

**PART III**

**Item 10. *Directors and Executive Officers of Our General Partner and Corporate Governance***

**Partnership Management and Governance**

As with many publicly traded partnerships, we do not directly have officers, directors or employees. Our operations and activities are managed by Plains All American GP LLC (“GP LLC”), which employs our management and operational personnel (other than our Canadian personnel, who are employed by Plains Midstream Canada ULC (“PMC” or “Plains Midstream Canada”)). GP LLC is the general partner of Plains AAP, L.P. (“AAP LP”), which is the sole member of PAA GP LLC, our general partner. References to our general partner, as the context requires, include any or all of GP LLC, AAP LP and PAA GP LLC. References to our officers, directors and employees are references to the officers, directors and employees of GP LLC (or, in the case of our Canadian operations, Plains Midstream Canada).

Our general partner manages our operations and activities. Unitholders are limited partners and do not directly or indirectly participate in our management or operation. Our partnership agreement limits any fiduciary duties our general partner might owe to our unitholders. As a general partner, our general partner is liable for all of our debts (to the extent not paid from our assets), except for indebtedness or other obligations that are made specifically non-recourse to it. Our general partner has the sole discretion to incur indebtedness or other obligations on our behalf on a non-recourse basis to the general partner. Our general partner has in the past exercised such discretion, in most instances involving payment liability, and intends to exercise such discretion in the future.

Our partnership agreement provides that our general partner will manage and operate us and that unitholders, unlike holders of common stock in a corporation, will have only limited voting rights on matters affecting our business or governance. The governance of GP LLC is, in effect, the governance of our partnership, subject in all cases to any specific unitholder rights contained in our partnership agreement. References to our “Board of Directors” mean the board of directors of GP LLC, which consists of eight directors elected by the members of GP LLC, and not by our unitholders. Under the Fifth Amended and Restated Limited Liability Company Agreement of GP LLC (the “GP LLC Agreement”), three of the members of GP LLC have the right to designate one director each, and our CEO is a director by virtue of holding the office. The remaining four seats are elected, and may be removed, by a majority of the membership interest. Directors filling three of these four “at large” seats must be independent. Any member that accumulates an interest greater than 25% and does not otherwise have a designation right may designate a director. In the event a member of GP LLC ceases to have the right to designate a director, the individual designated by such member is automatically removed as a director and a replacement shall be elected by a majority of the membership interest.

**Board Leadership Structure and Role in Risk Oversight**

Our CEO also serves as Chairman of the Board. The board has no policy with respect to the separation of the offices of chairman and CEO; rather, that relationship is currently defined and governed by the GP LLC Agreement and the employment agreement with the CEO, which require coincidence of the offices. We do not have a lead independent director. Directors of GP LLC are designated or elected by the members of GP LLC. Accordingly, unlike holders of common stock in a corporation, our unitholders have only limited voting rights on matters affecting our business or governance, subject only to any specific unitholder rights contained in our partnership agreement.

The management of enterprise-level risk (ELR) may be defined as the process of identifying, managing and monitoring events that present opportunities and risks with respect to creation of value for our unitholders. The board has delegated to management the primary responsibility for ELR management, while the board has retained responsibility for oversight of management in that regard. Management provides an ELR assessment to the board at least once every year.

**Non-Management Executive Sessions and Shareholder Communications**

Non-management directors meet in executive session in connection with each regular board meeting. Each non-management director acts as presiding director at the regularly scheduled executive sessions, rotating alphabetically by last name.

Interested parties can communicate directly with non-management directors by mail in care of the General Counsel and Secretary or in care of the Vice President of Internal Audit at Plains All American Pipeline, L.P., 333 Clay Street, Suite 1600, Houston, Texas 77002. Such communications should specify the intended recipient or recipients. Commercial solicitations or communications will not be forwarded.

## **Independence Determinations and Audit Committee**

Because we are a limited partnership, the listing standards of the NYSE do not require that we or our general partner have a majority of independent directors on the board, nor that we establish or maintain a nominating or compensation committee of the board. We are, however, required to have an audit committee consisting of at least three members, all of whom are required to be “independent” as defined by the NYSE.

To be considered independent under NYSE listing standards, our board of directors must determine that a director has no material relationship with us other than as a director. The standards specify the criteria by which the independence of directors will be determined, including guidelines for directors and their immediate family members with respect to employment or affiliation with us or with our independent public accountants. The board of directors has determined that Messrs. Goyanes, Petersen, Symonds and Temple are independent under applicable NYSE rules.

We have an audit committee that reviews our external financial reporting, engages our independent auditors, and reviews the adequacy of our internal accounting controls. The charter of our audit committee is available on our website. See “—Meetings and Other Information” for information on how to access or obtain copies of this charter. The board of directors has determined that each member of our audit committee (Messrs. Goyanes, Symonds and Temple) is (i) “independent” under applicable NYSE rules and (ii) an “Audit Committee Financial Expert,” as that term is defined in Item 407 of Regulation S-K.

None of the members of our audit committee has any relationships with either GP LLC or us, other than as a director and unitholder. For additional information regarding the experience and qualifications of our directors, please read the biographical descriptions under “—Directors, Executive Officers and Other Officers” below.

## **Compensation Committee**

Although not required by NYSE listing standards, we have a compensation committee that reviews and makes recommendations to the board regarding the compensation for the executive officers and administers our equity compensation plans for officers and key employees. The charter of our compensation committee is available on our website. See “—Meetings and Other Information” for information on how to access or obtain copies of this charter. The compensation committee currently consists of Messrs. Petersen, Raymond and Sinnott and Ms. Sutil. Under applicable stock exchange rules, none of the members of our compensation committee is required to be “independent.” The compensation committee has the sole authority to retain any compensation consultants to be used to assist the committee, but did not retain any consultants in 2012. The compensation committee has delegated limited authority to the CEO to administer our long-term incentive plans with respect to employees other than executive officers.

## **Governance and Other Committees**

Although not required by the NYSE listing standards, we also have a governance committee that periodically reviews our governance guidelines. The charter of our governance committee is available on our website. See “—Meetings and Other Information” for information on how to access or obtain copies of this charter. The governance committee currently consists of Messrs. Petersen and Symonds, both of whom (although not required in this context) are independent under the NYSE’s listing standards. As a limited partnership, we are not required by the listing standards of the NYSE to have a nominating committee. As discussed above, three of the owners of our general partner each have the right to appoint a director, and Mr. Armstrong is a director by virtue of his office. In the event of a vacancy in the three required independent director seats, the governance committee will assist in identifying and screening potential candidates. Upon request of the owners of the general partner, the governance committee is also available to assist in identifying and screening potential candidates for any vacant “at large” seats. The governance committee will base its recommendations on an assessment of the skills, experience and characteristics of the candidate in the context of the needs of the board. The governance committee does not have a policy with regard to the consideration of diversity in identifying director nominees; therefore, diversity may or may not be considered in connection with the assessment process. As a minimum requirement for the three required independent board seats, any candidate must be “independent” and qualify for service on the audit committee under applicable SEC and NYSE rules, the GP LLC Agreement and our partnership agreement.

In addition, our partnership agreement provides for the establishment or activation of a conflicts committee as circumstances warrant to review conflicts of interest between us and our general partner or the owners of our general partner. Such a committee will typically consist of a minimum of two members, none of whom can be (i) officers or employees of our general partner, (ii) directors, officers or employees of its affiliates or (iii) owners of the general partner interest. Our partnership agreement provides that any matters approved by the conflicts committee will be conclusively deemed to be fair and reasonable to us, approved by all of our partners, and not a breach by our general partner of any duties owed to us or our unitholders. See Item 13. “Certain Relationships and

Related Transactions, and Director Independence—Transactions with Related Persons—Review, Approval or Ratification of Transactions with Related Persons.”

**Meetings and Other Information**

During the last fiscal year, our board of directors had five meetings, our audit committee had nine meetings, our compensation committee had two meetings and our governance committee had one meeting. All directors have access to members of management, and a substantial amount of information transfer and informal communication occurs between meetings. None of our directors attended fewer than 75% of the aggregate number of meetings of the board of directors and committees of the board on which the director served.

As discussed above, the governance of GP LLC is, in effect, the governance of our company, and directors of GP LLC are designated or elected by the members of GP LLC. Accordingly, unlike holders of common stock in a corporation, our unitholders have only limited voting rights on matters affecting our business or governance, subject in all cases to any specific unitholder rights contained in our partnership agreement. As a result, we do not hold annual meetings of unitholders.

All of our standing committees have charters. Our committee charters and governance guidelines, as well as our Code of Business Conduct and our Code of Ethics for Senior Financial Officers, which apply to our principal executive officer, principal financial officer and principal accounting officer, are available on our Internet website at <http://www.paalp.com>. We intend to disclose any amendment to or waiver of the Code of Ethics for Senior Financial Officers and any waiver of our Code of Business Conduct on behalf of an executive officer or director either on our Internet website or in an 8-K filing.

**Audit Committee Report**

The audit committee of Plains All American GP LLC oversees the Partnership’s financial reporting process on behalf of the board of directors. Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal controls.

In fulfilling its oversight responsibilities, the audit committee reviewed and discussed with management the audited financial statements contained in this Annual Report on Form 10-K.

The Partnership’s independent registered public accounting firm, PricewaterhouseCoopers LLP, is responsible for expressing an opinion on the conformity of the audited financial statements with accounting principles generally accepted in the United States of America. The audit committee reviewed with PricewaterhouseCoopers LLP the firm’s judgment as to the quality, not just the acceptability, of the Partnership’s accounting principles and such other matters as are required to be discussed with the audit committee under generally accepted auditing standards.

The audit committee discussed with PricewaterhouseCoopers LLP the matters required to be discussed by Statement of Auditing Standards No. 61, as amended, as adopted by the Public Company Accounting Oversight Board. The committee received written disclosures and the letter from PricewaterhouseCoopers LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding PricewaterhouseCoopers LLP’s communications with the audit committee concerning independence, and has discussed with PricewaterhouseCoopers LLP its independence from management and the Partnership.

Based on the reviews and discussions referred to above, the audit committee recommended to the board of directors that the audited financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2012 for filing with the SEC.

Everardo Goyanes, *Chairman*  
J. Taft Symonds  
Christopher M. Temple

Directors, Executive Officers and Other Officers

The following table sets forth certain information with respect to the members of our board of directors, our executive officers (for purposes of Item 401(b) of Regulation S-K) and certain other officers of us and our subsidiaries. Directors are elected annually and all executive officers are appointed by the board of directors. There is no family relationship between any executive officer and director. Three of the owners of our general partner each have the right to separately designate a member of our board. Such designees are indicated in footnote 2 to the following table.

