook” section below for additional discussion of recent market conditions.

- NGL Operations — Net revenues from our NGL operations increased slightly for the three months ended September 30, 2017 compared to the same period in 2016 due to higher propane sales margins, which are primarily timing-related within the 2017-2018 heating season, partially offset by higher storage and processing fees for the 2017 period, which were largely offset in our Facilities segment results.

Net revenues from our NGL operations decreased for the nine months ended September 30, 2017 as compared to the same period in 2016, largely due to (i) higher supply costs and tighter differentials driven by competition, which more than offset higher sales volume from the Western Canada NGL assets acquired in August 2016, (ii) warmer weather during the 2016-2017 heating season and (iii) higher storage and processing fees for the 2017 period, which were largely offset in our Facilities segment results. These decreases were partially offset by higher propane sales margins in the third quarter of 2017, as discussed above.

- Impact from Certain Derivative Activities Net of Inventory Valuation Adjustments — The impact from certain derivative activities on our net revenues includes mark-to-market and other gains and losses resulting from certain derivative instruments that are related to underlying activities in another period (or the reversal of mark-to-market gains and losses from a prior period) and inventory valuation adjustments, as applicable. See Note 10 to our Condensed Consolidated Financial Statements for a comprehensive discussion regarding our derivatives and risk management activities. These gains and losses impact our net revenues but are excluded from segment adjusted EBITDA and thus are reflected as an “Adjustment” in the table above.
- Long-Term Inventory Costing Adjustments — Our net revenues are impacted by changes in the weighted average cost of our crude oil and NGL inventory pools that result from price movements during the periods. These costing adjustments related to long-term inventory necessary to meet our minimum inventory requirements in third-party assets and other working inventory that was 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. These costing adjustments impact our net revenues but are excluded from segment adjusted EBITDA and thus are reflected as an “Adjustment” in the table above.
- Foreign Exchange Impacts — Our net revenues are impacted by fluctuations in the value of CAD to USD, resulting in foreign exchange gains and losses on U.S. denominated net assets within our Canadian operations. These gains and losses impact our net revenues but are excluded from segment adjusted EBITDA and thus are reflected as an “Adjustment” in the table above.

Field Operating Costs. The decrease in field operating costs (excluding equity-indexed compensation expense) for the three and nine months ended September 30, 2017 compared to the three and nine months ended September 30, 2016 was primarily due to lower trucking costs as pipeline expansion projects were placed into service.

Equity-indexed compensation expense. See “—Analysis of Operating Segments—Transportation Segment” for discussion of equity-indexed compensation expense for the periods presented.

Other Income and Expenses

Depreciation and Amortization

Depreciation and amortization expense increased for the three and nine months ended September 30, 2017 compared to the three and nine months ended September 30, 2016 primarily due to (i) additional depreciation and amortization expense associated with recently acquired assets, (ii) the completion of various capital expansion projects during the comparative periods, (iii) an acceleration of depreciation on certain pipeline and rail assets to reflect a change in their estimated useful lives and (iv) the write-off of approximately \$6 million and \$13 million of costs during 2017 and 2016, respectively, resulting from the discontinuation of certain capital projects. Depreciation and amortization expense was further impacted by net losses for the three and nine months ended September 30, 2017 of approximately \$15 million and \$15 million, respectively, and net gains for the three and nine months ended September 30, 2016 of approximately \$84 million and \$100 million, respectively, associated with sales of non-core assets and joint venture formations during the periods. For the nine-month comparative periods, such increases were partially offset by the impact during the second quarter of 2016 of impairment losses of approximately \$80 million associated with certain of our rail and other terminal assets and an \$18 million charge related to assets taken out of service.

Interest Expense

The increase in interest expense for the three and nine months ended September 30, 2017 over the three and nine months ended September 30, 2016 was primarily due to (i) a higher weighted average debt balance during the 2017 periods and (ii) losses of \$8 million and \$10 million recognized during the three and nine months ended September 30, 2017, respectively, due to anticipated hedged transactions being probable of not occurring. The nine-month comparative period was further impacted by lower capitalized interest in the 2017 period driven by fewer capital projects under construction. However, the increases in interest expense for the three and nine month comparative periods were partially offset by a decrease in interest expense for the 2017 periods related to the repayment of AAP's debt in connection with the Simplification Transactions in the fourth quarter of 2016.

Other Income/(Expense), Net

The decrease in Other income/(expense), net for the three and nine months ended September 30, 2017 compared to the same periods in 2016 was primarily related to the mark-to-market adjustment of PAA's Preferred Distribution Rate Reset Option, which was a gain of \$2 million and a gain of less than \$1 million for the three and nine months ended September 30, 2017, respectively, compared to gains of \$17 million and \$42 million for the three and nine months ended September 30, 2016, respectively. See Note 10 to our Condensed Consolidated Financial Statements for additional information. Excluding such impacts, Other income/(expense), net for the periods presented was primarily comprised of gains or losses from the revaluation of foreign currency transactions and monetary assets and liabilities.

Income Tax Expense

The net income tax benefit for the three months ended September 30, 2017 resulted primarily from derivative mark-to-market losses in our Canadian operations and was a favorable variance from the income tax expense in the comparable 2016 period. Income tax expense increased for the nine months ended September 30, 2017, compared to the nine months ended September 30, 2016, primarily due to (i) higher year-over-year income as impacted by fluctuations in derivative mark-to-market valuations in our Canadian operations and (ii) higher deferred tax expense recorded in the first quarter of 2017 related to a change in our effective tax rate.

On November 2, 2017, the House Committee on Ways and Means introduced a tax reform bill. Under the proposed bill, federal corporate income tax rates would be decreased from 35% to 20%. PAGP's deferred tax balances are calculated based on the tax rates in effect during the period. A change in federal corporate income tax rates for a current or future period is recorded as a component of the income tax provision for the period in which the law is enacted to change current or future tax rates. A reduction in the corporate federal income tax rate to 20%, as currently proposed, would result in a write-off of a portion of the deferred tax asset through income tax expense in the period the legislation is enacted.

Outlook

Market Overview and Outlook

See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Market Overview and Outlook" included in Item 7 of our 2016 Annual Report on Form 10-K for a discussion of historical crude oil market conditions and our view on potential drilling and production activity levels. The increase in crude oil prices during the fourth quarter of 2016 and early 2017 led to increased rig activity in areas where we anticipated production levels to increase, most notably the Permian Basin and the STACK resource play in Oklahoma. In the third quarter of 2017, crude oil prices trended in line with the second quarter average.

Rig activity during the third quarter continued to increase for the Lower 48 onshore producing basins in aggregate, but at a much slower rate than the second quarter. This aggregate increase includes reduced rig activity in certain of the Lower 48 onshore producing basins, which was offset by an 8% increase in rig activity in the Permian Basin by adding approximately 28 rigs over the ensuing three month period. However, we expect a continuation of a time lag between increased drilling activity and increased production as producers shift to multiple well pad operations and delayed scheduling of completion activities. These trends have led to a rising inventory of drilled but uncompleted ("DUC") wells in the Permian Basin. According to the U.S. Energy Information Administration, in the Permian Basin alone, DUC inventory has increased by nearly 1,200 DUCs since the beginning of 2016, with total current inventory of approximately 2,400 DUCs. Approximately 80% of this increase in DUC inventory accumulated within the first nine months of 2017, during which DUC additions averaged approximately 100 per month. While the timing of DUC completion activity is difficult to forecast, DUC inventory and increases in well

productivity could have a positive impact on either the rate of production growth or the ability of producers to maintain production at current levels in the event rig activity slows.

Taking all of these factors into account, we continue to expect production levels to increase in the fourth quarter of this year and during 2018. The increased production levels should continue to increase pipeline utilization in our Transportation segment. Longer term, we believe rising production levels will also provide some potential relief on the margin compression we have been experiencing within our Supply and Logistics segment. However, we can provide no assurance that an improvement in production levels and other market conditions will be achieved or that we will not be negatively impacted by declining crude oil supply, lower commodity prices, reduced producer activity levels, competition for incremental volumes, reduced margins, low levels of volatility, challenging capital markets conditions or other related factors. A low crude oil price environment could have a material adverse impact on drilling and completion activity. Additionally, construction of additional infrastructure by us and our competitors could lead to even greater levels of excess takeaway capacity in certain areas for the near- to medium-term, which could further reduce unit margins in our various segments, and which could be exacerbated by declining levels of crude oil producer activity. Specifically, our Supply and Logistics segment has been most heavily impacted by margin compression driven by factors such as these. Within our Supply and Logistics segment, our crude oil activities were the first to experience significant margin compression, and recently, our NGL activities have become adversely impacted by margin compression as well, substantially driven by increased competition in supply areas and tighter differentials between Canadian and U.S. markets. In addition, in the current environment of increased competition, relatively flat to slightly backwardated futures price curves, narrow grade differentials and low regional basis differentials in many areas, the prospects for capturing arbitrage opportunities of the type and amount that we have historically been able to capture is significantly reduced. The near-term outlook for our Supply and Logistics segment is that such conditions are likely to continue; accordingly, our earnings from our Supply and Logistics segment are difficult to forecast and we can provide no assurance that conditions will improve or that we will be able to achieve our earnings objectives in this segment. Finally, we cannot be certain that our expansion efforts will generate targeted returns or that any recently completed or future acquisition activities will be successful. See “Risk Factors—Risks Related to PAA’s Business” discussed in Item 1A of our 2016 Annual Report on Form 10-K.

Outlook for Certain Idled and Underutilized Assets

During 2015, we shut down Line 901 and a portion of Line 903 in California following the release of crude oil from Line 901 (see Note 12 to our Condensed Consolidated Financial Statements for additional information). During the period since these pipelines were idled, we have been assessing potential alternatives in order to return them to operation. Some of the alternatives under consideration could result in incurring costs associated with retiring certain assets or an impairment of some or all of the carrying value of the idled property and equipment, which was approximately \$124 million as of September 30, 2017.

We own a 54% undivided joint interest in the Capline Pipeline (“Capline”) system, which originates in St. James, Louisiana and terminates in Patoka, Illinois. We anticipate the construction of new crude oil pipeline infrastructure and the ongoing changing crude oil flows in the United States may result in a decline in volumes on the Capline system in future years to levels that cannot sustain operations. The owners of the Capline system are considering various alternatives for the use of the pipeline system, including an assessment of the commercial potential to reverse the pipeline direction within the next several years. In early October, the operator of Capline announced that the owners of the pipeline system are launching a non-binding open season to gauge shipper interest in a possible reversal of Capline. Developments in the commercial outlook for the Capline system could result in incurring costs associated with retiring certain assets or an impairment of the carrying value of our interest in the Capline system, which was \$196 million as of September 30, 2017.

Liquidity and Capital Resources

General

On a consolidated basis, our primary sources of liquidity are (i) cash flow from operating activities, (ii) borrowings under PAA’s credit facilities or the PAA commercial paper program and (iii) funds received from sales of equity and debt securities. In addition, we may supplement these sources of liquidity with proceeds from our non-core asset sales program, as further discussed below in the section entitled “—Acquisitions, Investments, Expansion Capital Expenditures and Divestitures.” Our primary cash requirements include, but are not limited to, (i) ordinary course of business uses, such as the payment of amounts related to the purchase of crude oil, NGL and other products and other expenses and interest payments on outstanding debt, (ii) expansion and maintenance activities, (iii) acquisitions of assets or businesses, (iv) repayment of principal on long-term debt and (v) distributions to our Class A shareholders and noncontrolling interests. We generally expect to fund our short-term cash requirements through cash flow generated from operating activities and/or borrowings under the PAA

commercial paper program or PAA's credit facilities. In addition, we generally expect to fund our long-term needs, such as those resulting from expansion activities or acquisitions and refinancing long-term debt, through a variety of sources (either separately or in combination), which may include the sources mentioned above as funding for short-term needs and/or the issuance of additional equity or debt securities and the sale of non-core assets. As of September 30, 2017, we had a working capital deficit of less than \$1 million and approximately \$2.5 billion of liquidity available to meet our ongoing operating, investing and financing needs, subject to continued covenant compliance, as noted below (in millions):

	As of September 30, 2017
Availability under PAA senior unsecured revolving credit facility ^{(1) (2)}	\$ 1,584
Availability under PAA senior secured hedged inventory facility ^{(1) (2)}	568
Availability under PAA senior unsecured 364-day revolving credit facility	1,000
Amounts outstanding under PAA commercial paper program	(698)
Subtotal	2,454
Cash and cash equivalents	36
Total	\$ 2,490

⁽¹⁾ Represents availability prior to giving effect to amounts outstanding under the PAA commercial paper program, which reduce available capacity under the facilities.