Name	Age (as of 12/31/12)	Position <sup>(1)</sup>
Greg L. Armstrong <sup>*(2)</sup>	54	Chairman of the Board, Chief Executive Officer and Director
Harry N. Pefanis <sup>*</sup>	55	President and Chief Operating Officer
Mark J. Gorman <sup>*</sup>	58	Executive Vice President—Operations and Business Development
Phillip D. Kramer <sup>*</sup>	56	Executive Vice President
Richard K. McGee <sup>*</sup>	51	Executive Vice President, General Counsel and Secretary
John R. Rutherford <sup>*</sup>	52	Executive Vice President
Al Swanson <sup>*</sup>	48	Executive Vice President and Chief Financial Officer
W. David Duckett <sup>*</sup>	57	President, Plains Midstream Canada
Lawrence J. Dreyfuss	58	Senior Vice President, General Counsel—Commercial & Litigation and Assistant Secretary
Alfred A. Lindseth	43	Senior Vice President—Technology, Process & Risk Management
Daniel J. Nerbonne	55	Senior Vice President—Engineering
John P. vonBerg <sup>*</sup>	58	Senior Vice President—Commercial Activities
Jason Balasch	44	Vice President of LPG, Plains Midstream Canada
Stephen L. Bart	52	Vice President of Crude Oil Operations, Plains Midstream Canada
Samuel N. Brown	56	Vice President—Pipeline Business Development
Kevin L. Cantrell	52	Vice President—Internal Audit
David Craig	55	Executive Vice President and Chief Financial Officer, Plains Midstream Canada
Ralph R. Cross	57	Vice President of Strategic Planning, Plains Midstream Canada
A. Patrick Diamond	40	Vice President
Roger D. Everett	67	Vice President—Human Resources
James Ferrell	42	Vice President—Supply Chain Management
James B. Fryogle	61	Vice President—Refinery Supply
M.D. (Mike) Hallahan	52	Vice President of Crude Oil and Truck Transportation, Plains Midstream Canada
Chris Herbold <sup>*</sup>	40	Vice President—Accounting and Chief Accounting Officer
Jim G. Hester	53	Vice President—Natural Gas Gathering and Processing
Richard Jensen	59	Executive Vice President of Operations, Plains Midstream Canada
Christopher M. Kean	48	Vice President of Engineering, Plains Midstream Canada
John Keffer	53	Vice President—Terminals
Charles Kingswell-Smith	61	Vice President and Treasurer
Sterling Koch	43	Vice President of Health, Safety, Environment & Regulatory, Plains Midstream Canada
Gregg McClement	44	Vice President of Facilities, Plains Midstream Canada
Mike Mikuska	44	Vice President of Pipelines and Logistics, Plains Midstream Canada
George N. Polydoros	49	Vice President—Land and Office Services
John F. Russell	64	Vice President—West Coast Projects
Robert M. Sanford	63	Vice President—Lease Supply
David Schwarz	43	Vice President of Human Resources, Plains Midstream Canada
Scott Sill	50	Vice President of LPG Operations, Plains Midstream Canada
Phil Smith	54	Vice President—Operations
Troy E. Valenzuela	51	Vice President—Environmental, Health and Safety
Walter van Zanten	56	Vice President—Tax
Sandi Wingert	42	Vice President of Accounting, Plains Midstream Canada
David E. Wright	67	Vice President
Everardo Goyanes	68	Director and Member of Audit** Committee
Gary R. Petersen	66	Director and Member of Compensation and Governance Committees
John T. Raymond <sup>(2)</sup>	42	Director and Member of Compensation Committee
Robert V. Sinnott <sup>(2)</sup>	63	Director and Member of Compensation** Committee
Vicky Sutil <sup>(2)</sup>	48	Director and Member of Compensation Committee
J. Taft Symonds	73	Director and Member of Audit and Governance** Committees
Christopher M. Temple	45	Director and Member of Audit Committee

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- \* Indicates an “executive officer” for purposes of Item 401(b) of Regulation S-K.
- \*\* Indicates chairman of committee.
- (1) Unless otherwise described, the position indicates the position held with Plains All American GP LLC.
- (2) The GP LLC Agreement specifies that the Chief Executive Officer of the general partner will be a member of the board of directors. Under the GP LLC Agreement, three of the owners of our general partner have the right to appoint one director each to our board of directors. Mr. Raymond has been appointed by EMG Investment, LLC (“EMG”), of which he is Managing Partner and CEO. Mr. Sinnott has been appointed by KAFU Holdings, L.P., which is affiliated with Kayne Anderson Investment Management, Inc., of which he is President. Ms. Sutil has been appointed by Occidental Holding Company (Pipeline), Inc., a subsidiary of Occidental Petroleum Corporation (“Oxy”), of which she is Director, Corporate Development Midstream and Director, Business Development, Rockies. The remaining directors were elected by a majority of the membership interest. See Item 12. “Security Ownership of Certain Beneficial Owners and Management and Related Unitholder Matters—Beneficial Ownership of General Partner Interest.”

*Greg L. Armstrong* has served as Chairman of the Board and Chief Executive Officer since our formation in 1998. He has also served as a director of our general partner or former general partner since our formation. In addition, he was President, Chief Executive Officer and director of Plains Resources Inc. from 1992 to May 2001. He previously served Plains Resources as: President and Chief Operating Officer from October to December 1992; Executive Vice President and Chief Financial Officer from June to October 1992; Senior Vice President and Chief Financial Officer from 1991 to 1992; Vice President and Chief Financial Officer from 1984 to 1991; Corporate Secretary from 1981 to 1988; and Treasurer from 1984 to 1987. Mr. Armstrong is a director and Chairman Pro Tem of the Federal Reserve Bank of Dallas, Houston Branch, and a director of National Oilwell Varco, Inc. Mr. Armstrong previously served as a director of BreitBurn Energy Partners, L.P. Mr. Armstrong is also a member of the advisory board of the Maguire Energy Institute at the Cox School of Business at Southern Methodist University, the National Petroleum Council and the Foundation for The Council on Alcohol and Drugs Houston. Mr. Armstrong is also Chairman, Chief Executive Officer and Director of PNGS GP LLC, a 100% owned subsidiary of PAA, which is the general partner of PAA Natural Gas Storage, L.P., a publicly traded MLP that is majority owned by PAA.

*Harry N. Pefanis* has served as President and Chief Operating Officer since our formation in 1998. He was also a director of our former general partner. In addition, he was Executive Vice President—Midstream of Plains Resources from May 1998 to May 2001. He previously served Plains Resources as: Senior Vice President from February 1996 until May 1998; Vice President—Products Marketing from 1988 to February 1996; Manager of Products Marketing from 1987 to 1988; and Special Assistant for Corporate Planning from 1983 to 1987. Mr. Pefanis was also President of several former midstream subsidiaries of Plains Resources until our formation. Mr. Pefanis is a director of Settoon Towing. Mr. Pefanis is also Vice Chairman and Director of PNGS GP LLC, a 100% owned subsidiary of PAA, which is the general partner of PAA Natural Gas Storage, L.P., a publicly traded MLP that is majority owned by PAA.

*Mark J. Gorman* has served as Executive Vice President—Operations and Business Development since February 2013 and served as Senior Vice President—Operations and Business Development from August 2008 until February 2013. He previously served as Vice President from November 2006 until August 2008. Prior to joining Plains, he was with Genesis Energy in differing capacities as a Director, President and CEO, and Executive Vice President and COO from 1996 through August 2006. From 1992 to 1996, he served as a President for Howell Crude Oil Company. Mr. Gorman began his career with Marathon Oil Company, spending 13 years in various disciplines. Mr. Gorman is also a director of Settoon Towing, Butte, Frontier and SLC Pipeline.

*Phillip D. Kramer* has served as Executive Vice President since November 2008 and previously served as Executive Vice President and Chief Financial Officer from our formation in 1998 until November 2008. In addition, he was Executive Vice President and Chief Financial Officer of Plains Resources from May 1998 to May 2001. He previously served Plains Resources as: Senior Vice President and Chief Financial Officer from May 1997 until May 1998; Vice President and Chief Financial Officer from 1992 to 1997; Vice President from 1988 to 1992; Treasurer from 1987 to 2001; and Controller from 1983 to 1987.

*Richard K. McGee* has served as Executive Vice President, General Counsel and Secretary since February 2013. He served as Vice President, General Counsel and Secretary from March 2012 until February 2013 and served as Vice President and Deputy General Counsel from August 2011 through March 2012. He also serves as Vice President, General Counsel and Secretary for PAA’s natural gas storage business, where he was Vice President—Legal and Business Development from September 2009 through March 2012. From January 1999 to July 2009, he was employed by Duke Energy, serving as President of Duke Energy International from October 2001 through July 2009 and serving as general counsel of Duke Energy Services from January 1999 through September 2001. He previously spent 12 years at Vinson & Elkins L.L.P., where he was a partner with a focus on acquisitions, divestitures and development work for various clients in the energy industry.

*John R. Rutherford* has served as Executive Vice President since October 2010. Mr. Rutherford has 25 years of energy and investment banking experience, most recently serving as Managing Director and Head of North American Energy at Lazard, Freres & Co. Prior to joining Lazard, Mr. Rutherford worked at Simmons & Company International for 10 years, where he served as Managing Director and Partner and played a leadership role in building its financial advisory businesses in the mid-stream, downstream, and exploration and production sectors. During his career, Mr. Rutherford has developed substantial experience advising clients on mergers and acquisitions, corporate restructurings and other strategic actions, including many transactions in which he represented PAA.

*Al Swanson* has served as Executive Vice President and Chief Financial Officer since February 2011. He previously served as Senior Vice President and Chief Financial Officer from November 2008 through February 2011, as Senior Vice President—Finance from August 2008 until November 2008 and as Senior Vice President—Finance and Treasurer from August 2007 until August 2008. He served as Vice President—Finance and Treasurer from August 2005 to August 2007, as Vice President and Treasurer from



[Table of Contents](#)

February 2004 to August 2005 and as Treasurer from May 2001 to February 2004. In addition, he held finance related positions at Plains Resources including Treasurer from February 2001 to May 2001 and Director of Treasury from November 2000 to February 2001. Prior to joining Plains Resources, he served as Treasurer of Santa Fe Snyder Corporation from 1999 to October 2000 and in various capacities at Snyder Oil Corporation including Director of Corporate Finance from 1998, Controller—SOCO Offshore, Inc. from 1997, and Accounting Manager from 1992. Mr. Swanson began his career with Apache Corporation in 1986 serving in internal audit and accounting. Mr. Swanson is also Executive Vice President, Chief Financial Officer and Director of PNGS GP LLC, a 100% owned subsidiary of PAA, which is the general partner of PAA Natural Gas Storage, L.P., a publicly traded MLP that is majority owned by PAA.

*W. David Duckett* has served as President of Plains Midstream Canada since June 2003, and served as Executive Vice President of Plains Midstream Canada from July 2001 to June 2003. Mr. Duckett was with CANPET Energy Group Inc. (“CANPET”) from 1985 to 2001, where he served in various capacities, including most recently as President, Chief Executive Officer and Chairman of the Board.

*Lawrence J. Dreyfuss* has served as Senior Vice President, General Counsel—Commercial and Litigation and Assistant Secretary since February 2013, and served as Vice President, General Counsel—Commercial & Litigation and Assistant Secretary from August 2006 until February 2013. Mr. Dreyfuss was Vice President, Associate General Counsel and Assistant Secretary of our general partner from February 2004 to August 2006 and Associate General Counsel and Assistant Secretary of our general partner from June 2001 to February 2004 and held a senior management position in the Law Department since May 1999. In addition, he was a Vice President of Scurlock Permian LLC from 1987 to 1999.

*Alfred A. Lindseth* has served as Senior Vice President—Technology, Process & Risk Management since June 2003 and as Vice President—Administration from March 2001 to June 2003. He served as Risk Manager from March 2000 to March 2001. Mr. Lindseth previously served PricewaterhouseCoopers LLP in its Financial Risk Management Practice section as a Consultant from 1997 to 1999 and as Principal Consultant from 1999 to March 2000. He also served GSC Energy, an energy risk management brokerage and consulting firm, as Manager of its Oil & Gas Hedging Program from 1995 to 1996 and as Director of Research and Trading from 1996 to 1997.

*Daniel J. Nerbonne* has served as Senior Vice President—Engineering since February 2013 and as Vice President—Engineering from February 2005 until February 2013. Prior to joining us, Mr. Nerbonne was General Manager of Portfolio Projects for Shell Oil Products US from January 2004 to January 2005 and served in various capacities, including General Manager of Commercial and Joint Interest, with Shell Pipeline Company or its predecessors from 1998. From 1980 to 1998 Mr. Nerbonne held numerous positions of increasing responsibility in engineering, operations, and business development, including Vice President of Business Development from December 1996 to April 1998, with Texaco Trading and Transportation or its affiliates.

*John P. vonBerg* has served as Senior Vice President—Commercial Activities since August 2008. Previously he served as Vice President—Commercial Activities from August 2007 until August 2008 and as Vice President—Trading from May 2003 until August 2007. He served as Director of these activities from January 2002 until May 2003. Prior to joining us in January 2002, he was with Genesis Energy in differing capacities as a Director, Vice Chairman, President and CEO from 1996 through 2001, and from 1993 to 1996 he served as a Vice President and a Crude Oil Manager for Phibro Energy USA. Mr. vonBerg began his career with Marathon Oil Company, spending 13 years in various disciplines.

*Jason Balasch* has served as Vice President of LPG of Plains Midstream Canada since September 2011 and is responsible for overseeing all commercial activities associated with Plains’ LPG business including propane, butane and intermediates. Prior to joining PMC, he was with Enterprise Products Partners L.P. from June 2000 to August 2011, where he served in various capacities, most recently as Vice President, U.S. Gulf Coast Gathering & Processing in their Houston, Texas office. Mr. Balasch has also worked for Chevron and TransCanada Corporation in both engineering and business development roles.

*Stephen L. Bart* has served as Vice President of Crude Oil Operations of Plains Midstream Canada since April 2005 and was Managing Director, LPG Operations & Engineering from February to April 2005. From June 2003 to February 2005, Mr. Bart was engaged as a principal of Broad Quay Development, a consulting firm. From April 2001 to June 2003, Mr. Bart served as Chief Executive Officer of Novera Energy Limited, a publicly-traded international renewable energy concern. From January 2000 to April 2003, he served as Director, Northern Development, for Westcoast Energy Inc.

*Samuel N. Brown* has served as Vice President—Pipeline Business Development since October 2009. Prior to joining PAA, Mr. Brown served TEPPCO for over 10 years, most recently as Vice President—Commercial Downstream and previously as Vice President—Pipeline Marketing and Business Development for the Upstream segment. Prior to joining TEPPCO, Mr. Brown was with Duke Energy Transport and Trading Company.

*Kevin L. Cantrell* has served as Vice President—Internal Audit since February 2011 and served as Managing Director of Internal Audit from April 2009 to February 2011. Prior to joining PAA, Mr. Cantrell was a managing director and founding member of Protiviti, Inc., a global risk consulting and internal audit firm, from May 2002 to April 2009, and a manager in Andersen’s Risk Consulting practice in Houston, Texas, from February 1999 to May 2002, where he lead internal audit, risk management, and Sarbanes-Oxley compliance projects for clients in the Energy industry. Mr. Cantrell began his professional career at J.P. Morgan Chase, where he held positions of increasing responsibilities in the internal audit and capital markets compliance groups from July 1986 through February 1999.

[Table of Contents](#)

*David Craig* has served as Executive Vice President and Chief Financial Officer of Plains Midstream Canada since June 2008. Prior to joining our Canadian operations, Mr. Craig was with Nexen Inc. from 2004 to June 2008, where he served in various capacities, including most recently as Vice President of natural gas marketing. From 1999 until 2004, he was with Apache Canada Ltd., with responsibilities in the areas of gas marketing and finance. Mr. Craig has over 25 years of experience in the energy industry in various financial roles (including accounting, planning, treasury, and mergers & acquisitions) as well as natural gas marketing.

*Ralph R. Cross* has served as Vice President of Strategic Planning of Plains Midstream Canada since July 2012. He previously served as Vice President—Corporate Development and Transportation Services of Plains Midstream Canada from July 2001 until July 2012. Mr. Cross was previously with CANPET since 1992, where he served in various capacities, including most recently as Vice President of Business Development.

*A. Patrick Diamond* has served as Vice President since August 2007. He previously served as Director, Strategic Planning from July 2005 to August 2007 and as Manager—Special Projects from June 2001 to July 2005. In addition, he was Manager—Special Projects of Plains Resources from August 1999 to June 2001. Prior to joining Plains Resources, Mr. Diamond served Salomon Smith Barney in its Global Energy Investment Banking Group as an Associate from July 1997 to May 1999 and as a Financial Analyst from July 1994 to June 1997.

*Roger D. Everett* has served as Vice President—Human Resources since November 2006 and as Director of Human Resources from August 2006 to December 2006. Before joining us, Mr. Everett was a Principal with Stone Partners, a human resource management consulting firm, for over 10 years serving as the Managing Director Human Resources from 2000 to 2006. Mr. Everett has held numerous positions of increasing responsibility in human resource management since 1979 including Vice President of Human Resources at Living Centers of America and Beverly Enterprises, Director of Human Resources at Healthcare International and Director of Compensation and benefits at Charter Medical.

*James Ferrell* has served as Vice President—Supply Chain Management since August 2011. He joined Plains in 2006 from ConocoPhillips. He is responsible for functions all along the supply chain, including the majority of all purchasing requirements, all vendor contract negotiations, and fleet management.

*James B. Fryfogle* has served as Vice President—Refinery Supply since March 2005. He served as Vice President—Lease Operations from July 2004 until March 2005. Prior to joining us in January 2004, Mr. Fryfogle served as Manager of Crude Supply and Trading for Marathon Ashland Petroleum. Mr. Fryfogle had held numerous positions of increasing responsibility with Marathon Ashland Petroleum or its affiliates or predecessors since 1975.

*M.D. (Mike) Hallahan* has served as Vice President of Crude Oil of Plains Midstream Canada since February 2004 and Managing Director, Facilities from July 2001 to February 2004. He was previously with CANPET where he served in various capacities since 1996, most recently as General Manager, Facilities.

*Chris Herbold* has served as Vice President—Accounting and Chief Accounting Officer since August 2010. He served as Controller of PAA from 2008 until August 2010. He previously served as Director of Operational Accounting from 2006 to 2008, Director of Financial Reporting and Accounting from 2003 to 2006 and Manager of SEC and Financial Reporting from 2002 to 2003. Prior to joining PAA in April 2002, Mr. Herbold spent seven years working for the accounting firm Arthur Andersen LLP.

*Jim G. Hester* has served as Vice President—Gas Gathering and Processing since August 2011. He previously served as Vice President—Acquisitions since March 2002. Prior to joining us, Mr. Hester was Senior Vice President—Special Projects of Plains Resources. From May 2001 to December 2001, he was Senior Vice President—Operations for Plains Resources. From May 1999 to May 2001, he was Vice President—Business Development and Acquisitions of Plains Resources. He was Manager of Business Development and Acquisitions of Plains Resources from 1997 to May 1999, Manager of Corporate Development from 1995 to 1997 and Manager of Special Projects from 1993 to 1995. He was Assistant Controller from 1991 to 1993, Accounting Manager from 1990 to 1991 and Revenue Accounting Supervisor from 1988 to 1990.

*Richard Jensen* has served as Executive Vice President of Operations of Plains Midstream Canada since October 2012. Prior to joining PMC, Mr. Jensen worked with Nexen Petroleum for over 27 years, where he served in various leadership capacities, most

[Table of Contents](#)

recently as Vice President, Middle East, South America and Africa. Mr. Jensen has also worked in executive leadership roles at Canadian Occidental Petroleum and Canadian Nexen Chemicals.

*Christopher M. Kean* has served as Vice President of Engineering of Plains Midstream Canada since September 2012. He has over 25 years of experience in global projects and operations across the oil and gas, chemical and oil sands sectors. Prior to joining PMC, Mr. Kean worked with Enbridge Pipelines for over four years, where he served in various capacities, most recently as Project Director for the Cabin Gas Plant project. Mr. Kean has also worked in both engineering and project management leadership roles for Canadian Natural Resources Limited (11 years), Petro-Canada, and Amoco Chemical and Production Companies.

*John Keffer* has served as Vice President—Terminals since November 2006. Mr. Keffer joined Plains Marketing, L.P. in October 1998 and prior to his appointment as Vice President, he served as Managing Director—Refinery Supply, Director of Trading and Manager of Sales and Trading. Prior to joining Plains, Mr. Keffer was with Prebon Energy, an energy brokerage firm, from January 1996 through September 1998. Mr. Keffer was with the Permian Corporation/Scurlock Permian from January 1990 through December 1995, where he served in several capacities in the marketing department including Director of Crude Oil Trading. Mr. Keffer began his career with Amoco Production Company and served in various capacities beginning in June 1982.

*Charles Kingswell-Smith* has served as Vice President and Treasurer since August 2008. Mr. Kingswell-Smith previously served as Managing Director of GE Energy Financial Services from January 2008 to July 2008 and as Managing Director with Merrill Lynch Capital from March 2007 until January 2008. Prior to joining Merrill Lynch Capital, Mr. Kingswell-Smith spent 12 years in the energy banking business with JPMorgan Chase and BankOne.

*Sterling Koch* has served as Vice President of Health, Safety, Environment & Regulatory of Plains Midstream Canada since January 2013. He is responsible for providing strategic direction and oversight to the environment, health & safety, regulatory and land activities of our Canadian operations. Mr. Koch brings over 20 years of energy industry experience, including regulatory and legal affairs, commercial operations, compliance and security. Prior to joining PMC, Mr. Koch worked with TransAlta for over 14 years, where he served in various vice president roles including regulatory and legal affairs, commercial management and business development. He also brings to PMC a background as legal counsel, originating from his days with Western Gas Marketing, Northridge Petroleum and TransCanada.

*Gregg McClement* has served as Vice President of Facilities of Plains Midstream Canada since August 2012. He previously served as Vice President of Business Development—LPG of Plains Midstream Canada from December 2009 to August 2012. Mr. McClement has been with PMC and its predecessor CANPET since 2001. He previously held numerous senior management roles in the transportation industry with companies such as B.C. Rail and Union Pacific Railway.

*Mike Mikuska* has served as Vice President of Pipelines and Logistics of Plains Midstream Canada since August 2012. He previously served as Vice President of Business Development—Crude Oil of Plains Midstream Canada from September 2008 to August 2012. Mr. Mikuska has been with PMC and its predecessor CANPET since 1995 and has served in various commercial and development roles over that time.

*George N. Polydoros* has served as Vice President—Land and Office Services since February 2013. He served as Managing Director—Land and Office Services from April 2011 until February 2013. Prior to joining PAA, Mr. Polydoros was a partner at the law firm of Mayer Brown. Before joining Mayer Brown, he worked as an attorney at American General Corporation (now part of AIG) and Bracewell & Giuliani.