⁽²⁾ Available capacity was reduced by outstanding letters of credit of \$95 million, comprised of \$16 million under the PAA senior unsecured revolving credit facility and \$79 million under the PAA senior secured hedged inventory facility.

We believe that we have, and will continue to have, the ability to access the PAA commercial paper program and/or credit facilities, which we use to meet our short-term cash needs. We believe that our financial position remains solid and we have sufficient liquidity; however, extended disruptions in the financial markets and/or energy price volatility that adversely affect our business may have a materially adverse effect on our financial condition, results of operations or cash flows. Also, see Item 1A. "Risk Factors" of our 2016 Annual Report on Form 10-K for further discussion regarding such risks that may impact our liquidity and capital resources. Usage of the PAA credit facilities, which provide the backstop for the PAA commercial paper program, is subject to ongoing compliance with covenants. As of September 30, 2017, PAA was in compliance with all such covenants.

Cash Flow from Operating Activities

For a comprehensive discussion of the primary drivers of cash flow from operating activities, including the impact of varying market conditions and the timing of settlement of our derivatives, see Item 7. "Liquidity and Capital Resources—Cash Flow from Operating Activities" included in our 2016 Annual Report on Form 10-K.

Net cash provided by operating activities for the first nine months of 2017 and 2016 was \$1.915 billion and \$636 million, respectively, and primarily resulted from earnings from our operations.

Net cash provided by operating activities for the 2017 period was positively impacted by decreases in (i) the volume of crude oil inventory that we held and (ii) the margin balances required as part of our hedging activities, both of which had been funded by short-term debt. This was consistent with our plan to reduce our hedged inventory volumes, and the cash inflows associated with these items resulted in a favorable impact on our cash provided by operating activities. However, the favorable effects from such activities were partially offset by higher weighted average prices and volumes for NGL inventory that was purchased and stored at the end of the 2017 period in anticipation of the 2017-2018 heating season.

During the nine months ended September 30, 2016, we increased our inventory levels and margin balances required as part of our hedging activities that were funded by short-term debt, resulting in an unfavorable impact on our cash provided by operating activities.

Minimum Volume Commitments. We have certain agreements that require counterparties to deliver, transport or throughput a minimum volume over an agreed upon period. 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 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. Deferred revenue associated with non-performance under minimum volume contracts could be significant and could adversely affect our profitability and earnings, but generally does not impact our liquidity.

At September 30, 2017 and December 31, 2016, counterparty deficiencies associated with agreements that include minimum volume commitments totaled \$58 million and \$66 million, respectively, of which \$41 million and \$54 million, respectively, was recorded as deferred revenue. The remaining balance of \$17 million and \$12 million at September 30, 2017 and December 31, 2016, respectively, was related to deficiencies for which the counterparties had not met their contractual minimum commitments and were not reflected in our Condensed Consolidated Financial Statements as we had not yet billed or collected such amounts.

Acquisitions, Investments, Expansion Capital Expenditures and Divestitures

In addition to our operating needs discussed above, on a consolidated basis, we also use cash for our acquisition activities and expansion capital projects. Historically, we have financed these expenditures primarily with cash generated by operating activities and the financing activities discussed in “—Equity and Debt Financing Activities” below. In the near term, we also intend to use proceeds from our asset sales program, as discussed further below. We have made and will continue to make capital expenditures for acquisitions, expansion capital projects and maintenance activities.

Acquisitions. During the nine months ended September 30, 2017 and 2016, we paid cash of \$1.282 billion (net of cash acquired of \$4 million) and \$282 million (net of cash acquired of \$7 million), respectively, for acquisitions. The acquisitions completed during the nine months ended September 30, 2017 primarily included the ACC System located in the Northern Delaware Basin in Southeastern New Mexico and West Texas. See Note 6 to our Condensed Consolidated Financial Statements for additional information regarding the ACC Acquisition. The ACC Acquisition was initially funded through borrowings under PAA's senior unsecured revolving credit facility. Such borrowings were subsequently repaid with proceeds from PAA's March 2017 issuance of its common units to AAP pursuant to the Omnibus Agreement and in connection with our underwritten equity offering. Additionally, we and an affiliate of Noble Midstream Partners LP completed the acquisition of Advantage Pipeline, L.L.C. for a purchase price of \$133 million through a newly formed 50/50 joint venture. For our 50% share (\$66.5 million), we contributed approximately 1.3 million PAA common units and approximately \$26 million in cash.

Capital Projects. We invested approximately \$893 million in midstream infrastructure during the nine months ended September 30, 2017, and we expect to invest approximately \$1.050 billion during the full year ended December 31, 2017. See “—Acquisitions and Capital Projects” for detail of our projected capital expenditures for the year ending December 31, 2017. Our preliminary forecast for our 2018 expansion capital program is \$700 million.

We funded a majority of our 2017 capital program with proceeds from equity issuances during the first quarter of 2017, and we expect to fund our remaining 2017 program and our 2018 program with proceeds from PAA's October 2017 Series B preferred unit offering, retained cash flow and the sale of various non-core assets.

Divestitures. Our divestiture program includes the evaluation of potential sales of non-core assets and/or sales of partial interests in assets to strategic joint venture partners to optimize our asset portfolio and strengthen our balance sheet and leverage metrics. We received proceeds of \$407 million from the sale of non-core assets during the nine months ended September 30, 2017, and during the fourth quarter of 2017, we sold our interests in certain non-core pipelines in the Rocky Mountain, Bakken and Mid-Continent regions for aggregate proceeds of approximately \$385 million. See Note 6 to our Condensed Consolidated Financial Statements for additional information regarding these asset sales and divestitures.

During the third quarter of 2017, in order to avoid continued uncertainty and costs associated with efforts by the Attorney General for the State of California to block the proposed transaction, our previously disclosed definitive agreement for the potential sale of terminal assets located in Northern California was jointly terminated by us and the potential third party purchaser. During the fourth quarter of 2017, we entered into definitive agreements to sell these assets to another third-party purchaser.

Equity and Debt Financing Activities

On a consolidated basis, our financing activities primarily relate to funding expansion capital projects, acquisitions and refinancing of debt maturities, as well as short-term working capital and hedged inventory borrowings related to our NGL business and contango market activities. Our financing activities have primarily consisted of equity offerings, PAA senior notes offerings and borrowings and repayments under the credit facilities or the PAA commercial paper program, as well as payment of distributions to our Class A shareholders and noncontrolling interests.

Registration Statements. We have filed with the SEC a universal shelf registration statement that, subject to effectiveness at the time of use, allows us to issue up to an aggregate of \$1.0 billion of equity securities (the “Traditional Shelf”). Our issuances of equity securities associated with our Continuous Offering Program have been issued pursuant to the Traditional Shelf. At September 30, 2017, we had approximately \$939 million of unsold securities available under the Traditional Shelf. Additionally, in February 2017, we filed a universal shelf registration statement (the “WKSI Shelf”), which provides us with the ability to offer and sell an unlimited amount of equity securities, subject to market conditions and capital needs. Our Underwritten Offering, discussed further below, was conducted under our WKSI Shelf.

Sales of Class A Shares. The following table summarizes our sales of Class A shares during the nine months ended September 30, 2017, all of which occurred in the first four months of the year (net proceeds in millions):

Type of Offering	Class A Shares Issued	Net Proceeds ⁽¹⁾
Continuous Offering Program	1,786,326	\$ 61 ⁽²⁾⁽³⁾
Underwritten Offering	48,300,000	1,474 ⁽³⁾
	50,086,326	\$ 1,535

⁽¹⁾ Amounts are net of costs associated with the offerings.

⁽²⁾ We pay commissions to our sales agents in connection with issuances of Class A shares under our Continuous Offering Program. We paid \$1 million of such commissions during the nine months ended September 30, 2017.

⁽³⁾ Pursuant to the Omnibus Agreement entered into in conjunction with the Simplification Transactions, we used the net proceeds from the sale of our Class A shares, after deducting the sales agents’ commissions and offering expenses, to purchase from AAP a number of AAP units equal to the number of Class A shares sold in such offering at a price equal to the net proceeds from such offering. Also pursuant to the Omnibus Agreement, immediately following such purchase and sale, AAP used the net proceeds it received from such sale of AAP units to us to purchase from PAA an equivalent number of common units of PAA. See “—Subsidiary Sales of Common Units” below.

PAA Registration Statements. PAA periodically accesses the capital markets for both equity and debt financing. PAA has filed with the SEC a universal shelf registration statement that, subject to effectiveness at the time of use, allows PAA to issue up to an aggregate of \$2.0 billion of debt or equity securities (the “PAA Traditional Shelf”). All issuances of PAA equity securities associated with PAA’s Continuous Offering Program have been issued pursuant to the PAA Traditional Shelf. At September 30, 2017, PAA had approximately \$1.1 billion of unsold securities available under the Traditional Shelf. PAA also has access to a universal shelf registration statement (the “PAA WKSI Shelf”), which provides it with the ability to offer and sell an unlimited amount of debt and equity securities, subject to market conditions and capital needs. PAA did not conduct any offerings under the PAA WKSI Shelf during the nine months ended September 30, 2017; however, PAA’s October 2017 Series B preferred unit offering was conducted under the PAA WKSI Shelf. See Note 9 to our Condensed Consolidated Financial Statements for further discussion of PAA’s Series B preferred unit offering.

PAA Continuous Offering Program. During the nine months ended September 30, 2017, PAA issued an aggregate of approximately 4.0 million common units under its continuous offering program, generating proceeds of \$129 million, net of \$1 million of commissions paid to its sales agents.

PAA Unit Issuances Under Omnibus Agreement. During the nine months ended September 30, 2017, pursuant to the Omnibus Agreement discussed above, PAA sold (i) approximately 1.8 million common units to AAP in connection with our issuance of Class A shares under our Continuous Offering Program and (ii) 48.3 million common units to AAP in connection with our underwritten offering.

Issuance of Series B Preferred Units. On October 10, 2017, PAA issued 800,000 Series B preferred units at a price to the public of \$1,000 per unit. PAA used the net proceeds of \$788 million, after deducting the underwriters' discounts and offering expenses, from the issuance of the Series B preferred units to repay amounts outstanding under its credit facilities and commercial paper program and for general partnership purposes, including expenditures for our capital program. See Note 9 to our Condensed Consolidated Financial Statements for further discussion of PAA's Series B preferred unit offering.

Credit Agreements, Commercial Paper Program and Indentures. The PAA credit agreements (which impact the ability to access the PAA commercial paper program because they provide the backstop that supports PAA's short-term credit ratings) and the indentures governing PAA's senior notes contain cross-default provisions. A default under the credit agreements would permit the lenders to accelerate the maturity of the outstanding debt. As long as PAA is in compliance with the provisions in the credit agreements, its ability to make distributions of available cash is not restricted. As of September 30, 2017, PAA was in compliance with the covenants contained in the credit agreements and indentures.

On a consolidated basis, during the nine months ended September 30, 2017, we had net repayments under PAA's credit facilities and PAA commercial paper program of \$108 million. The net repayments resulted primarily from cash flow from operating activities and cash received from equity activities, which offset borrowings during the period related to funding needs for (i) acquisition and capital investments, (ii) repayment of PAA's \$400 million, 6.13% senior notes in January 2017 and (iii) other general partnership purposes.

During the nine months ended September 30, 2016, we had net repayments under the credit facilities and the PAA commercial paper program of \$149 million. The net repayments resulted primarily from cash flow from operating activities and cash received from our equity activities, which offset borrowings during the period related to funding needs for (i) inventory purchases and related margin balances required as part of our hedging activities, (ii) capital investments, (iii) repayment of PAA's \$175 million senior notes in August 2016 and (iv) other general partnership purposes.

In August 2017, PAA extended the maturity dates of its senior unsecured revolving credit facility, senior secured hedged inventory facility and senior unsecured 364-day revolving credit facility to August 2022, August 2020 and August 2018, respectively, for each extending lender. Additionally, a provision was added to the 364-day revolving credit facility agreement whereby PAA may elect to have the entire principal balance of any loans outstanding on the maturity date of the 364-day revolving credit facility converted into a non-revolving term loan with a maturity date of August 2019.

As part of PAA's action plan announced on August 25, 2017, PAA intends to reduce its total debt to approximately \$9.7 billion by March 31, 2019 by utilizing retained cash flows from reduced distributions and proceeds from remaining asset sales. See “—Executive Summary—Overview of Operating Results, Capital Investments and Other Significant Activities” for further discussion. Accordingly, PAA intends to redeem a total of \$950 million of senior notes before year end 2017, which are its two nearest maturities and among the most expensive of its senior note issues and are comprised of (i) PAA's \$600 million of 6.50% senior notes maturing in May 2018 and (ii) PAA's \$350 million of 8.75% senior notes maturing in May 2019.

Distributions to Our Class A Shareholders and Noncontrolling Interests

Distributions to our Class A shareholders. We distribute all of our available cash within 55 days following the end of each quarter to Class A shareholders of record. Available cash is generally defined as all of our cash and cash equivalents on hand at the end of each quarter less reserves established in the discretion of our general partner for future requirements. On November 14, 2017, we will pay a quarterly distribution of \$0.30 per Class A share (\$1.20 per Class A share on an annualized basis), which equates to a reduction of approximately 45% compared to the quarterly distribution of \$0.55 per Class A share (\$2.20 per Class A share on an annualized basis) paid in August 2017. The amount of cash available to distribute to our Class A shareholders is completely dependent upon the amount of cash distributed by PAA to AAP in respect of its common units; therefore, any change in the distribution level on PAA's common units will have a corresponding impact on the distribution level on our Class A shares. This reduction is part of PAA's plan to adopt a distribution approach underpinned by fee-based business activities, to reduce its leverage thereby improving its credit metrics and to position itself for future distribution growth. Cash retained will be used to reduce indebtedness. See “—Executive Summary—Overview of Operating Results, Capital Investments and Other Significant Activities” for further discussion. See Note 9 to our Condensed Consolidated Financial Statements for details of distributions paid during or pertaining to the first nine months of 2017. Also, see Item 5. “Market for Registrant's Shares, Related Shareholder Matters and Issuer Purchases of Equity Securities—Cash Distribution Policy” included in our 2016 Annual Report on Form 10-K for additional discussion regarding distributions.

Distributions to noncontrolling interests. Distributions to noncontrolling interests represent amounts paid on interests in consolidated entities that are not owned by us. During the nine months ended September 30, 2017 and 2016, we paid distributions of approximately \$945 million and \$1.112 billion, respectively, to noncontrolling interests.

We believe that we have sufficient liquid assets, cash flow from operating activities and borrowing capacity under the credit agreements to meet our financial commitments, debt service obligations, contingencies and anticipated capital expenditures. We are, however, subject to business and operational risks that could adversely affect our cash flow. A prolonged material decrease in our cash flows would likely produce an adverse effect on our borrowing capacity.

Contingencies

For a discussion of contingencies that may impact us, see Note 12 to our Condensed Consolidated Financial Statements.

Commitments

Contractual Obligations. In the ordinary course of doing business, we purchase crude oil and NGL from third parties under contracts, the majority of which range in term from thirty-day evergreen to five years, with a limited number of contracts with remaining terms extending up to approximately ten years. We establish a margin for these purchases by entering into various types of physical and financial sale and exchange transactions through which we seek to maintain a position that is substantially balanced between purchases on the one hand and sales and future delivery obligations on the other. The table below includes purchase obligations related to these activities. Where applicable, the amounts presented represent the net obligations associated with our counterparties (including giving effect to netting buy/sell contracts and those subject to a net settlement arrangement). We do not expect to use a significant amount of internal capital to meet these obligations, as the obligations will be funded by corresponding sales to entities that we deem creditworthy or who have provided credit support we consider adequate.

The following table includes our best estimate of the amount and timing of these payments as well as others due under the specified contractual obligations as of September 30, 2017 (in millions):

	Remainder of 2017	2018	2019	2020	2021	2022 and Thereafter	Total
Long-term debt, including current maturities and related interest payments ⁽¹⁾	\$ 725	\$ 1,054	\$ 1,271	\$ 870	\$ 941	\$ 11,056	\$ 15,917
Leases and rights-of-way easements ⁽²⁾	48	173	143	120	102	433	1,019
Other obligations ⁽³⁾	105	230	168	136	132	564	1,335
Subtotal	878	1,457	1,582	1,126	1,175	12,053	18,271
Crude oil, NGL and other purchases ⁽⁴⁾	2,688	4,682	3,950	3,236	2,968	9,224	26,748
Total	\$ 3,566	\$ 6,139	\$ 5,532	\$ 4,362	\$ 4,143	\$ 21,277	\$ 45,019

⁽¹⁾ Includes debt service payments, interest payments due on PAA's senior notes and the commitment fee on assumed available capacity under the PAA credit facilities and long-term borrowings under our commercial paper program. Although there may be short-term borrowings under the PAA credit facilities and the PAA commercial paper program, we historically repay and borrow at varying amounts. As such, we have included only the maximum commitment fee (as if no short-term borrowings were outstanding on the PAA credit facilities or the PAA commercial paper program) in the amounts above.

⁽²⁾ Leases are primarily for (i) surface rentals, (ii) office rent, (iii) pipeline assets and (iv) trucks, trailers and railcars. Includes capital and operating leases as defined by FASB guidance, as well as obligations for rights-of-way easements.

⁽³⁾ Includes (i) other long-term liabilities, (ii) storage, processing and transportation agreements and (iii) non-cancelable commitments related to our capital expansion projects, including projected contributions for our share of the capital spending of our equity method investments. The transportation agreements include approximately \$780 million associated with an agreement to transport crude oil on a pipeline that is owned by an equity method investee, in which we own a 50% interest. Our commitment to transport is supported by crude oil buy/sell agreements with third parties (including Oxy) with commensurate quantities.

⁽⁴⁾ Amounts are primarily based on estimated volumes and market prices based on average activity during September 2017. The actual physical volume purchased and actual settlement prices will vary from the assumptions used in the table. Uncertainties involved in these estimates include levels of production at the wellhead, weather conditions, changes in market prices and other conditions beyond our control.

Letters of Credit. In connection with supply and logistics activities, we provide certain suppliers with irrevocable standby letters of credit to secure our obligation for the purchase and transportation of crude oil, NGL and natural gas. Additionally, we issue letters of credit to support insurance programs, derivative transactions and construction activities. At September 30, 2017 and December 31, 2016, we had outstanding letters of credit of approximately \$95 million and \$73 million, respectively.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements as defined by Item 303 of Regulation S-K.

Recent Accounting Pronouncements

See Note 2 to our Condensed Consolidated Financial Statements.

Critical Accounting Policies and Estimates

For a discussion regarding our critical accounting policies and estimates, see “Critical Accounting Policies and Estimates” under Item 7 of our 2016 Annual Report on Form 10-K.

FORWARD-LOOKING STATEMENTS

All statements included in this report, other than statements of historical fact, are forward-looking statements, including but not limited to statements incorporating the words “anticipate,” “believe,” “estimate,” “expect,” “plan,” “intend” and “forecast,” as well as similar expressions and statements regarding our business strategy, plans and objectives for future operations. The absence of such words, expressions or statements, however, does not mean that the statements are not forward-looking. Any such forward-looking statements reflect our current views with respect to future events, based on what we believe to be reasonable assumptions. Certain factors could cause actual results or outcomes to differ materially from the results or outcomes anticipated in the forward-looking statements. The most important of these factors include, but are not limited to:

- our ability to pay distributions to our Class A shareholders;
- our expected receipt of, and amounts of, distributions from Plains AAP, L.P.;
- 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, whether due to declines in production from existing oil and gas reserves, reduced demand, failure to develop or slowdown in the development of additional oil and gas reserves, whether from reduced cash flow to fund drilling or the inability to access capital, or other factors;
- the effects of competition;
- market distortions caused by producer over-commitments to infrastructure projects, which impacts volumes, margins, returns and overall earnings;
- unanticipated changes in crude oil and NGL market structure, grade differentials and volatility (or lack thereof);
- maintenance of PAA's credit rating and ability to receive open credit from suppliers and trade counterparties;
- 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, refined products and natural gas and resulting changes in pricing conditions or transportation throughput requirements;
- the occurrence of a natural disaster, catastrophe, terrorist attack (including eco-terrorist attacks) or other event, including attacks on our electronic and computer systems;
- failure to implement or capitalize, or delays in implementing or capitalizing, on expansion projects, whether due to permitting delays, permitting withdrawals or other factors;
- 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;
- the successful integration and future performance of acquired assets or businesses and the risks associated with operating in lines of business that are distinct and separate from historical operations;
- the failure to consummate, or significant delay in consummating, sales of assets or interests as a part of our strategic divestiture program;
- 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;
- 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 availability of, and our ability to consummate, acquisition or combination opportunities;
- the effectiveness of our risk management activities;
- 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;
- fluctuations in the debt and equity markets, including the price of PAA's units at the time of vesting under its 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;
- factors affecting demand for natural gas and natural gas storage services and rates;
- general economic, market or business conditions and the amplification of other risks caused by volatile financial markets, capital constraints and pervasive liquidity concerns; and
- other factors and uncertainties inherent in the transportation, storage, terminalling and marketing of crude oil and refined products, as well as in the storage of natural gas and the processing, transportation, fractionation, storage and marketing of natural gas liquids.

Other factors described herein, as well as factors that are unknown or unpredictable, could also have a material adverse effect on future results. Please read "Risk Factors" discussed in Item 1A of our 2016 Annual Report on Form 10-K. Except as required by applicable securities laws, we do not intend to update these forward-looking statements and information.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to various market risks, including (i) commodity price risk, (ii) interest rate risk and (iii) currency exchange rate risk. We use various derivative instruments to manage such risks and, in certain circumstances, to realize incremental margin during volatile market conditions. Our risk management policies and procedures are designed to help ensure that our hedging activities address our risks by monitoring our exchange-cleared and over-the-counter positions, as well as physical volumes, grades, locations, delivery schedules and storage capacity. We have a risk management function that has direct responsibility and authority for our risk policies, related controls around commercial activities and certain aspects of corporate risk management. Our risk management function also approves all new risk management strategies through a formal process. The following discussion addresses each category of risk.

Commodity Price Risk

We use derivative instruments to hedge price risk associated with the following commodities:

- *Crude oil*

We utilize crude oil derivatives to hedge commodity price risk inherent in our Supply and Logistics and Transportation segments. Our objectives for these derivatives include hedging anticipated purchases and sales, stored inventory, and storage capacity utilization. We manage these exposures with various instruments including exchange-traded and over-the-counter futures, forwards, swaps and options.

- Natural gas

We utilize natural gas derivatives to hedge commodity price risk inherent in our Supply and Logistics and Facilities segments. Our objectives for these derivatives include hedging anticipated purchases of natural gas. We manage these exposures with various instruments including exchange-traded futures, swaps and options.

- NGL and other

We utilize NGL derivatives, primarily butane and propane derivatives, to hedge commodity price risk inherent in our Supply and Logistics segment. Our objectives for these derivatives include hedging anticipated purchases and sales and stored inventory. We manage these exposures with various instruments including exchange-traded and over-the-counter futures, forwards, swaps and options.

See Note 10 to our Condensed Consolidated Financial Statements for further discussion regarding our hedging strategies and objectives.

The fair value of our commodity derivatives and the change in fair value as of September 30, 2017 that would be expected from a 10% price increase or decrease is shown in the table below (in millions):

	Fair Value	Effect of 10% Price Increase	Effect of 10% Price Decrease
Crude oil	\$ 3	\$ 5	\$ (3)
Natural gas	(22)	\$ 11	\$ (11)
NGL and other	(191)	\$ (84)	\$ 84
Total fair value	<u>\$ (210)</u>		

The fair values presented in the table above reflect the sensitivity of the derivative instruments only and do not include the effect of the underlying hedged commodity. Price-risk sensitivities were calculated by assuming an across-the-board 10% increase or decrease in price regardless of term or historical relationships between the contractual price of the instruments and the underlying commodity price. In the event of an actual 10% change in near-term commodity prices, the fair value of our derivative portfolio would typically change less than that shown in the table as changes in near-term prices are not typically mirrored in delivery months further out.

Interest Rate Risk

Our use of variable rate debt and any forecasted issuances of fixed rate debt expose us to interest rate risk. Therefore, from time to time, we use interest rate derivatives to hedge interest rate risk associated with anticipated interest payments and, in certain cases, outstanding debt instruments. All of PAA's senior notes are fixed rate notes and thus are not subject to interest rate risk. Our variable rate debt outstanding at September 30, 2017, approximately \$1.5 billion, was subject to interest rate re-sets that range from less than one week to approximately three months. The average interest rate on variable rate debt that was outstanding during the nine months ended September 30, 2017 was 2.0%, based upon rates in effect during such period. The fair value of our interest rate derivatives was a liability of \$34 million as of September 30, 2017. A 10% increase in the forward LIBOR curve as of September 30, 2017 would have resulted in an increase of \$33 million to the fair value of our interest rate derivatives. A 10% decrease in the forward LIBOR curve as of September 30, 2017 would have resulted in a decrease of \$33 million to the fair value of our interest rate derivatives. See Note 10 to our Condensed Consolidated Financial Statements for a discussion of our interest rate risk hedging activities.