*John F. Russell* has served as Vice President—West Coast Projects since August 2007. He served as Vice President—Pipeline Operations from July 2004 to August 2007. Prior to joining us, Mr. Russell served as Vice President of Business Development & Joint Interest for ExxonMobil Pipeline Company. Mr. Russell had held numerous positions of increasing responsibility with ExxonMobil Pipeline Company or its affiliates or predecessors since 1974.

*Robert M. Sanford* has served as Vice President—Lease Supply since June 2006. He served as Managing Director—Lease Acquisitions and Trucking from July 2005 to June 2006 and as Director of South Texas and Mid Continent Business Units from



## [Table of Contents](#)

April 2004 to July 2005. Mr. Sanford was with Link Energy/EOTT Energy from 1994 to April 2004, where he held various positions of increasing responsibility.

*David Schwarz* has served as Vice President of Human Resources of Plains Midstream Canada since October 2012. He previously served as Vice President of Human Resources and Corporate Communications of Plains Midstream Canada from February 2011 to October 2012. He joined Plains Midstream Canada in August 2009 and brings over 18 years of experience to this role. Prior to joining PMC, Mr. Schwarz held various senior human resources roles in Calgary, and most recently served as Senior Manager, Human Resources in the ATCO Group of Companies. He has also gained experience working for such companies as Fluor Daniel, Manalta Coal and Superior Propane.

*Scott Sill* has served as Vice President of LPG Operations of Plains Midstream Canada since March 2010. He joined Plains Midstream Canada in April 2006 through PAA's acquisition of the Shafter gas liquids processing facility. Prior to his most recent role as Managing Director of U.S. and Canadian LPG Operations, Mr. Sill performed the role of West Coast District Superintendent, overseeing an LPG isomerization/hydrotreating facility, salt cavern terminal, fractionation plant and various storage terminals. Mr. Sill brings over 20 years of LPG operations experience to this role.

*Phil Smith* has served as Vice President—Operations since April 2010. He joined PAA in 2002 from Shell Pipeline. Mr. Smith is responsible for the Partnership's operations and maintenance activities on its domestic pipeline and terminal facilities.

*Troy E. Valenzuela* has served as Vice President—Environmental, Health and Safety, or EH&S, since July 2002, and has had oversight responsibility for the environmental, safety and regulatory compliance efforts of us and our predecessors since 1992. He was Director of EH&S with Plains Resources from January 1996 to June 2002, and Manager of EH&S from July 1992 to December 1995. Prior to his time with Plains Resources, Mr. Valenzuela spent seven years with Chevron USA Production Company in various EH&S roles.

*Walter van Zanten* has served as Vice President—Tax since February 2013. He served as Director of Tax from December 2008 until February 2013. Before joining PAA, Mr. van Zanten worked in various leadership and functional capacities for Chimerical, Inc., El Paso Corp., Tenneco Energy, The Coastal Corporation, Tangram Transmission Corp. and Arthur Young.

*Sandi Wingert* has served as Vice President of Accounting of Plains Midstream Canada since February 2008. She has been with PMC and its predecessor CANPET acting as Controller since 2000. Prior to joining our Canadian operations, she held various accounting roles with Koch Petroleum and Ernst & Young.

*David E. Wright* has served as Vice President since November 2006. Prior to joining Plains, he served as Executive Vice President, Corporate Development for Pacific Energy Partners, L.P. from February 2005 and as Vice President, Corporate Development and Marketing from December 2001. Mr. Wright also served as Vice President, Distribution West for Tosco Refining Company from March 1997 to June 2001, and as Vice President, Pipelines for GATX Terminals Corporation from October 1995 to March 1997.

*Everardo Goyanes* has served as a director of our general partner or former general partner since May 1999. He is Founder of Ex Cathedra LLC (a consulting firm). Mr. Goyanes served as Chairman of Liberty Natural Resources from April 2009 until August 2011. From May 2000 to April 2009, he was President and Chief Executive Officer of Liberty Energy Holdings, LLC (an energy investment firm). From 1999 to May 2000, he was a financial consultant specializing in natural resources. From 1989 to 1999, he was Managing Director of the Natural Resources Group of ING Barings Furman Selz (a banking firm). He was a financial consultant from 1987 to 1989 and was Vice President—Finance of Forest Oil Corporation from 1983 to 1987. From 1967 to 1982, Mr. Goyanes served in various financial and management capacities at Chase Bank, where his major emphasis was international and corporate finance to large independent and major oil companies. Mr. Goyanes received a BA in Economics from Cornell University and a Masters degree in Finance (honors) from Babson Institute. The Board of Directors has determined that Mr. Goyanes is "independent" under applicable NYSE rules and qualifies as an "Audit Committee Financial Expert." Mr. Goyanes' qualifications as an Audit Committee Financial Expert are supplemented by extensive experience comprising direct involvement in the energy sector over a span of more than 30 years. We believe that this experience, coupled with the leadership qualities demonstrated by his executive background bring important experience and skill to the Board.

*Gary R. Petersen* has served as a director of our general partner since June 2001. Mr. Petersen is a Managing Partner of EnCap Investments L.P., an investment management firm which he co-founded in 1988. He is also a director of EV Energy Partners, L.P. He had previously served as Senior Vice President and Manager of the Corporate Finance Division of the Energy Banking Group for RepublicBank Corporation. Prior to his position at RepublicBank, he was Executive Vice President and a member of the Board of Directors of Nicklos Oil & Gas Company from 1979 to 1984. He served from 1970 to 1971 in the U.S. Army as a First Lieutenant in the Finance Corps and as an Army Officer in the Army Security Agency. He is a member of the Independent Petroleum Association of America, the Houston Producers Forum and the Petroleum Club of Houston. Mr. Petersen holds BBA and MBA degrees in finance from Texas Tech University. The Board of Directors has determined that Mr. Petersen is "independent" under applicable NYSE rules. Mr. Petersen has been involved in the energy sector for a period of more than 35 years, garnering extensive knowledge of the energy sectors' various cycles, as well as the current market and industry knowledge that comes with management

of approximately \$18 billion of energy-related investments. In tandem with the leadership qualities evidenced by his executive background, we believe that Mr. Petersen brings numerous valuable attributes to the Board.

*John T. Raymond* has served as a director of our general partner since December 2010. Mr. Raymond is an owner and founder of EMG, a diversified natural resource private equity fund manager with over \$6.1 billion under management (including co-investments), and has been Managing Partner and CEO since EMG's inception in 2006. Previous to that time, Mr. Raymond held leadership positions with various energy companies, including President and CEO of Plains Resources Inc. (the predecessor entity for Vulcan Energy), President and Chief Operating Officer of Plains Exploration and Production Company and Director of Development for Kinder Morgan, Inc. Mr. Raymond has been a direct or indirect owner of PAA's general partner since 2001 and served on the board of PAA's general partner from 2001 to 2005. Mr. Raymond serves on numerous other boards. Mr. Raymond received a BSM degree from the A.B. Freeman School of Business at Tulane University with dual concentrations in finance and accounting. We believe that Mr. Raymond's experience with investment in and management of a variety of upstream and midstream assets and operations provides a valuable resource to the Board.

*Robert V. Sinnott* has served as a director of our general partner or former general partner since September 1998. Mr. Sinnott is President, Chief Executive Officer, and Senior Managing Director of energy investments, of Kayne Anderson Capital Advisors, L.P. (an investment management firm). He also served as a Managing Director from 1992 to 1996 and as a Senior Managing Director from 1996 until assuming his CEO role in 2010. He is also President of Kayne Anderson Investment Management, Inc., the general partner of Kayne Anderson Capital Advisors, L.P. and he is a director of Kayne Anderson Energy Development Company. He was Vice President and Senior Securities Officer of the Investment Banking Division of Citibank from 1986 to 1992. Mr. Sinnott received a BA from the University of Virginia and an MBA from Harvard. Mr. Sinnott's extensive investment management background includes his current role of managing approximately \$8 billion of energy-related investments. Coupled with his direct involvement in the energy sector, spanning more than 30 years, the breadth of his current market and industry knowledge is enhanced by the depth of his knowledge of the various cycles in the energy sector. We believe that as a result of his background and knowledge, as well as the attributes of leadership demonstrated by his executive experience, Mr. Sinnott brings substantial experience and skill to the Board.

*Vicky Sutil* has served as a director of our general partner since December 2010. Ms. Sutil is Director, Corporate Development Midstream, and Director, Business Development Rockies, for Oxy, where she has led and worked on a variety of international and domestic oil and gas acquisitions. Her prior positions at Oxy have included Senior Manager, Corporate Development, Manager, Financial Planning and Analysis, and Senior Business Analyst. Before joining Oxy in 2000, Ms. Sutil worked for ARCO Products Company as a Business Analyst for the Refining and Retail Marketing divisions, and Senior Project Manager for the Refining Division. Earlier, she held a variety of engineering positions at Mobil Oil Corporation. Ms. Sutil served as Oxy's designated board observer from 2008, when Oxy acquired its initial interest in PAA's general partner, until December 2010. Ms. Sutil received a BS in Mechanical Engineering — Petroleum Emphasis from the University of California, Berkeley, and an MBA from Pepperdine University. We believe that Ms. Sutil's financial and analytical background, coupled with her knowledge of engineering, provides the Board a distinctive and valuable perspective.

*J. Taft Symonds* has served as a director of our general partner since June 2001. Mr. Symonds is Chairman of the Board of Symonds Investment Company, Inc. (a private investment firm). From 1978 to 2004 he was Chairman of the Board and Chief Financial Officer of Maurice Pincoffs Company, Inc. (an international marketing firm). Mr. Symonds has a background in both investment and commercial banking, including merchant banking in New York, London and Hong Kong with Paine Webber, Robert Fleming Group and Banque de la Societe Financiere Europeenne. He was Chairman of the Houston Arboretum and Nature Center and currently serves as a director of Howard Supply Company LLC and Free Flow Wines LLC. Mr. Symonds previously served as a director of Tetra Technologies Inc. and Schilling Robotics LLC, where he served on the audit committee. Mr. Symonds received a BA from Stanford University and an MBA from Harvard. The Board of Directors has determined that Mr. Symonds is "independent" under applicable NYSE rules and qualifies as an "Audit Committee Financial Expert." In addition to his qualifications as an Audit Committee Financial Expert, Mr. Symonds has a broad background in both commercial and investment banking, as well as investment management, all with a heavy emphasis on the energy sector. We believe that Mr. Symonds' background offers to the Board a distinct and valuable knowledge base representative of both the capital and physical markets and refined by the leadership qualities evident from his executive experience.