Currency Exchange Rate Risk

We use foreign currency derivatives to hedge foreign currency exchange rate risk associated with our exposure to fluctuations in the USD-to-CAD exchange rate. Because a significant portion of our Canadian business is conducted in CAD and, at times, a portion of our debt is denominated in CAD, we use certain financial instruments to minimize the risks of unfavorable changes in exchange rates. These instruments include foreign currency exchange contracts, forwards and options. The fair value of our foreign currency derivatives was an asset of \$2 million as of September 30, 2017. A 10% increase in the exchange rate (USD-to-CAD) would have resulted in a decrease of \$24 million to the fair value of our foreign currency derivatives. A 10% decrease in the exchange rate (USD-to-CAD) would have resulted in an increase of \$24 million to the fair value of our foreign currency derivatives. See Note 10 to our Condensed Consolidated Financial Statements for a discussion of our currency exchange rate risk hedging.

Preferred Distribution Rate Reset Option

The Preferred Distribution Rate Reset Option of PAA's Series A preferred units is an embedded derivative that must be bifurcated from the related host contract, PAA's partnership agreement, and recorded at fair value in our Condensed Consolidated Balance Sheets. The valuation model utilized for this embedded derivative contains inputs including PAA's common unit price, ten-year U.S. treasury rates and default probabilities to ultimately calculate the fair value of PAA's Series A preferred units with and without the Preferred Distribution Rate Reset Option. The fair value of this embedded derivative was a liability of \$33 million as of September 30, 2017. A 10% increase in the fair value would have an impact of \$3 million. A 10% decrease in the fair value would also have an impact of \$3 million. See Note 10 to our Condensed Consolidated Financial Statements for a discussion of embedded derivatives.

Item 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain written disclosure controls and procedures, which we refer to as our "DCP." Our DCP is designed to ensure that information required to be disclosed by us in reports that we file under the Securities Exchange Act of 1934 (the "Exchange Act") is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (ii) accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow for timely decisions regarding required disclosure.

Applicable SEC rules require an evaluation of the effectiveness of our DCP. Management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our DCP as of September 30, 2017, the end of the period covered by this report, and, based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our DCP is effective.

Changes in Internal Control over Financial Reporting

In addition to the information concerning our DCP, we are required to disclose certain changes in internal control over financial reporting. There have been no changes in our internal control over financial reporting during the third quarter of 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Certifications

The certifications of our Chief Executive Officer and Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a) are filed with this report as Exhibits 31.1 and 31.2. The certifications of our Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350 are furnished with this report as Exhibits 32.1 and 32.2.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

The information required by this item is included in Note 12 to our Condensed Consolidated Financial Statements, and is incorporated herein by reference thereto.

Item 1A. RISK FACTORS

For a discussion regarding our risk factors, see Item 1A. of our 2016 Annual Report on Form 10-K. Those risks and uncertainties are not the only ones facing us and there may be additional matters of which we are unaware or that we currently consider immaterial. All of those risks and uncertainties could adversely affect our business, financial condition and/or results of operations.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

In connection with our IPO and related transactions, the former owners of Plains All American GP LLC (the “Legacy Owners”) acquired the following interests (collectively, the “Stapled Interests”): (i) Class A units of AAP (“AAP units”) representing an economic limited partner interest in AAP; (ii) general partner units representing a non-economic membership interest in our general partner; and (iii) Class B shares representing a non-economic limited partner interest in us. The Legacy Owners and any permitted transferees of their Stapled Interests have the right to exchange (the “Exchange Right”) all or a portion of such Stapled Interests for an equivalent number of Class A shares. In connection with the exercise of the Exchange Right, the Stapled Interests are transferred to us and the applicable Class B shares are canceled. Although we issue one Class A share for each Stapled Interest that is exchanged, we also receive one AAP unit and one general partner unit. As a result, the exercise by Legacy Owners of the Exchange Right is not dilutive. During the quarter ended September 30, 2017, certain Legacy Owners or their permitted transferees exercised the Exchange Right, which resulted in the issuance of 1,059,045 Class A shares. The issuance of Class A shares in connection with the exercise of the Exchange Right was exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(a)(2) thereof.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURES

None.

Item 5. OTHER INFORMATION

None.

Item 6. EXHIBITS

The exhibits listed on the accompanying Exhibit Index are filed or incorporated by reference as part of this report, and such Exhibit Index is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PLAINS GP HOLDINGS, L.P.

By: PAA GP HOLDINGS LLC,
its general partner

By: /s/ Greg L. Armstrong

Greg L. Armstrong,
Chairman of the Board,
Chief Executive Officer and Director of PAA GP Holdings LLC
(Principal Executive Officer)

November 8, 2017

By: /s/ Al Swanson

Al Swanson,
Executive Vice President and Chief Financial Officer of PAA GP
Holdings LLC (Principal Financial Officer)

November 8, 2017

By: /s/ Chris Herbold

Chris Herbold,
Vice President—Accounting and Chief Accounting Officer of PAA
GP Holdings LLC (Principal Accounting Officer)

November 8, 2017

EXHIBIT INDEX

- 2.1 * — [Securities Purchase Agreement dated as of January 19, 2017 by and between COG Operating LLC, as seller, and Plains Pipeline, L.P., as purchaser \(the schedules and exhibits have been omitted pursuant to Item 601\(b\)\(2\) of Regulation S-K\) \(incorporated by reference to Exhibit 2.1 to PAA's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017\).](#)
- 2.2 * — [Securities Purchase Agreement dated as of January 19, 2017 by and between Frontier Midstream Solutions, LLC, as seller, and Plains Pipeline, L.P., as purchaser \(the schedules and exhibits have been omitted pursuant to Item 601\(b\)\(2\) of Regulation S-K\) \(incorporated by reference to Exhibit 2.2 to PAA's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017\).](#)
- 3.1 — [Certificate of Limited Partnership of Plains GP Holdings, L.P. \(incorporated by reference to Exhibit 3.1 to our Registration Statement on Form S-1 \(333-190227\) filed July 29, 2013\).](#)
- 3.2 — [Second Amended and Restated Agreement of Limited Partnership of Plains GP Holdings, L.P. dated as of November 15, 2016 \(incorporated by reference to Exhibit 3.2 to our Current Report on Form 8-K filed November 21, 2016\).](#)
- 3.3 — [Certificate of Formation of PAA GP Holdings LLC \(incorporated by reference to Exhibit 3.3 to our Registration Statement on Form S-1 \(333-190227\) filed July 29, 2013\).](#)
- 3.4 — [Third Amended and Restated Limited Liability Company Agreement of PAA GP Holdings LLC dated as of February 16, 2017 \(incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed February 21, 2017\).](#)
- 3.5 — [Seventh Amended and Restated Agreement of Limited Partnership of Plains All American Pipeline, L.P., dated as of October 10, 2017 \(incorporated by reference to Exhibit 3.1 to PAA's Current Report on Form 8-K filed October 12, 2017\).](#)
- 3.6 — [Seventh Amended and Restated Limited Liability Company Agreement of Plains All American GP LLC dated November 15, 2016 \(incorporated by reference to Exhibit 3.3 to our Current Report on Form 8-K filed November 21, 2016\).](#)
- 3.7 — [Eighth Amended and Restated Limited Partnership Agreement of Plains AAP, L.P. dated November 15, 2016 \(incorporated by reference to Exhibit 3.4 to our Current Report on Form 8-K filed November 21, 2016\).](#)
- 3.8 — [Limited Liability Company Agreement of PAA GP LLC dated December 28, 2007 \(incorporated by reference to Exhibit 3.3 to PAA's Current Report on Form 8-K filed January 4, 2008\).](#)
- 4.1 — [Indenture dated September 25, 2002 among Plains All American Pipeline, L.P., PAA Finance Corp. and Wachovia Bank, National Association, as trustee \(incorporated by reference to Exhibit 4.1 to PAA's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002\).](#)
- 4.2 — [Sixth Supplemental Indenture \(Series A and Series B 6.70% Senior Notes due 2036\) dated May 12, 2006 among Plains All American Pipeline, L.P., PAA Finance Corp., the Subsidiary Guarantors named therein and Wachovia Bank, National Association, as trustee \(incorporated by reference to Exhibit 4.1 to PAA's Current Report on Form 8-K filed May 12, 2006\).](#)
- 4.3 — [Tenth Supplemental Indenture \(Series A and Series B 6.650% Senior Notes due 2037\) dated October 30, 2006 among Plains All American Pipeline, L.P., PAA Finance Corp., the Subsidiary Guarantors named therein and U.S. Bank National Association, as trustee \(incorporated by reference to Exhibit 4.2 to PAA's Current Report on Form 8-K filed October 30, 2006\).](#)
- 4.4 — [Thirteenth Supplemental Indenture \(Series A and Series B 6.50% Senior Notes due 2018\) dated April 23, 2008 among Plains All American Pipeline, L.P., PAA Finance Corp., the Subsidiary Guarantors named therein and U.S. Bank National Association, as trustee \(incorporated by reference to Exhibit 4.1 to PAA's Current Report on Form 8-K filed April 23, 2008\).](#)
- 4.5 — [Fifteenth Supplemental Indenture \(8.75% Senior Notes due 2019\) dated April 20, 2009 among Plains All American Pipeline, L.P., PAA Finance Corp., the Subsidiary Guarantors named therein and U.S. Bank National Association, as trustee \(incorporated by reference to Exhibit 4.1 to PAA's Current Report on Form 8-K filed April 20, 2009\).](#)
- 4.6 — [Seventeenth Supplemental Indenture \(5.75% Senior Notes due 2020\) dated September 4, 2009 among Plains All American Pipeline, L.P., PAA Finance Corp., the Subsidiary Guarantors named therein and U.S. Bank National Association, as trustee \(incorporated by reference to Exhibit 4.1 to PAA's Current Report on Form 8-K filed September 4, 2009\).](#)

4.7	—	Nineteenth Supplemental Indenture (5.00% Senior Notes due 2021) dated January 14, 2011 among Plains All American Pipeline, L.P., PAA Finance Corp., the Subsidiary Guarantors named therein and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to PAA's Current Report on Form 8-K filed January 11, 2011).
4.8	—	Twentieth Supplemental Indenture (3.65% Senior Notes due 2022) dated March 22, 2012 among Plains All American Pipeline, L.P., PAA Finance Corp and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to PAA's Current Report on Form 8-K filed March 26, 2012).
4.9	—	Twenty-First Supplemental Indenture (5.15% Senior Notes due 2042) dated March 22, 2012 among Plains All American Pipeline, L.P., PAA Finance Corp and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.3 to PAA's Current Report on Form 8-K filed March 26, 2012).
4.10	—	Twenty-Second Supplemental Indenture (2.85% Senior Notes due 2023) dated December 10, 2012, by and among Plains All American Pipeline, L.P., PAA Finance Corp. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to PAA's Current Report on Form 8-K filed December 12, 2012).
4.11	—	Twenty-Third Supplemental Indenture (4.30% Senior Notes due 2043) dated December 10, 2012, by and among Plains All American Pipeline, L.P., PAA Finance Corp. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.3 to PAA's Current Report on Form 8-K filed December 12, 2012).
4.12	—	Twenty-Fourth Supplemental Indenture (3.85% Senior Notes due 2023) dated August 15, 2013, by and among Plains All American Pipeline, L.P., PAA Finance Corp. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to PAA's Current Report on Form 8-K filed August 15, 2013).
4.13	—	Twenty-Fifth Supplemental Indenture (4.70% Senior Notes due 2044) dated April 23, 2014, by and among Plains All American Pipeline, L.P., PAA Finance Corp. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed April 29, 2014).
4.14	—	Twenty-Sixth Supplemental Indenture (3.60% Senior Notes due 2024) dated September 9, 2014, by and among Plains All American Pipeline, L.P., PAA Finance Corp. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed September 11, 2014).
4.15	—	Twenty-Seventh Supplemental Indenture (2.60% Senior Notes due 2019) dated December 9, 2014, by and among Plains All American Pipeline, L.P., PAA Finance Corp., and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed December 11, 2014).
4.16	—	Twenty-Eighth Supplemental Indenture (4.90% Senior Notes due 2045) dated December 9, 2014, by and among Plains All American Pipeline, L.P., PAA Finance Corp., and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.3 to our Current Report on Form 8-K filed December 11, 2014).
4.17	—	Twenty-Ninth Supplemental Indenture (4.65% Senior Notes due 2025) dated August 24, 2015, by and among Plains All American Pipeline, L.P., PAA Finance Corp., and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to PAA's Current Report on Form 8-K filed August 26, 2015).
4.18	—	Thirtieth Supplemental Indenture (4.50% Senior Notes due 2026) dated November 22, 2016, by and among Plains All American Pipeline, L.P., PAA Finance Corp., and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to PAA's Current Report on Form 8-K filed November 29, 2016).
4.19	—	Shareholder and Registration Rights Agreement dated October 21, 2013 by and among Plains GP Holdings, L.P. and the other parties signatory thereto (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed October 25, 2013).
10.1 **	—	Form of Director LTIP Grant Letter (February 2017) - Director Grant - Designated Directors and Audit Committee Members (PAGP Plan) (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2017).
10.2 **	—	Form of Director LTIP Grant Letter (February 2017) - Audit Committee Supplement (PAGP Plan) (incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2017).