*Christopher M. Temple* has served as a director of our general partner since May 2009. He is President of DeITex Capital LLC (a private investment firm) and Chairman of Texas Plastics Holdco, LLC, a Midland, Texas based distributor of engineered plastics used in the exploration and production of oil and gas. Mr. Temple served as the President of Vulcan Capital, the private investment group of Vulcan Inc., from May 2009 until December 2009 and as Vice President of Vulcan Capital from September 2008 to May 2009. Mr. Temple has served on the board of directors and audit committee of Clear Channel Outdoor Holdings since April 2011. Mr. Temple previously served on the board of directors and audit committee of Charter Communications, Inc. from November 2009 through January 2011. Prior to joining Vulcan in September 2008, Mr. Temple served as a managing director at Tailwind Capital LLC from May to August 2008. Prior to joining Tailwind, Mr. Temple was a managing director at Friend Skoler &

Co., Inc. from May 2005 to May 2008. From April 1996 to December 2004, Mr. Temple was a managing director at Thayer Capital Partners. Additionally, Mr. Temple was a licensed CPA serving clients in the energy sector with KPMG in Houston, Texas from 1989 to 1993. Mr. Temple holds a BBA, magna cum laude, from the University of Texas and an MBA from Harvard. The Board of Directors has determined that Mr. Temple is “independent” under applicable NYSE rules and qualifies as an “Audit Committee Financial Expert.” Mr. Temple has a broad investment management background across a variety of business sectors, as well as experience in the energy sector. We believe that this background, along with the leadership attributes indicated by his executive experience, provide an important source of insight and perspective to the Board.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires directors, executive officers and persons who beneficially own more than ten percent of a registered class of our equity securities to file with the SEC and the NYSE initial reports of ownership and reports of changes in ownership of such equity securities. Such persons are also required to furnish us with copies of all Section 16 (a) forms that they file. Such reports are accessible on or through our Internet website at *<http://www.paalp.com>*.

Based solely upon a review of the copies of Forms 3 and 4 furnished to us, or written representations from certain reporting persons that no Forms 5 were required, we believe that our executive officers and directors complied with all filing requirements with respect to transactions in our equity securities during 2012.

## **Item 11. *Executive Compensation***

### **Compensation Committee Report**

The compensation committee of Plains All American GP LLC reviews and makes recommendations to the board of directors regarding the compensation for the executive officers and directors.

In fulfilling its oversight responsibilities, the compensation committee reviewed and discussed with management the compensation discussion and analysis contained in this Annual Report on Form 10-K. Based on those reviews and discussions, the compensation committee recommended to the board of directors that the compensation discussion and analysis be included in the Annual Report on Form 10-K for the year ended December 31, 2012 for filing with the SEC.

Robert V. Sinnott, *Chairman*  
Gary R. Petersen  
John T. Raymond  
Vicky Sutil

### **Compensation Committee Interlocks and Insider Participation**

Messrs. Petersen, Raymond and Sinnott and Ms. Sutil served on the compensation committee throughout 2012. No other persons served on the compensation committee during 2012. During 2012, none of the members of the compensation committee was an officer or employee of us or any of our subsidiaries, or served as an officer of any company with respect to which any of our executive officers served on such company's board of directors. In addition, none of the members of the compensation committee are former employees of ours or any of our subsidiaries. Mr. Raymond is associated with EMG, Mr. Sinnott is associated with Kayne Anderson and its affiliates, and Ms. Sutil is associated with Oxy. We have relationships with these entities. See Item 13. "Certain Relationships and Related Transactions, and Director Independence—Transactions with Related Persons — Other."

### **Compensation Discussion and Analysis**

#### ***Background***

All of our officers and employees (other than Canadian personnel) are employed by Plains All American GP LLC. Our Canadian personnel are employed by Plains Midstream Canada, which is a wholly owned subsidiary. Under our partnership agreement, we are required to reimburse our general partner and its affiliates for all employment-related costs, including compensation for executive officers, other than expenses related to the Class B units of Plains AAP, L.P. (which are borne entirely by Plains AAP, L.P.).

#### ***Objectives***

Since our inception, we have employed a compensation philosophy that emphasizes pay for performance, both on an individual and entity level, and places the majority of each Named Executive Officer's (defined in the Summary Compensation Table below) compensation at risk. The primary long-term measure of our performance is our ability to increase our sustainable quarterly distribution to our unitholders. We believe our pay-for-performance approach aligns the interests of our executive officers with that of our equity holders, and at the same time enables us to maintain a lower level of base overhead in the event our operating and financial performance is below expectations. Our executive compensation is designed to attract and retain individuals with the background and skills necessary to successfully execute our business model in a demanding environment, to motivate those individuals to reach near-term and long-term goals in a way that aligns their interest with that of our unitholders, and to reward success in reaching such goals. We use three primary elements of compensation to fulfill that design—salary, cash bonus and long-term equity incentive awards. Cash bonuses and equity incentives (as opposed to salary) represent the performance driven elements. They are also flexible in application and can be tailored to meet our objectives. The determination of specific individuals' cash bonuses is based on their relative contribution to achieving or exceeding annual goals and the determination of specific individuals' long-term incentive awards is based on their expected contribution in respect of longer term performance objectives. We do not maintain a defined benefit or pension plan for our executive officers as we believe such plans primarily reward longevity and not performance. We provide a basic benefits package generally to all employees, which includes a 401(k) plan and health, disability and life insurance. In instances considered necessary for the execution of their job responsibilities, we also reimburse certain of our Named Executive Officers and other employees for club dues and similar expenses. We consider these benefits and reimbursements to be typical of other employers, and we do not believe they are distinctive of our compensation program.



## ***Elements of Compensation***

**Salary.** We do not “benchmark” our salary or bonus amounts. In practice, we believe our salaries are generally competitive with the narrower universe of large-cap master limited partnerships, but are moderate relative to the broad spectrum of energy industry competitors for similar talent.

**Cash Bonuses.** Our cash bonuses include annual discretionary bonuses in which all of our current domestic Named Executive Officers potentially participate, as well as a quarterly bonus program in which Mr. vonBerg participates. Mr. Duckett participates in an annual and quarterly bonus program that is specific to activities managed by our Canadian personnel.

**Long-Term Incentive Awards.** The primary long-term measure of our performance is our ability to increase our sustainable quarterly distribution to our unitholders. Historically, we have used performance-indexed phantom unit grants issued under our Long-Term Incentive Plans to encourage and reward timely achievement of targeted distribution levels and align the long-term interests of our Named Executive Officers with those of our unitholders. These grants also require minimum service periods as further described below in order to encourage long-term retention. A phantom unit is the right to receive, upon the satisfaction of vesting criteria specified in the grant, a common unit (or cash equivalent). We do not use options as a form of incentive compensation. Unlike “vesting” of an option, vesting of a phantom unit results in delivery of a common unit or cash of equivalent value as opposed to a right to exercise. Terms of historical phantom unit grants have varied, but generally phantom units vest upon the later of achievement of targeted distribution threshold levels and continued employment for periods ranging from two to five years. These distribution performance thresholds are generally consistent with our targeted range for distribution growth. To encourage accelerated performance, if we meet certain distribution thresholds prior to meeting the minimum service requirement for vesting, our current Named Executive Officers have the right to receive distributions on phantom units prior to vesting in the underlying common units (referred to as distribution equivalent rights, or “DERs”).

In 2007, the owners of Plains AAP, L.P. authorized the creation of “Class B” units of Plains AAP, L.P. and authorized GP LLC’s compensation committee to issue grants of Class B units to create additional long-term incentives for our management designed to attract talent and encourage retention over an extended period of time. The entire economic burden of the Class B units is borne solely by Plains AAP, L.P., our general partner, and does not impact our cash or units outstanding.

The Class B units are subject to restrictions on transfer and generally become incrementally “earned” (entitled to receive a portion of the distributions that would otherwise be paid to our general partner) upon achievement of certain performance thresholds, which are aligned with the interests of our common unitholders. As of February 15, 2013, 100% of the outstanding Class B units granted in 2007, 2009 and 2010 had been earned (or will be earned within 180 days), and 50% of the Class B units granted in 2011 had been earned (with another 25% to be earned within 180 days). No Class B units were granted in 2008 or 2012.

To encourage retention following achievement of these performance benchmarks, Plains AAP, L.P. retained a call right to purchase any earned Class B units at a discount to fair market value that is exercisable upon the termination of a holder’s employment with Plains All American GP LLC and its affiliates (other than a termination without cause or by the employee for good reason) prior to certain stated dates. If a Class B unit holder remains employed past such designated date (or prior to such date is terminated without cause or quits for good reason), any earned units are no longer subject to the call right and are deemed to have “vested.” The applicable designated dates for the various Class B grants are: January 1, 2016 for Class B units granted in 2007 and 2009; January 1, 2017 for Class B units granted in 2010; and January 1, 2020 for Class B units granted in 2011. If the call right of Plains AAP, L.P. becomes exercisable, in order to encourage retention, the size of the discount to fair market value reflected in the purchase price decreases over time pursuant to a formula set forth in each Class B unit holder’s granting agreement. Class B grants also provide that all earned Class B units and a portion of any unearned and unvested Class B units will vest upon a change of control. All earned Class B units will also vest if Plains AAP, L.P. elects not to timely exercise its call right. See Item 13. “Certain Relationships and Related Transactions, and Director Independence—Transactions with Related Persons—Our General Partner—Class B Units of Plains AAP, L.P.”

**Transaction/Transition Grants.** In connection with the initial public offering of PNG in 2010, we created a plan based on PNG equity, which is designed to reward and create incentive for certain of our officers who were instrumental in developing the natural gas storage business and bringing it to the point of the IPO, and who will continue to allocate meaningful amounts of time to the business. In September 2010, we entered into transaction/transition grant agreements with Messrs. Armstrong, Pefanis and Swanson, pursuant to which they acquired phantom common units, phantom series A subordinated units and phantom series B subordinated units representing a portion of the limited partner interest of PNG issued to PAA in connection with PNG’s IPO. These grants are intended to be transactional and transitional and are not expected to be a recurring component of these individual’s compensation arrangements. Vesting terms are intended to align the interests of these individuals with those of PAA as such interests pertain to achieving specific future performance benchmarks that are significant to PNG and to PAA’s equity holdings in PNG.

## ***Relation of Compensation Elements to Compensation Objectives***

Our compensation program is designed to motivate, reward and retain our executive officers. Cash bonuses serve as a near-term motivation and reward for achieving the annual goals established at the beginning of each year. Phantom unit awards (and associated DERs) and Class B units provide motivation and reward over both the near-term and long-term for achieving performance

thresholds necessary for earning and vesting. Transaction/transition grants, as the title implies, focus on contributions to the success of a specific transaction, including reward for inception and consummation, as well as incentive for effective transition and execution of the business plan going forward. The level of annual bonus and phantom unit awards reflect the moderate salary profile and the significant weighting towards performance based, at-risk compensation. Salaries and cash bonuses (particularly quarterly bonuses), as well as currently payable DERs associated with unvested phantom units and earned Class B units subject to Plains AAP, L.P.'s call right, serve as near-term retention tools. Longer-term retention is facilitated by the minimum service periods of up to five years associated with phantom unit awards, the long-term vesting profile of the Class B units and, in the case of certain executives directly involved in activities that generate partnership earnings, annual bonuses that are payable over a three-year period. To facilitate Plains All American GP LLC's compensation committee in reviewing and making recommendations, a compensation "tally sheet" is prepared by Plains All American GP LLC's CEO and General Counsel and provided to the compensation committee.