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10.3 **	—	Form of Director LTIP Grant Letter (February 2017) - Independent Director Grant (PAGP Plan) (incorporated by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2017).
10.4 **	—	Form of LTIP Grant Letter for Officers (July 2017) (incorporated by reference to Exhibit 10.4 to PAA's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017).
10.5 †	—	Third Amendment to 364-Day Credit Agreement dated as of August 10, 2017 among Plains All American Pipeline, L.P., as Borrower; Bank of America, N.A., as Administrative Agent; Citibank, N.A., JPMorgan Chase Bank N.A. and Wells Fargo Bank, National Association, as Co-Syndication Agents; DNB Bank ASA, New York Branch and Mizuho Bank, Ltd., as Co-Documentation Agents; the other Lenders party thereto; and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., DNB Markets, Inc., J.P. Morgan Securities LLC, Mizuho Bank, Ltd. and Wells Fargo Securities, LLC, as Joint Lead Arrangers and Joint Bookrunners.
10.6 †	—	Fourth Amendment to Third Amended and Restated Credit Agreement dated as of August 16, 2017 among Plains Marketing, L.P. and Plains Midstream Canada ULC, as Borrowers; Plains All American Pipeline, L.P., as Guarantor; Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer; Wells Fargo Bank, National Association, as an L/C Issuer; and the other Lenders party thereto.
31.1 †	—	Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a).
31.2 †	—	Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a).
32.1 ††	—	Certification of Principal Executive Officer pursuant to 18 U.S.C. 1350.
32.2 ††	—	Certification of Principal Financial Officer pursuant to 18 U.S.C. 1350.
101.INS†	—	XBRL Instance Document
101.SCH†	—	XBRL Taxonomy Extension Schema Document
101.CAL†	—	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF†	—	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB†	—	XBRL Taxonomy Extension Label Linkbase Document
101.PRE†	—	XBRL Taxonomy Extension Presentation Linkbase Document

† Filed herewith.

†† Furnished herewith.

* Certain schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule will be furnished supplementally to the SEC upon request.

** Management compensatory plan or arrangement.

THIRD AMENDMENT TO 364-DAY CREDIT AGREEMENT

Dated as of August 10, 2017

among

PLAINS ALL AMERICAN PIPELINE, L.P.,

as Borrower,

BANK OF AMERICA, N.A.,

as Administrative Agent,

and

**CITIBANK, N.A., JPMORGAN CHASE BANK, N.A.
and WELLS FARGO BANK, NATIONAL ASSOCIATION,**
as Co-Syndication Agents,

DNB BANK ASA, NEW YORK BRANCH and MIZUHO BANK, LTD.,
as Co-Documentation Agents,

and

The Other Lenders Party Hereto

**MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED
and
CITIGROUP GLOBAL MARKETS INC., DNB MARKETS, INC.,
J.P. MORGAN SECURITIES LLC, MIZUHO BANK, LTD. and
WELLS FARGO SECURITIES, LLC,**

as

Joint Lead Arrangers and Joint Bookrunners

Senior Unsecured 364-Day Revolving Credit Facility

THIRD AMENDMENT TO 364-DAY CREDIT AGREEMENT

THIS THIRD AMENDMENT TO 364-DAY CREDIT AGREEMENT (this "Amendment") dated as of the 10th day of August, 2017, is by and among PLAINS ALL AMERICAN PIPELINE, L.P. (the "Borrower"), BANK OF AMERICA, N.A., as Administrative Agent, and the Lenders party hereto.

W I T N E S S E T H:

WHEREAS, Borrower, Administrative Agent and Lenders entered into that certain 364-Day Credit Agreement dated as of January 16, 2015, as amended by that certain First Amendment to 364-Day Credit Agreement dated as of August 14, 2015 and that certain Second Amendment to 364-Day Credit Agreement dated as of August 11, 2016 (as so amended, the "Original Agreement") for the purposes and consideration therein expressed; and

WHEREAS, Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS") and the other joint lead arrangers and joint bookrunners, have, at the Borrower's request, syndicated and arranged for an extension of the maturity date set forth in, and other amendments to, the Original Agreement, and pursuant thereto, the Borrower, Administrative Agent and the Lenders party hereto desire to amend the Original Agreement for the purposes described herein;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements contained herein and in the Original Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

ARTICLE I. — Definitions and References

§ 1.1. Terms Defined in the Original Agreement. Unless the context otherwise requires or unless otherwise expressly defined herein, the terms defined in the Credit Agreement shall have the same meanings whenever used in this Amendment.

§ 1.2. Other Defined Terms. Unless the context otherwise requires, the following terms when used in this Amendment shall have the meanings assigned to them in this § 1.2.

"Amendment" means this Third Amendment to 364-Day Credit Agreement.

"Amendment Effective Date" has the meaning specified in § 3.1 of this Amendment.

"Credit Agreement" means the Original Agreement as amended hereby.

"Exiting Lender" means any Person that is a Lender to the Original Agreement immediately prior to the execution of this Amendment and not a signatory hereto on the Amendment Effective Date as a Lender.

ARTICLE II. — Amendments

§ 2.1. Definitions.

(a) The second sentence of the definition of “Applicable Percentage” set forth in Section 1.01 of the Original Agreement is hereby amended in its entirety to read as follows:

If the commitment of each Lender to make Loans has been terminated pursuant to Section 8.02 or if the Aggregate Commitments have expired, then the Applicable Percentage of each Lender shall be determined based on either (i) the Applicable Percentage of such Lender most recently in effect, giving effect to any subsequent assignments or (ii) if the Loans have been converted to Term Loans pursuant to Section 2.01A, the percentage (carried out to the ninth decimal place) of the total Term Loans represented by such Lender’s Term Loan.

(b) Interest Payment Date. The references to “and the Maturity Date” in clauses (a) and (b) of the definition of “Interest Payment Date” set forth in Section 1.01 of the Original Agreement are hereby amended to refer instead to “and the Maturity Date, or, if the Loans have been converted to Term Loans pursuant to Section 2.01A, the effective date of such conversion and the Term Loan Maturity Date”.

(c) Loan. The definition of “Loan” set forth in Section 1.01 of the Original Agreement is hereby amended in its entirety to read as follows:

“Loan” has the meaning specified in Section 2.01 and shall include any Loan converted into a Term Loan pursuant to Section 2.01A.

(d) Maturity Date. The definition of “Maturity Date” set forth in Section 1.01 of the Original Agreement is hereby amended in its entirety to read as follows

“Maturity Date” means August 9, 2018; provided, if the Loans have been converted to Term Loans pursuant to Section 2.01A, from and after the effective date of such conversion “Maturity Date” shall mean August 9, 2019 (the “Term Loan Maturity Date”); provided, however, in either case, that if such date is not a Business Day, the Maturity Date shall be the next preceding Business Day.

(e) Required Lenders. The definition of “Required Lenders” set forth in Section 1.01 of the Original Agreement is hereby amended in its entirety to read as follows

“Required Lenders” means, as of any date of determination, Lenders having more than 50% of the Aggregate Commitments or, if the commitment of each Lender to make Loans has been terminated pursuant to Section 8.02, Lenders holding in the aggregate more than 50% of the Total Outstandings; provided, if the Loans have been converted to Term Loans pursuant to Section 2.01A, from and after the effective date of such conversion, “Required Lenders” means Lenders having more than 50% of the aggregate outstanding principal amount of the Term Loans; provided, further, that, in either case, the Commitment of, and the portion of the Total Outstandings held by, any Defaulting Lender shall be excluded for purposes of making a determination of Required Lenders.

(f) New Defined Terms. Section 1.01 of the Original Agreement is hereby amended by adding the following new defined terms in appropriate alphabetical order, to read as follows:

“Term Loans” has the meaning set forth in Section 2.01A.

“Term Loan Maturity Date” has the meaning set forth in the definition of “Maturity Date” set forth in Section 1.01.

“Term-Out” has the meaning set forth in Section 2.01A.

§ 2.2. Term-Out. Article II of the Original Agreement is hereby amended by adding a new Section 2.01A immediately following Section 2.01 of the Original Agreement, to read as follows:

2.01A. Term-Out. Provided no Default or Event of Default has occurred and is continuing, the Borrower may, upon prior written notice to the Administrative Agent for posting to the Lenders sent not less than thirty (30) days and not more than sixty (60) days prior to the Maturity Date, elect to have the entire principal balance of the Loans then outstanding converted to non-revolving term loans (the “Term Loans”), which Term Loans shall be due and payable on the Term Loan Maturity Date (such option to convert the revolving Loans to Term Loans, the “Term-Out”); provided, the Borrower may exercise the Term-Out only once during the term of this Agreement. Upon the effectiveness of the Term-Out, (a) the Commitments shall be permanently terminated and (b) the Borrower may repay, but not reborrow, the Term Loans. As a condition precedent to the Term-Out, the Borrower shall deliver to the Administrative Agent a certificate of the Borrower dated the effective date of the Term-Out signed by a Responsible Officer of the Borrower, certifying that: (i) the resolutions adopted by the Borrower approving or consenting to the Term-Out are attached thereto and such resolutions are true and correct and have not been altered, amended or repealed and are in full force and effect and (ii) both immediately before and after giving effect to the Term-Out, (A) the representations and warranties of the Borrower contained in Article V and in any other Loan Document are true and correct in all material respects on and as of the effective date of the Term-Out, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they were true and correct in all material respects as of such earlier date, and except that for purposes of this Section 2.01A, the representations and warranties contained in subsections (a) and (b) of Section 5.05 shall be deemed to refer to the most recent statements furnished pursuant to clauses (a) and (b), respectively, of Section 6.01 and (B) no Default or Event of Default exists or would immediately result from the Term-Out. The Borrower agrees to pay to the Administrative Agent for the ratable account of each Lender a one-time Term-Out fee equal to 1.00% of the outstanding principal of the Term Loans so converted, which shall be due and payable on the effective date of the Term-Out. The Borrower hereby agrees to pay any and all costs (if any) required pursuant to Section 3.05 incurred by any Lender in connection with the exercise of the Term-Out.

§ 2.3. Fees. The reference to “and on the last day of the Availability Period” set forth in the second sentence of Section 2.07 of the Original Agreement is hereby amended to refer instead to “and on the last day of the Availability Period, and, if the Loans have been converted to Term Loans pursuant to Section 2.01A, on the Term Loan Maturity Date”.

§ 2.4. Commitments. Schedule 2.01 to the Original Agreement is hereby amended in its entirety to read as set forth on Schedule 2.01 attached hereto. Each Lender that did not have a Commitment prior to its execution of this Amendment is hereby added to the Credit Agreement as a Lender with a Commitment as provided on such Schedule 2.01 and agrees to be bound by the terms of the Credit Agreement as a Lender thereunder.

§ 2.5. Ratable Loans. In connection herewith, on and as of the Amendment Effective Date, Borrower, Administrative Agent and Lenders shall make adjustments to the then outstanding principal amount of Loans (but not any interest accrued thereon prior to the Amendment Effective Date), including the borrowing of additional Loans and/or repayment of outstanding Loans, plus all applicable accrued interest, fees and expenses, as shall be necessary to repay in full all Exiting Lenders, and to provide for Loans hereunder by each Lender in the amount of its Applicable Percentage of all Loans as of the Amendment Effective Date, but in no event shall such adjustment of any Eurocurrency Rate Loans (i) constitute a payment or prepayment of all or a portion of any such Eurocurrency Rate Loans or (ii) entitle any Lender to any reimbursement under Section 3.05 of the Credit Agreement, and each Lender shall be deemed to have made an assignment of its outstanding Loans under the Credit Agreement, and assumed outstanding Loans of other Lenders under the Credit Agreement, as may be necessary to effect the foregoing.

§ 2.6. Exiting Lenders. On and as of the Amendment Effective Date, contemporaneous with repayment in full of each Exiting Lender's Loans, plus all applicable accrued interest, fees and expenses, each such Exiting Lender shall cease to be a Lender, shall be released from its obligations as a Lender under the Credit Agreement and shall cease to be a party thereto, and the Credit Agreement shall have no further force and effect as to such Exiting Lender, other than such provisions that expressly survive termination of such Exiting Lender's Commitment.

ARTICLE III. — Conditions of Effectiveness

§ 3.1. Amendment Effective Date. This Amendment shall become effective as of the date first written above (the "Amendment Effective Date"), upon the satisfaction of the following conditions precedent:

(a) The Administrative Agent's receipt of the following, each of which shall be originals, telecopies or other electronic copies (followed promptly by originals) unless otherwise specified, each properly executed by a Responsible Officer of the Borrower, if applicable, each dated the Amendment Effective Date (or, in the case of certificates of governmental officials, a recent date before the Amendment Effective Date and in the case of financial statements, the date or period of such financial statements) and each in form and substance reasonably satisfactory to the Administrative Agent:

(i) executed counterparts of this Amendment, sufficient in number for distribution to the Administrative Agent, each Lender and Borrower;

(ii) if so requested within three Business Days prior to the Amendment Effective Date, a Note executed by Borrower in favor of each requesting Lender;

(iii) such certificates of resolutions or other action, incumbency certificates and/or other certificates of Responsible Officers of Borrower as the Administrative Agent may

reasonably require evidencing the identity, authority and capacity of each Responsible Officer thereof authorized to act as a Responsible Officer in connection with this Amendment and the other Loan Documents delivered pursuant to this § 3.1 to which Borrower is a party;

(iv) such documents and certifications as the Administrative Agent may reasonably require to evidence that Borrower, General Partner and GP LLC are duly organized or formed, and that Borrower is validly existing and in good standing in its jurisdiction of organization, issued by the appropriate authorities of such jurisdiction;

(v) favorable opinions of (A) Richard McGee, Esq., General Counsel for Borrower, and (B) Baker Botts L.L.P., special Texas and New York counsel to Borrower, addressed to the Administrative Agent and each Lender;

(vi) a certificate signed by a Responsible Officer of Borrower certifying (A) that the conditions specified in Section 4.02(a) and (b) of the Credit Agreement have been satisfied, (B) that there has been no event or circumstance since December 31, 2016 that has had or could be reasonably expected to have, either individually or in the aggregate, a Material Adverse Effect and (C) the current Debt Ratings; and

(vii) such other assurances, certificates, documents, consents or opinions as the Administrative Agent may reasonably require.

(b) All consents, licenses and approvals required in connection with the execution, delivery and performance by Borrower and the validity against Borrower of this Amendment and each of the other Loan Documents to which it is a party shall have been obtained and shall be in full force and effect.

(c) There shall not have occurred during the period from December 31, 2016 through and including the Amendment Effective Date (i) any event or condition that has had or could reasonably be expected, either individually or in the aggregate, to have a Material Adverse Effect, or (ii) any action, suit, investigation, proceeding, claim or dispute pending or, to the knowledge of Borrower, threatened in writing, at law, in equity, in arbitration or before any Governmental Authority, by or against Borrower or any of its Subsidiaries or against any of their properties or revenues that either individually or in the aggregate, could reasonably be expected to have a Material Adverse Effect.

(d) Any fees due the Lead Arranger, Administrative Agent or any Lender, including any arrangement fees, agency fees and upfront fees, and any expenses incurred by the Lead Arranger and Administrative Agent, in each case, as agreed in writing by Borrower, required to be paid on or before the Amendment Effective Date shall have been paid.

(e) Borrower shall have paid all reasonable fees, charges and disbursements of counsel to the Administrative Agent to the extent invoiced prior to the Amendment Effective Date.

For purposes of determining compliance with the conditions specified in this §3.1, each Lender that has signed this Amendment shall be deemed to have consented to, approved or accepted or to be satisfied with, each document or other matter required thereunder to be consented to or approved by or acceptable or satisfactory to a Lender unless the Administrative Agent shall have

received notice from such Lender prior to the proposed Amendment Effective Date specifying its objection thereto and the Administrative Agent hereby agrees to promptly provide Borrower with a copy of any such notice received by the Administrative Agent.

ARTICLE IV. — Representations and Warranties

§ 4.1. Representations and Warranties of Borrower. In order to induce Administrative Agent and Lenders to enter into this Amendment, Borrower represents and warrants to Administrative Agent and each Lender that:

(a) The representations and warranties of Borrower contained in Article V of the Credit Agreement and in any other Loan Document are true and correct in all material respects on and as of the Amendment Effective Date, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct in all material respects as of such earlier date, and except that the representations and warranties contained in subsections (a) and (b) of Section 5.05 of the Credit Agreement shall be deemed to refer to the most recent statements furnished pursuant to clauses (a) and (b), respectively, of Section 6.01 of the Credit Agreement.

(b) No Default has occurred and is continuing as of the Amendment Effective Date.

ARTICLE V. — Miscellaneous

§ 5.1. Ratification of Agreements. The Original Agreement, as hereby amended, is hereby ratified and confirmed in all respects. The Loan Documents, as they may be amended or affected by this Amendment, are hereby ratified and confirmed in all respects by Borrower. Any reference to the Original Agreement in any Loan Document shall be deemed to refer to the Credit Agreement. Upon and after the effectiveness hereof, each reference in the Credit Agreement to “this Agreement”, “hereunder”, “hereof” or words of like import referring to the Credit Agreement, and each reference in the other Loan Documents to “the Credit Agreement”, “thereunder”, “thereof” or words of like import referring to the Credit Agreement, shall mean and be a reference to the Credit Agreement as amended hereby. The execution, delivery and effectiveness of this Amendment shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of Administrative Agent or any Lender under the Credit Agreement or any other Loan Document nor constitute a waiver of any provision of the Credit Agreement or any other Loan Document.

§ 5.2. Loan Documents. This Amendment is a Loan Document, and all provisions in the Credit Agreement pertaining to Loan Documents apply hereto.

§ 5.3. GOVERNING LAW. THIS AMENDMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAW.

§ 5.4. Counterparts. This Amendment may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Amendment by telecopy or other electronic imaging means shall be effective as delivery of a manually executed counterpart of this Amendment.

§ 5.5. ENTIRE AGREEMENT. THIS AMENDMENT AND THE OTHER LOAN DOCUMENTS REPRESENT THE FINAL AGREEMENT AMONG THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS, OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. THERE ARE NO UNWRITTEN ORAL AGREEMENTS AMONG THE PARTIES.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, this Amendment is executed as of the date first above written.

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/ Sharon S. Spurlin

Name: Sharon S. Spurlin
Title: Vice President and Treasurer

BANK OF AMERICA, N.A.,
as Administrative Agent

By: /s/ Anthea Del Bianco

Name: Anthea Del Bianco

Title: Vice President

BANK OF AMERICA, N.A., as a Lender

By: /s/ Christopher Dibiase

Name: Christopher Dibiase

Title: Director

CITIBANK, N.A.,
as a Lender

By: /s/ Gabriel Juarez

Name: Gabriel Juarez

Title: Vice President

DNB CAPITAL LLC,
as a Lender

By: /s/ Jamie Grubb

Name: Jamie Grubb

Title: Vice President

By: /s/ Kelton Glasscock

Name: Kelton Glasscock

Title: Senior Vice President

DEUTSCHE BANK AG NEW YORK BRANCH,
as a Lender

By: /s/ Ming K Chu

Name: Ming K Chu

Title: Director

By: /s/ Virginia Cosenza

Name: Virginia Cosenza

Title: Vice President

JPMORGAN CHASE BANK, N.A.,
as a Lender

By: /s/ Stephanie Balette

Name: Stephanie Balette

Title: Authorized Officer

MIZUHO BANK, LTD.,
as a Lender

By: /s/ Leon Mo

Name: Leon Mo

Title: Authorized Signatory

MORGAN STANLEY BANK, N.A.,
as a Lender

By: /s/ Michael King__

Name: Michael King

Title: Authorized Signatory

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as a Lender

By: /s/ Douglas McDowell

Name: Douglas McDowell

Title: Managing Director

BRANCH BANKING AND TRUST COMPANY,
as a Lender

By: /s/ Erron Powers

Name: Erron Powers

Title: Senior Vice President

THE BANK OF NOVA SCOTIA,
as a Lender

By: /s/ Mark Sparrow

Name: Mark Sparrow

Title: Director

THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.,
as a Lender

By: /s/ Stephen W. Warfel

Name: Stephen W. Warfel

Title: Managing Director

BARCLAYS BANK PLC,
as a Lender

By: /s/ Christopher Aitkin

Name: Christopher Aitkin

Title: Assistant Vice President

BNP PARIBAS,
as a Lender

By: /s/ Joe Onischuk

Name: Joe Onischuk

Title: Managing Director

By: /s/ Reginald Crichlow

Name: Reginald Crichlow

Title: Vice President

COMPASS BANK,
as a Lender

By: /s/ Mark H. Wolf

Name: Mark H. Wolf

Title: Senior Vice President

CANADIAN IMPERIAL BANK OF COMMERCE, NEW YORK BRANCH,
as a Lender

By: /s/ Trudy Nelson

Name: Trudy Nelson

Title: Authorized Signatory

By: /s/ Richard Antl

Name: Richard Antl

Title: Authorized Signatory

SUMITOMO MITSUI BANKING CORPORATION,
as a Lender

By: /s/ James D. Weinstein

Name: James D. Weinstein

Title: Managing Director

SUNTRUST BANK,
as a Lender

By: /s/ Chulley Bogle

Name: Chulley Bogle

Title: Vice President

BMO HARRIS BANK N.A.,
as a Lender

By: /s/ Matthew Davis

Name: Matthew Davis

Title: Vice President

ING CAPITAL LLC,
as a Lender

By: /s/ Cheryl LaBelle

Name: Cheryl LaBelle

Title: Managing Director

By: /s/ Hans Beekmans

Name: Hans Beekmans

Title: Director

REGIONS BANK,
as a Lender

By: /s/ David Valentine

Name: David Valentine

Title: Managing Director

U.S. BANK NATIONAL ASSOCIATION,
as a Lender

By: /s/ Patrick Jeffrey

Name: Patrick Jeffrey

Title: Vice President

PNC BANK, NATIONAL ASSOCIATION,
as a Lender

By: /s/ Stephen Monto

Name: Stephen Monto

Title: SVP

ROYAL BANK OF CANADA,
as a Lender

By: /s/ Kristan Spivey

Name: Kristan Spivey

Title: Authorized Signatory

MORGAN STANLEY SENIOR FUNDING, INC.,
as a Lender

By: /s/ Michael King__

Name: Michael King

Title: Vice President

**COMMITMENTS
AND APPLICABLE PERCENTAGES**

Lender	Commitment	Applicable Percentage
Bank of America, N.A.	\$58,437,500.00	5.843750000%
Citibank, N.A.	\$58,437,500.00	5.843750000%
DNB Capital LLC	\$58,437,500.00	5.843750000%
Deutsche Bank AG New York Branch	\$58,437,500.00	5.843750000%
JPMorgan Chase Bank, N.A.	\$58,437,500.00	5.843750000%
Mizuho Bank, Ltd.	\$58,437,500.00	5.843750000%
Wells Fargo Bank, National Association	\$58,437,500.00	5.843750000%
Morgan Stanley Bank, N.A. Branch Banking and Trust Company	\$52,500,000.00	5.250000000%
The Bank of Nova Scotia	\$43,000,000.00	4.300000000%
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	\$43,000,000.00	4.300000000%
Barclays Bank PLC	\$43,000,000.00	4.300000000%
PNC Bank, National Association	\$43,000,000.00	4.300000000%
BNP Paribas	\$37,500,000.00	3.750000000%
Compass Bank	\$37,500,000.00	3.750000000%
Canadian Imperial Bank of Commerce, New York Branch	\$37,500,000.00	3.750000000%
Sumitomo Mitsui Banking Corporation	\$37,500,000.00	3.750000000%
SunTrust Bank	\$37,500,000.00	3.750000000%
BMO Harris Bank N.A.	\$26,500,000.00	2.650000000%
ING Capital LLC	\$26,500,000.00	2.650000000%
Regions Bank	\$26,500,000.00	2.650000000%
U.S. Bank National Association	\$26,500,000.00	2.650000000%
Royal Bank of Canada	\$14,500,000.00	1.450000000%
Morgan Stanley Senior Funding, Inc.	\$5,937,500.00	0.593750000%
Total	\$1,000,000,000.00	100.000000000%

**FOURTH AMENDMENT TO
THIRD AMENDED AND RESTATED CREDIT AGREEMENT**

Dated as of August 16, 2017

among

PLAINS MARKETING, L.P.

and

PLAINS MIDSTREAM CANADA ULC,

as Borrowers,

PLAINS ALL AMERICAN PIPELINE, L.P.,

as Guarantor

BANK OF AMERICA, N.A.,

as Administrative Agent and Swing Line Lender,

BANK OF AMERICA, N.A. and WELLS FARGO BANK, NATIONAL ASSOCIATION,

as L/C Issuers

and

The Other Lenders Party Hereto

CITIBANK, N.A. and SOCIÉTÉ GÉNÉRALE,

as Co-Syndication Agents,

MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED

CITIGROUP GLOBAL MARKETS INC. and SOCIÉTÉ GÉNÉRALE,

as

Joint Lead Arrangers and Joint Bookrunners

Senior Secured
Hedged Inventory Facility

FOURTH AMENDMENT TO THIRD AMENDED AND RESTATED CREDIT AGREEMENT

THIS FOURTH AMENDMENT TO THIRD AMENDED AND RESTATED CREDIT AGREEMENT (this "Amendment") dated as of the 16th day of August, 2017, is by and among PLAINS MARKETING, L.P., a Texas limited partnership (the "Company"), PLAINS MIDSTREAM CANADA ULC, a British Columbia unlimited liability company ("PMCULC"; and together with the Company, the "Borrowers" and each individually, a "Borrower"), PLAINS ALL AMERICAN PIPELINE, L.P., as guarantor, BANK OF AMERICA, N.A., as Administrative Agent and an L/C Issuer, WELLS FARGO BANK, NATIONAL ASSOCIATION, as an L/C Issuer, and the Lenders party hereto.