We stress performance-based compensation elements to attempt to create a performance-driven environment in which our executive officers are (i) motivated to perform over both the short term and the long term, (ii) appropriately rewarded for their services and (iii) encouraged to remain with us even after meeting long-term performance thresholds in order to meet the minimum service periods and by the potential for rewards yet to come. We believe our compensation philosophy as implemented by application of the three primary compensation elements (i) aligns the interests of our Named Executive Officers with our unitholders, (ii) positions us to achieve our business goals, and (iii) effectively encourages the exercise of sound judgment and risk-taking that is conducive to creating and sustaining long-term value. We believe the processes employed by the compensation committee and by the board in applying the elements of compensation (as discussed in more detail below) provide an adequate level of oversight with respect to the degree of risk being taken by management to achieve short-term performance goals. See "Relation of Compensation Policies and Practices to Risk Management."

We believe our compensation program has been instrumental in our achievement of stated objectives. Over the five-year period ended December 31, 2012, our annual distribution per common unit has grown at a compound annual rate of 5.25% and the total return realized by our unitholders for that period averaged approximately 19.4% per annum. During this period, we have enjoyed a very high rate of retention among executive officers.

#### ***Application of Compensation Elements***

***Salary.*** We do not make systematic annual adjustments to the salaries of our Named Executive Officers. We do, however, make salary adjustments as necessary to maintain hierarchical relationships among senior management levels after new senior management members are added to keep pace with our overall growth. Since the date of our initial public offering in 1998 (or date of employment, if later) through December 31, 2012, Messrs. Armstrong, Pefanis and vonBerg have each received one salary adjustment, Mr. Duckett has received small salary adjustments in line with other Canadian personnel, and Mr. Swanson has received four salary adjustments in connection with taking on increasing responsibilities and promotions.

***Annual Discretionary Bonuses.*** Annual discretionary bonuses are determined based on our performance relative to our annual plan forecast and public guidance (typically provided quarterly in conjunction with release of earnings), our distribution growth targets, and other quantitative and qualitative goals established at the beginning of each year. Such annual objectives are discussed and reviewed with the board of directors in conjunction with the review and authorization of the annual plan.

At the end of each year, the CEO performs a quantitative and qualitative assessment of our performance relative to our goals. Key quantitative measures include earnings before interest, taxes, depreciation and amortization, excluding items affecting comparability ("adjusted EBITDA"), relative to established guidance, as well as the growth in the annualized quarterly distribution level per common unit relative to annual growth targets. Our primary performance metric is our ability to generate increasing and sustainable cash distributions to our unitholders. Accordingly, although net income and net income per unit are monitored to highlight inconsistencies with primary performance metrics, as is our market performance relative to our MLP peers and major indices, these metrics are considered secondary performance measures. The CEO's written analysis of our performance examines our accomplishments, shortfalls and overall performance against opportunity, taking into account controllable and non-controllable factors encountered during the year.

The resulting document and supporting detail is submitted to the board of directors of Plains All American GP LLC for review and comment. Based on the conclusions set forth in the annual performance review, the CEO submits recommendations to the compensation committee for bonuses to our other Named Executive Officers taking into account the relative contribution of the individual officer. There are no set formulas for determining the annual discretionary bonus for our Named Executive Officers. Factors considered by the CEO in determining the level of bonus in general include (i) whether or not we achieved the goals established for the year and any notable shortfalls relative to expectations; (ii) the level of difficulty associated with achieving such objectives based on the opportunities and challenges encountered during the year; (iii) current year operating and financial performance relative to both public guidance and prior year's performance; (iv) significant transactions or accomplishments for the

period not included in the goals for the year; (v) our relative prospects at the end of the year with respect to future growth and performance; and (vi) our positioning at the end of the year with respect to our targeted credit profile. The CEO takes these factors into consideration as well as the relative contributions of each of our Named Executive Officers to the year's performance in developing his recommendations for bonus amounts.

These recommendations are discussed with the compensation committee, adjusted as appropriate, and submitted to the board of directors for its review and approval. Similarly, the compensation committee assesses the CEO's contribution toward meeting our goals, and recommends a bonus for the CEO it believes to be commensurate with such contribution. In several historical instances, the CEO and the President have requested that the bonus amount recommended by the compensation committee be reduced to maintain a closer relationship to bonuses awarded to the other Named Executive Officers. Accordingly, the current practice is for the CEO to submit to the compensation committee a preliminary draft of bonus recommendations with the amount for the CEO left blank. In the context of discussing and adjusting bonus amounts for other executives set forth in the preliminary draft, the committee and the CEO reach consensus on the appropriate bonus amount for the CEO. The preliminary draft is then revised to include any changes or adjustments, as well as an amount for the CEO, in the formal submittal to the compensation committee for review and recommendation to the board.

*U.S. Bonus based on Adjusted EBITDA.* Mr. vonBerg and certain other members of our U.S.-based senior management team are directly involved in activities that generate partnership earnings. These individuals, along with other employees in our marketing and business development groups participate in a quarterly bonus pool, the size of which is based on adjusted EBITDA, which directly rewards for quarterly performance the commercial and asset managing employees who participate. This quarterly incentive provides a direct incentive to optimize quarterly performance even when, on an annual basis, other factors might negatively affect bonus potential. The size of the bonus pool, and the allocation of quarterly bonus amounts among all participants based on relative contribution, is recommended by Mr. Pefanis and reviewed, modified and approved by Mr. Armstrong, as appropriate. Messrs. Pefanis and Armstrong do not participate in the quarterly bonus pool. The quarterly bonus amounts for Mr. vonBerg are taken into consideration in determining the recommended annual discretionary bonus submitted by the CEO to the compensation committee.

*Annual Bonus and Quarterly Bonus based on Adjusted EBITDA (Canada).* Substantially all of the personnel employed by Plains Midstream Canada (including Mr. Duckett) or involved in Canadian operations participate in a bonus pool under a program established at the time of our entry into Canada in 2001 in connection with the CANPET acquisition. The program encompasses a bonus pool consisting of 10% of adjusted EBITDA for Canadian-based operations (reduced by the carrying cost of inventory in excess of base-level requirements and by the cost of capital associated with growth capital and acquisitions). Participation in the program is recommended by Mr. Duckett and reviewed, adjusted if warranted, and approved by Mr. Pefanis. Mr. Pefanis does not participate in the bonus pool. Mr. Duckett receives a quarterly bonus equal to approximately 40% of his participation level for the first three fiscal quarters of the year. He receives an annual bonus consisting of 60% of his participation in the first three quarters and 100% of his participation in the fourth quarter.

*Long-Term Incentive Awards.* We do not make systematic annual phantom unit awards to our Named Executive Officers. Instead, our objective is to time the granting of awards such that the creation of new long-term incentives coincides with the satisfaction of performance thresholds under existing awards. Thus, performance is rewarded by relatively greater frequency of awards and lack of performance by relatively lesser frequency of awards. Generally, we believe that a grant cycle of approximately three years (and extended time-vesting requirements) provides a balance between a meaningful retention period for us and a visible, reachable reward for the executive officer. Achievement of performance targets does not shorten the minimum service period requirement. If top performance targets on outstanding awards are achieved in the early part of this cycle, new awards are granted with higher performance thresholds, and the minimum service periods of the new awards are generally synchronized with the remaining time-vesting requirements of outstanding awards in a manner designed to encourage extended retention of our Named Executive Officers. Accordingly, these new arrangements inherently take into account the value of awards where performance levels have been achieved but have not yet vested due to ongoing service period requirements, but do not take into consideration previous awards that have fully vested.

As an additional means of providing longer-term, performance-based officer incentives that require extended periods of employment to realize the full benefit, in 2007 the owners of Plains AAP, L.P. authorized the creation of Class B units of Plains AAP, L.P., which the compensation committee of GP LLC is authorized to administer. See “—Elements of Compensation—Long-Term Incentives.” These Class B units are limited to 200,000 authorized units, of which approximately 182,125 were outstanding as of December 31, 2012 pursuant to individual restricted units agreements between Plains AAP, L.P. and certain members of management. As of December 31, 2012 our Named Executive Officers held 111,000 of the restricted Class B units. The remaining available Class B units are administered at the discretion of the compensation committee and may be awarded upon advancement, exceptional performance or other change in circumstance of an existing member of management, or upon the addition of a new individual to the management team.

## *Application in 2012*

At the beginning of 2012, we established four public goals with paraphrased versions of these goals overlapping three of our five internal goals.

The four public goals for the year were to:

1. Deliver operating and financial performance in line with guidance;
2. Successfully execute our 2012 capital program and set the stage for continued growth in 2013 and beyond;
3. Close and integrate the BP Canadian NGL acquisition and selectively pursue strategic and accretive acquisitions; and
4. Increase our November 2012 annualized distribution level by approximately 8% to 9% over the November 2011 annualized distribution level.

Additionally, our internal qualitative goals included (a) advancing multi-year programs and initiatives and preparing the organization for future growth, and (b) maintaining our financial strength and liquidity and obtaining appropriate recognition of such position.

In general, we substantially achieved or exceeded all of these goals.

- Our adjusted EBITDA and distributable cash flow exceeded our 2012 guidance furnished in the February 8, 2012 Form 8-K by approximately 28% and 36%, respectively;
- We timely and cost-effectively executed a \$1.2 billion expansion capital program, and refined and expanded our portfolio of organic growth projects, setting up a 2013 program of approximately \$1.0 billion;
- We completed the \$1.68 billion BP NGL Acquisition and met major 2012 integration milestones. We also closed seven additional acquisitions aggregating approximately \$0.63 billion;
- We increased our annualized distribution rate by over 9.0% to \$2.17 per common unit, while maintaining distribution coverage of approximately 160%;
- We maintained our financial strength and liquidity, raising approximately \$3.0 billion in both long-term debt and equity capital, expanding or modifying approximately \$2.0 billion of bank credit facilities, and ending the year with approximately \$2.4 billion of liquidity and favorable credit metrics;
- We received credit rating upgrades from two rating agencies; and
- We continued to implement and expand our integrity management programs, improve communications throughout the organization and defined key elements of our employee development program.

For 2012, the elements of compensation were applied as described below.

*Salary.* No salary adjustments for Named Executive Officers were recommended or made in 2012. See “—Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table.”

*Cash Bonuses.* Based on the CEO’s annual performance review and the individual performance of each of our Named Executive Officers, the compensation committee recommended to the board of directors and the board of directors approved the annual bonuses reflected in the Summary Compensation Table and notes thereto. Such amounts take into account the performance relative to our 2012 goals; the absence of shortfalls relative to expectations; the level of difficulty associated with achieving such objectives; our relative positioning at the end of the year with respect to future growth and performance; the significant transactions or accomplishments for the period not included in the goals for the year; and our positioning at the end of the year with respect to our targeted credit profile. In the case of Mr. Duckett, the aggregate bonus amount represented 40% of his participation level for the first three fiscal quarters and an annual payment consisting of 60% of his participation for the first three quarters and 100% of his participation for the fourth quarter. For Mr. vonBerg, the aggregate bonus amount represented approximately 35% in annual bonus and 65% in quarterly bonus.