WITNESSETH:

WHEREAS, Borrowers, Administrative Agent, certain of the L/C Issuers and certain of the Lenders entered into that certain Third Amended and Restated Credit Agreement dated as of August 19, 2011, as amended by that certain First Amendment to Third Amended and Restated Credit Agreement dated as of June 27, 2012, that certain Second Amendment to Third Amended and Restated Credit Agreement dated as of August 16, 2013 and that certain Third Amendment to Third Amended and Restated Credit Agreement dated as of August 11, 2016 (as heretofore amended, the "Original Agreement") for the purposes and consideration therein expressed; and

WHEREAS, Merrill Lynch, Pierce, Fenner & Smith, Incorporated ("MLPFS") and the other joint lead arrangers and joint bookrunners, have, at the Company's request, syndicated and arranged for an extension of the maturity date set forth in, and other amendments to, the Original Agreement, and pursuant thereto, the Borrowers, Administrative Agent, L/C Issuers and the Lenders party hereto desire to amend the Original Agreement for the purposes described herein;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements contained herein and in the Original Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

ARTICLE I. — Definitions and References

§ 1.1. Terms Defined in the Original Agreement. Unless the context otherwise requires or unless otherwise expressly defined herein, the terms defined in the Credit Agreement shall have the same meanings whenever used in this Amendment.

§ 1.2. Other Defined Terms. Unless the context otherwise requires, the following terms when used in this Amendment shall have the meanings assigned to them in this § 1.2.

"Amendment" means this Fourth Amendment to Third Amended and Restated Credit Agreement.

"Amendment Effective Date" has the meaning specified in § 3.1 of this Amendment.

"Credit Agreement" means the Original Agreement as amended hereby.

ARTICLE II. — Amendments

§ 2.1. Definitions.

(a) Collateral. The definition of “Collateral” in Section 1.01 of the Original Agreement is hereby amended by adding the following new sentence at the end thereof:

In no event shall Collateral include any Subject Inventory, corresponding Swap Contracts with respect thereto, and Subject Receivables that are the subject of Collateral Intermediary Transactions permitted pursuant to Section 7.08.

(b) Collateral Value. The definition of “Collateral Value” in Section 1.01 of the Original Agreement is hereby amended by adding the following new sentence at the end thereof:

In no event shall any Subject Inventory, any corresponding Swap Contracts with respect thereto or Subject Receivables be included in the calculation of Collateral Value.

(c) New Defined Terms. Section 1.01 of the Original Agreement is hereby amended by adding the following new defined terms in appropriate alphabetical order, to read as follows:

“Commodity Intermediary” means (i) any Lender, any Affiliate of any Lender that engages in Commodity Intermediary Transactions, or other nationally recognized institution engaged in transactions of such type, or (ii) any other institution that engages in Commodity Intermediary Transactions that is reasonably acceptable to the Administrative Agent.

“Commodity Intermediary Transaction” means a transaction or series of transactions (whether reflected in a single agreement or a set of related agreements) under which a Commodity Intermediary buys from Borrower and/or sells to Borrower or third parties Subject Inventory, and in addition, may enter into Swap Contracts with respect to such Subject Inventory (including for hedging and/or risk mitigation purposes) and/or provide additional financial accommodations based on Subject Receivables, and in connection therewith (i) the Administrative Agent releases any Liens securing the Obligations on Subject Inventory, such Swap Contracts and Subject Receivables, and (ii) Borrower grants a Lien on Subject Inventory, corresponding Swap Contracts with respect thereto, and Subject Receivables (if any) in favor of such Commodity Intermediary to secure the obligations of Borrower to such Commodity Intermediary arising under such Commodity Intermediary Transaction.

“Subject Inventory” means any portion of Borrower’s Petroleum Product inventory identified by Borrower as subject to a Commodity Intermediary Transaction.

“Subject Receivables” means Receivables arising from the sale of Subject Inventory.

§ 2.2. Liens. The reference to “Liens, other than Liens permitted by Section 7.01” in Section 5.07 of the Original Agreement is hereby amended to refer instead to “Liens, other than Liens permitted by Section 7.01 and Liens granted in connection with Commodity Intermediary Transactions permitted pursuant to Section 7.08”.

§ 2.3. Collateral Documents. The reference to “(excluding tank bottoms and pipeline linefill of such Borrower)” in Section 5.13 of the Original Agreement is hereby amended to refer instead to “(excluding tank bottoms, pipeline linefill and Subject Inventory of such Borrower)”.

§ 2.4. Covenant to Give Security. The reference to “(excluding tank bottoms, pipeline linefill and other Petroleum Products inventory of such Borrower)” in Section 6.12 of the Original Agreement is hereby amended to refer instead to “(excluding tank bottoms, pipeline linefill, other Petroleum Products inventory and Subject Inventory of such Borrower)”.

§ 2.5. Dispositions. The reference to “except in the ordinary course of business on ordinary trade terms” in Section 7.03 of the Original Agreement is hereby amended to refer instead to “except (i) in the ordinary course of business on ordinary trade terms and (ii) in connection with Commodity Intermediary Transactions permitted pursuant to Section 7.08”.

§ 2.6. Commodity Intermediary Transactions. Article VII of the Original Agreement is hereby amended by adding a new Section 7.08 at the end thereof, to read as follows:

7.08 Commodity Intermediary Transactions. Enter into any Commodity Intermediary Transaction, unless:

(a) The aggregate value of the maximum volume of Subject Inventory and Subject Receivables shall not exceed an amount equal to the lesser of (i) \$500 million and (ii) 20% of the value of all of Borrower’s Petroleum Product inventory and all of Borrower’s Receivables therefrom at such time; provided that, in the case of a Commodity Intermediary Transaction that is documented under a master or framework agreement and contemplates an ongoing series of transactions, such calculation shall be made only at the commencement of a Commodity Intermediary Transaction and each time thereafter that the maximum volume of Subject Inventory is increased by Borrower and the applicable Commodity Intermediary;

(b) Borrower shall (i) notify the Administrative Agent of the specific locations of Subject Inventory, certifying that no Petroleum Product inventory constituting Collateral is stored or located at any such location, and any corresponding Swap Contracts with respect thereto; provided that in the case of a Commodity Intermediary Transaction that is documented under a master or framework agreement and contemplates an ongoing series of transactions, the foregoing requirement shall be satisfied by Borrower providing such notice to the Administrative Agent at the inception of such Commodity Intermediary Transaction and upon (A) the addition of any new locations at which Subject Inventory is stored or located or (B) any such location at which Subject Inventory ceases to be stored or located, and (ii) expressly identify any Subject Receivables as such in Borrower’s records;

(c) In connection with any requested release of Collateral with respect to Subject Inventory, any corresponding Swap Contracts with respect thereto and any Subject Receivables, Borrower shall certify that after giving effect to such release, the Collateral Value shall exceed Total Outstandings;

(d) With respect to any release of Petroleum Product inventory constituting Collateral in connection with a Commodity Intermediary Transaction, such release shall be

effective with respect to such Petroleum Product inventory provided that, subject to clause (a) of this Section 7.08, such Petroleum Product inventory is stored or located at a specified location where either (A) only Subject Inventory is stored or located or (B) only such Petroleum Product inventory (and no other Petroleum Product inventory constituting Collateral) is stored or located. Immediately upon the termination of (A) the Commodity Intermediary Transaction regarding such Subject Inventory or (B) the Borrower's relationship with the applicable Commodity Intermediary, all Petroleum Product inventory stored or located at such location shall thereafter constitute Collateral;

(e) Subject Inventory shall not be commingled with any Collateral at any time;

(f) No corresponding Swap Contract with respect to Subject Inventory shall be (i) pursuant to or governed by any ISDA Master Agreement governing any Swap Contracts with respect to any Collateral, (ii) subject to netting with respect to any Swap Contract with respect to any Collateral, or (iii) secured by any Collateral;

(g) Upon the sale to any third party (other than a Commodity Intermediary) of any Subject Inventory (or corresponding Subject Receivable (if any)), Borrower shall promptly pay to the applicable Commodity Intermediary the corresponding account payable with respect thereto;

(h) Following the occurrence and during the continuance of any Event of Default, all proceeds of the sale of Subject Inventory or any Subject Receivables shall be segregated by Borrower from its other funds, held in a segregated deposit account and not commingled with any other funds of Borrower; and

(i) Borrower shall enter into an intercreditor agreement in form and substance satisfactory to the Administrative Agent in all respects with any Commodity Intermediary party to any Commodity Intermediary Transaction.

Each Lender hereby authorizes the Administrative Agent to enter into amendments to the Security Documents, in form and substance satisfactory to the Administrative Agent, to evidence the foregoing and consents to each such amendment.

ARTICLE IIA. — Extension of Maturity Date

§ 2A.1. Extension of Maturity Date. With respect to the Company's request pursuant to Section 2.14 of the Credit Agreement to extend the Maturity Date applicable to each Lender for one additional year from the Existing Maturity Date (the "Extension"), Administrative Agent has notified the Company of the Extending Lenders and Non-Extending Lenders with respect thereto as set forth on Schedule A attached hereto. Subject to the satisfaction of the conditions precedent set forth in Article III:

(a) Effective as of August 16, 2017, the Maturity Date with respect to each such Extending Lender is August 16, 2020;

(b) the Existing Maturity Date of August 16, 2019 shall remain in effect with respect to each such Non-Extending Lender;

and

(c) the parties hereto agree that with respect to the Extension, the certification by the Company required by Section 2.14(f) of the Credit Agreement is hereby satisfied by the Company's execution and delivery of this Amendment.

ARTICLE III. — Conditions of Effectiveness

§ 3.1. Amendment Effective Date. This Amendment shall become effective as of the date first written above (the "Amendment Effective Date"), upon the satisfaction of the following conditions precedent:

(a) The Administrative Agent's receipt of the following, each of which shall be originals, telecopies or other electronic copies (followed promptly by originals) unless otherwise specified, each properly executed by a Responsible Officer of the signing Loan Party, if applicable, each dated the Amendment Effective Date (or, in the case of certificates of governmental officials, a recent date before the Amendment Effective Date and in the case of financial statements, the date or period of such financial statements) and each in form and substance reasonably satisfactory to the Administrative Agent:

(i) executed counterparts of this Amendment, sufficient in number for distribution to the Administrative Agent, each Lender, each Borrower and PAA;

(ii) such certificates of resolutions or other action, incumbency certificates and/or other certificates of Responsible Officers of each Loan Party as the Administrative Agent may reasonably require evidencing the identity, authority and capacity of each Responsible Officer thereof authorized to act as a Responsible Officer in connection with this Amendment and the other Loan Documents delivered pursuant to this § 3.1 to which such Loan Party is a party;

(iii) such documents and certifications as the Administrative Agent may reasonably require to evidence that each Loan Party and General Partner is duly organized or formed, and that each Borrower is validly existing and in good standing in its jurisdiction of organization, issued by the appropriate authorities of such jurisdiction;

(iv) favorable opinions of (A) Richard McGee, Esq., General Counsel for Borrowers and PAA, (B) Baker Botts L.L.P., special Texas and New York counsel to Borrowers and PAA, and (C) Patterson Adams LLP, special Canadian counsel to PMCULC, addressed to the Administrative Agent and each Lender;

(v) a certificate signed by a Responsible Officer of the Company certifying (A) that the conditions specified in Section 4.02(a), (b) and (d) of the Credit Agreement have been satisfied (and in the case of said Section 4.02(d), if no Request for Credit Extension is made on the Amendment Effective Date, then determined in respect to then Outstanding Amount of Obligations, if any, of each Borrower), (B) that there has been no event or circumstance since December 31, 2016 that has had or could be reasonably expected to have, either individually or in the aggregate, a Material Adverse Effect, and (C) the current PAA Debt Ratings; and

(vi) such other assurances, certificates, documents, consents or opinions as the Administrative Agent may reasonably require.