**Long-Term Incentive Awards.** There were no grants of long-term incentive awards to Named Executive Officers in 2012. The last grant cycle of equity awards to Named Executive Officers occurred in 2010. All of the performance thresholds for vesting of these awards have been met; however, vesting under these awards is also subject to minimum service periods that extend to May 2015. Consistent with our policy of issuing new grants with extended time-vesting periods when attainment of the distribution performance thresholds of existing grants has occurred, in February 2013, the board of directors of our general partner approved the granting of new awards to our Named Executive Officers that are designed to incentivize continued growth and fundamental performance, as well as encourage retention. The phantom units covered by these awards will vest in one-third increments as follows: (i) one-third will vest upon the later of the August 2016 distribution date and the date we pay a quarterly distribution of at least \$0.5875 (\$2.35 annualized) per common unit, (ii) one third will vest upon the later of the August 2017 distribution date and the date we pay a quarterly distribution of at least \$0.6250 (\$2.50 annualized) per common unit, and (iii) one-third will vest upon the later of the August 2018 distribution date and the date we pay a quarterly distribution of at least \$0.6625 (\$2.65 annualized) per common unit. Upon vesting, the phantom units are payable on a one-for-one basis in PAA common units. These phantom units include tandem DERs that will vest (i.e., commence receiving cash distributions as if the underlying common units were owned) in one-third increments upon achieving the referenced distribution performance thresholds, without regard to the minimum service period. The DERs expire when the associated phantom units vest. Any of these phantom units (and all associated DERs) that have not vested as of the August 2019 distribution date will be forfeited. The 2013 awards included grants to our Named Executive Officers as follows: Mr. Armstrong – 150,000; Mr. Pefanis – 135,000; Mr. Swanson – 100,000; Mr. Duckett – 100,000; and Mr. vonBerg – 75,000.

**Transaction/Transition Grants.** There were no transaction/transition grants to Named Executive Officers in 2012.

### **Other Compensation Related Matters**

**Equity Ownership in PAA.** As of December 31, 2012, our Named Executive Officers collectively owned substantial equity in the Partnership. Although we encourage our Named Executive Officers to acquire and retain ownership in the Partnership, we do not have a policy requiring maintenance of a specified equity ownership level. Our policies prohibit our Named Executive Officers from using puts, calls or options to hedge the economic risk of their ownership. As of December 31, 2012, our Named Executive Officers beneficially owned, in the aggregate, approximately 2.2 million of our common units (excluding any unvested equity awards), an approximately 2.4% indirect ownership interest in our general partner and IDRs, and 111,000 Class B units of Plains AAP, L.P. Based on the market price of our common units at December 31, 2012 and an implied valuation for their collective general partner and IDR interests using similar valuation metrics, the value of the equity ownership of these individuals was significantly greater than the combined aggregate salaries and bonuses for 2012.

**Recovery of Prior Awards.** Except as provided by applicable laws and regulations, we do not have a policy with respect to adjustment or recovery of awards or payments if relevant company performance measures upon which previous awards were based are restated or otherwise adjusted in a manner that would reduce the size of such award or payment.

**Section 162(m).** With respect to the deduction limitations under Section 162(m) of the Code, we are a limited partnership and do not fall within the definition of a “corporation” under Section 162(m).

**Change in Control Triggers.** The employment agreements for Messrs. Armstrong and Pefanis, the long-term incentive plan grants to our Named Executive Officers, and the Class B restricted units agreements include severance payment provisions or accelerated vesting triggered upon a change of control, as defined in the respective agreements. In the case of the long-term incentive plan grants and transaction/transition grants, the provision becomes operative only if the change in control is accompanied by a change in status (such as the termination of employment by Plains All American GP LLC). We believe this “double trigger” arrangement is appropriate because it provides assurance to the executive, but does not offer a windfall to the executive when there has been no real change in employment status. The provisions in the employment agreements for Messrs. Armstrong and Pefanis become operative only if the executive terminates employment within three months of the change in control. Messrs. Armstrong and Pefanis agreed to a conditional waiver of these provisions with respect to Vulcan Energy Corporation’s (“Vulcan Energy”) sale of its 50.1% general partner interest in December 2010. The Class B restricted units agreements generally call for vesting upon a change in control of any units that have already been earned, plus the next increment of units that could be earned at the next distribution threshold. Any remaining Class B restricted units would be forfeited (unless waived at the discretion of the general partner or acquirer as the case may be). As a result of significant participation by existing general partner owners or their affiliates in the December 2010 sale of Vulcan Energy’s 50.1% ownership in the general partner, the change of control provisions of the Class B restricted units agreements were not triggered. See “—Employment Contracts” and “—Potential Payments upon Termination or Change-in-Control.” The provision of severance or equity acceleration for certain terminations and change of control help to create a retention tool by assuring the executive that the benefit of the employment arrangement will be at least partially realized despite the occurrence of an event that would materially alter the employment arrangement.

### **Relation of Compensation Policies and Practices to Risk Management**

Our compensation policies and practices are designed to provide rewards for short-term and long-term performance, both on an individual basis and at the entity level. In general, optimal financial and operational performance, particularly in a competitive business, requires some degree of risk-taking. Accordingly, the use of compensation as an incentive for performance can foster the potential for management and others to take unnecessary or excessive risks to reach the performance thresholds. For us, such risks would primarily attach to certain commercial activities conducted in our supply and logistics segment as well as to the execution of capital expansion projects and acquisitions and the realization of associated returns.

From a risk management perspective, our policy is to conduct our commercial activities within pre-defined risk parameters that are closely monitored and are structured in a manner intended to control and minimize the potential for unwarranted risk-taking. See “Impact of Commodity Price Volatility and Dynamic Market Conditions on Our Business Model; Risk Management” in Part I of this annual report. We also routinely monitor and measure the execution and performance of our capital projects and acquisitions relative to expectations.

Our compensation arrangements contain a number of design elements that serve to minimize the incentive for unwarranted risk-taking to achieve short-term, unsustainable results, including delaying the reward and subjecting such rewards to forfeiture for terminations related to violations of our risk management policies and practices or of our code of conduct. In addition, our long-term incentive awards typically include vesting criteria based on payment of distributions from currently available cash. See “Compensation Discussion and Analysis—Relation of Compensation Elements to Compensation Objectives.”

In combination with our risk-management practices, we do not believe that risks arising from our compensation policies and practices for our employees are reasonably likely to have a material adverse effect on us.

Summary Compensation Table

The following table sets forth certain compensation information for our Chief Executive Officer, Chief Financial Officer, and the three other most highly compensated executive officers in 2012 (our “Named Executive Officers”). We reimburse our general partner and its affiliates for expenses incurred on our behalf, including the costs of officer compensation (excluding the costs of the obligations represented by the Class B units).

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) <sup>(1)</sup>	All Other Compensation (\$) <sup>(2)</sup>	Total (\$)
Greg L. Armstrong Chairman and Chief Executive Officer	2012	375,000	5,200,000	—	16,320	5,591,320
	2011	375,000	5,000,000	—	15,900	5,390,900
	2010	375,000	3,250,000	5,868,436	15,900	9,509,336
Harry N. Pefanis President and Chief Operating Officer	2012	300,000	5,000,000	—	16,320	5,316,320
	2011	300,000	4,800,000	—	15,900	5,115,900
	2010	300,000	3,100,000	3,946,511	15,900	7,362,411
Al Swanson Executive Vice President and Chief Financial Officer	2012	250,000	2,000,000	—	16,320	2,266,320
	2011	250,000	1,750,000	—	15,900	2,015,900
	2010	250,000	1,100,000	1,973,255	15,900	3,339,155
W. David Duckett <sup>(3)</sup> President—Plains Midstream Canada	2012	285,380	4,080,876	—	115,433	4,481,689
	2011	288,799	4,017,220	—	106,744	4,412,763
	2010	276,927	3,625,092	1,119,153	98,079	5,119,251
John P. vonBerg Senior Vice President—Commercial Activities	2012	250,000	6,315,000 <sup>(4)</sup>	—	16,320	6,581,320
	2011	250,000	5,220,000 <sup>(4)</sup>	—	15,900	5,485,900
	2010	250,000	3,265,000 <sup>(4)</sup>	805,790	15,900	4,336,690

<sup>(1)</sup> Grant date fair values are presented for (i) transaction/transition grants awarded to Messrs. Armstrong, Pefanis and Swanson, and (ii) LTIP phantom unit grants awarded to Messrs. Armstrong, Pefanis, Swanson, Duckett and vonBerg. Dollar amounts represent the aggregate grant date fair value of transaction/transition grants and phantom units awarded during each year based on the probable outcome of underlying performance conditions pursuant to FASB ASC Topic 718. For transaction/transition grants awarded in 2010, vesting of 100% of the phantom common units and phantom series A subordinated units, and vesting of 20% of the phantom series B subordinated units, was deemed probable of occurring on the grant date. For phantom units granted in 2010, the performance threshold for the first tranche of vesting was deemed probable of occurring on the grant date. The maximum grant date fair values of stock awards assuming that the highest level of performance conditions will be met are as follows:

Table of Contents

Name	Year	Maximum Grant Date Fair Value (\$)
Greg L. Armstrong	2012	—
	2011	—
	2010	12,229,929
Harry N. Pefanis	2012	—
	2011	—
	2010	8,198,147
Al Swanson	2012	—
	2011	—
	2010	4,099,073
W. David Duckett	2012	—
	2011	—
	2010	3,357,459
John P. vonBerg	2012	—
	2011	—
	2010	2,417,371

- (2) Plains All American GP LLC matches 100% of employees’ contributions to its 401(k) plan in cash, subject to certain limitations in the plan. All Other Compensation for each of Messrs. Armstrong, Pefanis, Swanson and vonBerg includes \$15,000 in such contributions for 2012. The remaining amount for each represents premium payments on behalf of such Named Executive Officer for group term life insurance. All Other Compensation for Mr. Duckett includes, for 2012, employer contributions to the Plains Midstream Canada savings plan of \$37,099, group term life insurance premiums of \$28,682, automobile lease payments of \$42,662 and club dues of \$6,989.
- (3) Salary, bonus and all other compensation amounts for Mr. Duckett are presented in U.S. dollar equivalent based on the exchange rates in effect on the dates payments were made or approved.
- (4) Includes quarterly bonuses aggregating \$4,115,000, \$3,220,000 and \$1,865,000 and annual bonuses of \$2,200,000, \$2,000,000 and \$1,400,000 in 2012, 2011 and 2010, respectively. The annual bonuses are payable 60% at the time of award and 20% in each of the two succeeding years.

Grants of Plan-Based Awards Table

There were no grants of plan-based awards to our Named Executive Officers during the fiscal year ended December 31, 2012.

Narrative Disclosure to Summary Compensation Table

A discussion of 2012 salaries and bonuses and how they fit into the overall compensation array is included in “— Compensation Discussion and Analysis.” The following is a discussion of other material factors necessary to an understanding of the information disclosed in the Summary Compensation Table above.

*Salary*—As discussed in this Item 11, we do not make systematic annual adjustments to the salaries of our Named Executive Officers. In that regard, no salary adjustments were made for any of our Named Executive Officers in 2012.

*Grants of Plan-Based Awards* — As noted above, there were no grants of plan-based awards to Named Executive Officers in 2012. In February 2013, our Named Executive Officers were awarded the following phantom units: Mr. Armstrong – 150,000; Mr. Pefanis – 135,000; Mr. Swanson – 100,000; Mr. Duckett – 100,000; and Mr. vonBerg – 75,000.