(b) All consents, licenses and approvals required in connection with the execution, delivery and performance by each Loan Party and the validity against each Loan Party of this Amendment and each of the other Loan Documents to which it is a party shall have been obtained and shall be in full force and effect.

(c) There shall not have occurred during the period from December 31, 2016 through and including the Amendment Effective Date (i) any event or condition that has had or could reasonably be expected, either individually or in the aggregate, to have a Material Adverse Effect, or (ii) any action, suit, investigation, proceeding, claim or dispute pending or, to the knowledge of PAA, threatened in writing, at law, in equity, in arbitration or before any Governmental Authority, by or against PAA or any of its Subsidiaries or against any of their properties or revenues that either individually or in the aggregate, could reasonably be expected to have a Material Adverse Effect.

(d) Any fees due MLPFS, Administrative Agent or any Lender, including any arrangement fees, agency fees and upfront fees, and any expenses incurred by MLPFS and Administrative Agent, in each case, as agreed in writing by the Company, required to be paid on or before the Amendment Effective Date shall have been paid.

(e) The Company shall have paid all reasonable fees, charges and disbursements of counsel to the Administrative Agent to the extent invoiced prior to the Amendment Effective Date.

For purposes of determining compliance with the conditions specified in this § 3.1, each Lender that has signed this Amendment shall be deemed to have consented to, approved or accepted or to be satisfied with, each document or other matter required thereunder to be consented to or approved by or acceptable or satisfactory to a Lender unless the Administrative Agent shall have received notice from such Lender prior to the proposed Amendment Effective Date specifying its objection thereto and the Administrative Agent hereby agrees to promptly provide the Company with a copy of any such notice received by the Administrative Agent.

ARTICLE IV. — Representations and Warranties

§ 4.1. Representations and Warranties of the Company. In order to induce Administrative Agent, L/C Issuers and Lenders to enter into this Amendment, the Company represents and warrants to Administrative Agent, L/C Issuers and each Lender that:

(a) The representations and warranties of (i) the Company (and PMCULC, solely as to itself) contained in Article V of the Credit Agreement and (ii) each Loan Party in any other Loan Document are true and correct in all material respects on and as of the Amendment Effective Date, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct in all material respects as of such earlier date, and except that the representations and warranties contained in subsections (a) and (b) of Section 5.05 of the Credit Agreement shall be deemed to refer to the most recent statements furnished pursuant to clauses (a) and (b), respectively, of Section 6.01 of the Credit Agreement.

(b) No Default has occurred and is continuing as of the Amendment Effective Date.

ARTICLE V. — Miscellaneous

§ 5.1. Ratification of Agreements. The Original Agreement, as hereby amended, is hereby ratified and confirmed in all respects. The Loan Documents, as they may be amended or affected by this Amendment, are hereby ratified and confirmed in all respects by each Borrower and PAA. Any reference to the Original Agreement in any Loan Document shall be deemed to refer to the Credit Agreement. Upon and after the effectiveness hereof, each reference in the Credit Agreement to “this Agreement”, “hereunder”, “hereof” or words of like import referring to the Credit Agreement, and each reference in the other Loan Documents to “the Credit Agreement”, “thereunder”, “thereof” or words of like import referring to the Credit Agreement, shall mean and be a reference to the Credit Agreement as amended hereby. The execution, delivery and effectiveness of this Amendment shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of Administrative Agent, any L/C Issuer or any Lender under the Credit Agreement or any other Loan Document nor constitute a waiver of any provision of the Credit Agreement or any other Loan Document.

§ 5.2. Ratification of PAA Guaranty and Collateral Documents. PAA, by its signature hereto, represents and warrants that PAA has no defense to the enforcement of the PAA Guaranty, and that according to its terms the PAA Guaranty will continue in full force and effect to guaranty each Borrower’s Obligations and the other amounts described in the PAA Guaranty following execution of this Amendment. Each Borrower, Administrative Agent, L/C Issuers and Lenders each acknowledges and agrees that any and all Obligations of such Borrower are secured indebtedness under, and are secured by, each and every Collateral Document with respect to the Collateral pledged thereunder by such Borrower. The Company hereby re-pledges, re-grants and re-assigns a security interest in and lien on every asset of such Borrower described as Collateral in any Collateral Document.

§ 5.3. Loan Documents. This Amendment is a Loan Document, and all provisions in the Credit Agreement pertaining to Loan Documents apply hereto.

§ 5.4. GOVERNING LAW. THIS AMENDMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAW.

§ 5.5. Counterparts. This Amendment may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Amendment by telecopy or other electronic imaging means shall be effective as delivery of a manually executed counterpart of this Amendment.

§ 5.6. ENTIRE AGREEMENT. THIS AMENDMENT AND THE OTHER LOAN DOCUMENTS REPRESENT THE FINAL AGREEMENT AMONG THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS, OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. THERE ARE NO UNWRITTEN ORAL AGREEMENTS AMONG THE PARTIES.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, this Amendment is executed as of the date first above written.

BORROWERS:

PLAINS MARKETING, L.P.,
as the Company and a Borrower

By: PLAINS GP LLC,
its general partner

By: /s/ Sharon S. Spurlin
Name: Sharon S. Spurlin
Title: Vice President and Treasurer

PLAINS MIDSTREAM CANADA ULC,
as PMCULC and a Borrower

By: /s/ Sharon S. Spurlin
Name: Sharon S. Spurlin
Title: Vice President and Treasurer

PAA:

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/ Sharon S. Spurlin
Name: Sharon S. Spurlin
Title: Vice President and Treasurer

LENDER PARTIES:

BANK OF AMERICA, N.A.,
Administrative Agent

By: /s/ Anthea Del Biaco
Name: Anthea Del Bianco
Title: Vice President

BANK OF AMERICA, N.A.,
a Lender, Swing Line Lender and an L/C Issuer

By: /s/ Christopher Dibiase
Name: Christopher Dibiase
Title: Director

CITIBANK, N.A., Lender

By: /s/ Gabriel Juarez
Name: Gabriel Juarez
Title: Vice President

SOCIÉTÉ GÉNÉRALE, Lender

By: /s/ Michiel V. M. Van Der Voort
Name: Michiel V. M. Van Der Voort
Title: Managing Director

BNP PARIBAS, Lender

By: /s/ Joe Onischuk
Name: Joe Onischuk
Title: Managing Director

By: /s/ Reginal Crichlow
Name: Reginal Crichlow
Title: Vice President

DNB CAPITAL LLC,
Lender

By: /s/ Jamie Grubb
Name: Jamie Grubb
Title: Vice President

By: /s/ Kelton Glasscock
Name: Kelton Glasscock
Title: Senior Vice President

JPMORGAN CHASE BANK, N.A., Lender

By: /s/ Stephanie Balette
Name: Stephanie Balette
Title: Authorized Officer

MIZUHO BANK, LTD., Lender

By: /s/ Leon Mo
Name: Leon Mo
Title: Authorized Signatory

WELLS FARGO BANK, NATIONAL ASSOCIATION, Lender and an L/C Issuer

By: /s/ Douglas McDowell
Name: Douglas McDowell
Title: Managing Director

BANK OF MONTREAL, Lender

By: /s/ Matthew Davis
Name: Matthew Davis
Title: Vice President

BARCLAYS BANK PLC, Lender

By: /s/ Christopher Aitkin

Name: Christopher Aitkin

Title: Assistant Vice President

CANADIAN IMPERIAL BANK OF COMMERCE, NEW YORK AGENCY, Lender

By: /s/ Trudy Nelson

Name: Trudy Nelson

Title: Authorized Signatory

By: /s/ Richard Antl

Name: Richard Antl

Title: Authorized Signatory

COMPASS BANK, Lender

By: /s/ Mark H. Wolf

Name: Mark H. Wolf

Title: Senior Vice President

MORGAN STANLEY BANK, N.A., Lender

By: /s/ Michael King

Name: Michael King

Title: Authorized Signatory

ROYAL BANK OF CANADA, Lender,
and further agrees, pursuant to Section 2.14 of the
Credit Agreement, to extend its Maturity Date from
August 16, 2018 to August 16, 2020

By: /s/ Kristan Spivey

Name: Kristan Spivey

Title: Authorized Signatory

SUMITOMO MITSUI BANKING CORPORATION, Lender

By: /s/ James D. Weinstein
Name: James D. Weinstein
Title: Managing Director

SUNTRUST BANK, Lender

By: /s/ Chulley Bogle
Name: Chulley Bogle
Title: Vice President

THE BANK OF NOVA SCOTIA, Lender

By: /s/ Mark Sparrow
Name: Mark Sparrow
Title: Director

THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.
Lender

By: /s/ Stephen W. Warfel
Name: Stephen W. Warfel
Title: Managing Director

UBS AG, STAMFORD BRANCH, Lender

By: _____
Name:
Title:

By: _____
Name:
Title:

DEUTSCHE BANK AG NEW YORK BRANCH, Lender

By: /s/ Ming K Chu
Name: Ming K Chu
Title: Director

By: /s/ Virginia Cosenza
Name: Virginia Cosenza
Title: Vice President

FIFTH THIRD BANK, Lender

By: /s/ Larry Hayes
Name: Larry Hayes
Title: Director

By: /s/ Charles Ritchie
Name: Charles Ritchie
Title: Vice President

ING CAPITAL LLC, Lender

By: /s/ Cheryl LaBelle
Name: Cheryl LaBelle
Title: Managing Director

By: /s/ Hans Beekmans
Name: Hans Beekmans
Title: Director

PNC BANK, NATIONAL ASSOCIATION, Lender

By: /s/ Stephen Monto
Name: Stephen Monto
Title: SVP

REGIONS BANK, Lender

By: /s/ David Valentine
Name: David Valentine
Title: Managing Director

U.S. BANK NATIONAL ASSOCIATION, Lender

By: /s/ Patrick Jeffrey
Name: Patrick Jeffrey
Title: Vice President

S-7 PMLP 4th Amendment

PMLP EXTENDING AND NON-EXTENDING LENDERS**EXTENDING LENDERS:**

Bank of America, N.A.
Citibank, N.A.
Société Générale
BNP Paribas
DNB Capital LLC
JPMorgan Chase Bank, N.A.
Mizuho Bank, Ltd.
Wells Fargo Bank, National Association
Bank of Montreal
Barclays Bank PLC
Canadian Imperial Bank of Commerce, New York Agency
Compass Bank
Morgan Stanley Bank, N.A.
Royal Bank of Canada
Sumitomo Mitsui Banking Corporation
SunTrust Bank
The Bank of Nova Scotia
The Bank of Tokyo-Mitsubishi UFJ, Ltd.
Deutsche Bank AG New York Branch
Fifth Third Bank
ING Capital LLC
PNC Bank, National Association
Regions Bank
U.S. Bank National Association

NON-EXTENDING LENDERS:

UBS AG, Stamford Branch

CERTIFICATION

I, Greg L. Armstrong, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Plains GP Holdings, L.P. (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 8, 2017

/s/ Greg L. Armstrong

Greg L. Armstrong

Chief Executive Officer

CERTIFICATION

I, Al Swanson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Plains GP Holdings, L.P. (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 8, 2017

/s/ Al Swanson

Al Swanson

Chief Financial Officer

**CERTIFICATION OF
CHIEF EXECUTIVE OFFICER
OF PLAINS GP HOLDINGS, L.P.
PURSUANT TO 18 U.S.C. 1350**

I, Greg L. Armstrong, Chief Executive Officer of Plains GP Holdings, L.P. (the “Company”), hereby certify that:

(i) the accompanying report on Form 10-Q for the period ended September 30, 2017 and filed with the Securities and Exchange Commission on the date hereof (the “Report”) by the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Greg L. Armstrong

Name: Greg L. Armstrong

Date: November 8, 2017

**CERTIFICATION OF
CHIEF FINANCIAL OFFICER
OF PLAINS GP HOLDINGS, L.P.
PURSUANT TO 18 U.S.C. 1350**

I, Al Swanson, Chief Financial Officer of Plains GP Holdings, L.P. (the "Company"), hereby certify that:

(i) the accompanying report on Form 10-Q for the period ended September 30, 2017 and filed with the Securities and Exchange Commission on the date hereof (the "Report") by the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Al Swanson

Name: Al Swanson

Date: November 8, 2017