Employment Contracts

Mr. Armstrong is employed as Chairman and Chief Executive Officer. The initial three-year term of Mr. Armstrong’s employment agreement commenced on June 30, 2001, and is automatically extended for one year on June 30 of each year (such that the term is reset to three years) unless Mr. Armstrong receives notice from the chairman of the compensation committee that the board of directors has elected not to extend the agreement. Mr. Armstrong has agreed, during the term of the agreement and for five years thereafter, not to disclose (subject to typical exceptions, including, but not limited to, requirement of law or prior disclosure by a third party) any confidential information obtained by him while employed under the agreement. The agreement provided for a base salary of \$330,000 per year, subject to annual review. In 2005, Mr. Armstrong’s annual salary was increased to \$375,000.

Mr. Pefanis is employed as President and Chief Operating Officer. The initial three-year term of Mr. Pefanis’ employment agreement commenced on June 30, 2001, and is automatically extended for one year on June 30 of each year (such that the term is reset to three years) unless Mr. Pefanis receives notice from the Chairman of the Board that the board of directors has elected not to extend the agreement. Mr. Pefanis has agreed, during the term of the agreement and for one year thereafter, not to disclose (subject to typical exceptions) any confidential information obtained by him while employed under the agreement. The agreement provided for a base salary of \$235,000 per year, subject to annual review. In 2005, Mr. Pefanis’ annual salary was increased to \$300,000.

See “—Compensation Discussion and Analysis” for a discussion of how we use salary and bonus to achieve compensation objectives. See “—Potential Payments upon Termination or Change-In-Control” for a discussion of the provisions in Messrs. Armstrong’s and Pefanis’ employment agreements related to termination, change of control and related payment obligations.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth certain information regarding outstanding equity awards at December 31, 2012 with respect to our Named Executive Officers:

Name	Unit Awards			
	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(1)</sup>	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>(1)</sup>
Greg L. Armstrong	30,000 <sup>(2)</sup>	7,835,800	10,000 <sup>(2)</sup>	922,200
	360,000 <sup>(3)</sup>	16,286,400	—	—
	—	—	62,000 <sup>(4)</sup>	1,181,100
	—	—	62,000 <sup>(5)</sup>	1,181,100
Harry N. Pefanis	22,500 <sup>(2)</sup>	5,876,850	7,500 <sup>(2)</sup>	691,650
	240,000 <sup>(3)</sup>	10,857,600	—	—
	—	—	42,000 <sup>(4)</sup>	800,100
	—	—	42,000 <sup>(5)</sup>	800,100
Al Swanson	7,500 <sup>(2)</sup>	1,958,950	2,500 <sup>(2)</sup>	230,550
	120,000 <sup>(3)</sup>	5,428,800	—	—
	—	—	21,000 <sup>(4)</sup>	400,050
	—	—	21,000 <sup>(5)</sup>	400,050
	23,336 <sup>(6)</sup>	1,055,721	—	—



Table of Contents

W. David Duckett	12,750 <sup>(2)</sup> 150,000 <sup>(3)</sup>	3,330,215 6,786,000	4,250 <sup>(2)</sup> —	391,935 —
John P. vonBerg	10,500 <sup>(2)</sup> 108,000 <sup>(3)</sup>	2,742,530 4,885,920	3,500 <sup>(2)</sup> —	322,770 —

- (1) Market value of phantom units reported in these columns is calculated by multiplying the closing market price (\$45.24) of our common units at December 31, 2012 (the last trading day of the fiscal year) by the number of units. Market value of transaction/transition grants reported in these columns is calculated by multiplying the closing market price (\$19.05) of PNG’s common units at December 31, 2012 (the last trading day of the fiscal year) by the number of units. No discount is applied for remaining performance threshold or service period requirements. The Class B units are valued based on the grant date fair value computed in accordance with FASB ASC Topic 718 assuming that the highest level of performance conditions will be met.
- (2) Represents Class B units of Plains AAP, L.P. Each Class B unit represents a “profits interest” in Plains AAP, L.P., which entitles the holder to participate in future profits and losses from operations, current distributions from operations, and an interest in future appreciation or depreciation in Plains AAP, L.P.’s asset values, but does not represent an interest in the capital of Plains AAP, L.P. on the applicable grant date of the Class B units. As of December 31, 2012, 75% of the Class B units held by Messrs. Armstrong, Pefanis, Swanson, Duckett and vonBerg had been earned. None of the Class B units have vested. For additional information regarding the Class B units, please read Item 13. “Certain Relationships and Related Transactions, and Director Independence—Our General Partner—Class B Units of Plains AAP, L.P.”
- (3) Represents phantom units granted in 2010 under our Long-Term Incentive Plan. As of December 31, 2012, all of these phantom units had been earned and will vest in thirds upon the May 2013, May 2014 and May 2015 distribution dates. All of the DERs associated with these phantom units are currently payable.
- (4) Represents phantom series A subordinated units under transaction/transition grants. These phantom series A subordinated units will vest in connection with the conversion of PNG’s Series A Subordinated Units into PNG Common Units, and be payable one-for-one by PAA in Common Units of PNG. Any of these phantom series A subordinated units that have not vested as of December 31, 2018 will be automatically cancelled on such date.
- (5) Represents phantom series B subordinated units under transaction/transition grants. These phantom series B subordinated units will vest in increments of 20%, 21%, 15%, 22% and 22%, respectively, in connection with the conversion of the First through Fifth Tranches of PNG’s Series B Subordinated Units. Upon vesting, the phantom series B subordinated units will be payable one-for-one by PAA in Series A Subordinated Units or Common Units of PNG it receives upon conversion of PNG’s Series B Subordinated Units. Any of these phantom series B subordinated units that have not vested as of December 31, 2018 will be automatically cancelled on such date.
- (6) Represents the balance of phantom units granted in 2009 under our Long-Term Incentive Plan. These phantom units will vest upon the May 2013 distribution date. All of the DERs associated with these phantom units are currently payable.

Option Exercises and Units Vested

The following table sets forth certain information regarding the vesting of phantom units during the fiscal year ended December 31, 2012 with respect to our Named Executive Officers.

Name	Unit Awards	
	Number of Units Acquired on Vesting (#)	Value Realized on Vesting (\$)
Greg L. Armstrong	120,000 <sup>(1)</sup>	4,835,400 <sup>(2)</sup>
	120,000 <sup>(1)</sup>	4,817,400 <sup>(3)</sup>
	31,000 <sup>(4)</sup>	569,780 <sup>(4)</sup>
Harry N. Pefanis	80,000 <sup>(1)</sup>	3,223,600 <sup>(2)</sup>
	80,000 <sup>(1)</sup>	3,211,600 <sup>(3)</sup>
	21,000 <sup>(4)</sup>	385,980 <sup>(4)</sup>
Al Swanson	23,332 <sup>(1)</sup>	936,663 <sup>(3)</sup>
	22,000 <sup>(1)</sup>	887,150 <sup>(5)</sup>
	22,000 <sup>(1)</sup>	882,640 <sup>(6)</sup>
	10,500 <sup>(4)</sup>	192,990 <sup>(4)</sup>
W. David Duckett	50,000 <sup>(1)</sup>	2,016,250 <sup>(5)</sup>
	50,000 <sup>(1)</sup>	2,006,000 <sup>(6)</sup>
John P. vonBerg	36,000 <sup>(1)</sup>	1,450,620 <sup>(2)</sup>
	36,000 <sup>(1)</sup>	1,445,220 <sup>(3)</sup>

<sup>(1)</sup> Represents the gross number of phantom units that vested during the year ended December 31, 2012. The actual number of units delivered was net of income tax withholding.

<sup>(2)</sup> Consistent with the terms of our 2005 Long-Term Incentive Plan, the value realized upon vesting is computed by multiplying the closing market price (\$40.295) of our common units on February 13, 2012 (the date preceding the vesting date) by the number of units that vested.

<sup>(3)</sup> Consistent with the terms of our 2005 Long-Term Incentive Plan, the value realized upon vesting is computed by multiplying the closing market price (\$40.145) of our common units on May 14, 2012 (the date preceding the vesting date) by the number of units that vested.

<sup>(4)</sup> Represents the gross number of transaction/transition grant awards that vested during the year ended December 31, 2012. These awards were settled by PAA in Common Units of PNG. The value realized is computed by multiplying the closing market price (\$18.38) of PNG Common Units on May 4, 2012 (the date preceding the vesting date) by the number of transaction/transition grant awards that vested.

<sup>(5)</sup> Consistent with the terms of our 1998 Long-Term Incentive Plan, the value realized upon vesting is computed by multiplying the closing market price (\$40.325) of our common units on February 14, 2012 (the date of vesting) by the number of units that vested.

<sup>(6)</sup> Consistent with the terms of our 1998 Long-Term Incentive Plan, the value realized upon vesting is computed by multiplying the closing market price (\$40.12) of our common units on May 15, 2012 (the date of vesting) by the number of units that vested.

Pension Benefits

We sponsor a 401(k) plan that is available to all U.S. employees, but we do not maintain a pension or defined benefit program.

Nonqualified Deferred Compensation and Other Nonqualified Deferred Compensation Plans

We do not have a nonqualified deferred compensation plan or program for our officers or employees.

Potential Payments upon Termination or Change-in-Control

The following table sets forth potential amounts payable to the Named Executive Officers upon termination of employment under various circumstances, and as if terminated on December 31, 2012.

	By Reason of Death (\$)	By Reason of Disability (\$)	By Company without Cause (\$)	By Executive with Good Reason (\$)	In Connection with a Change In Control (\$)
<b>Greg L. Armstrong</b>					
Salary and Bonus	10,750,000 <sup>(1)</sup>	10,750,000 <sup>(1)</sup>	10,750,000 <sup>(1)</sup>	10,750,000 <sup>(1)</sup>	16,125,000 <sup>(2)</sup>
Equity Compensation	17,703,720 <sup>(3)</sup>	17,703,720 <sup>(3)</sup>	16,286,400 <sup>(4)</sup>	16,286,400 <sup>(4)</sup>	18,648,600 <sup>(5)</sup>
Health Benefits	N/A	29,904 <sup>(6)</sup>	29,904 <sup>(6)</sup>	29,904 <sup>(6)</sup>	29,904 <sup>(6)</sup>
Tax Gross-up	N/A	N/A	N/A	N/A	1,460,819 <sup>(7)</sup>
Class B Units	N/A	N/A	7,835,800 <sup>(8)</sup>	7,835,800 <sup>(8)</sup>	8,758,000 <sup>(9)</sup>
Total	28,453,720	28,483,624	34,902,104	34,902,104	45,022,323
<b>Harry N. Pefanis</b>					
Salary and Bonus	10,200,000 <sup>(1)</sup>	10,200,000 <sup>(1)</sup>	10,200,000 <sup>(1)</sup>	10,200,000 <sup>(1)</sup>	15,300,000 <sup>(2)</sup>
Equity Compensation	11,817,720 <sup>(3)</sup>	11,817,720 <sup>(3)</sup>	10,857,600 <sup>(4)</sup>	10,857,600 <sup>(4)</sup>	12,457,800 <sup>(5)</sup>
Health Benefits	N/A	46,200 <sup>(6)</sup>	46,200 <sup>(6)</sup>	46,200 <sup>(6)</sup>	46,200 <sup>(6)</sup>
Tax Gross-up	N/A	N/A	N/A	N/A	1,693,407 <sup>(7)</sup>
Class B Units	N/A	N/A	5,876,850 <sup>(8)</sup>	5,876,850 <sup>(8)</sup>	6,568,500 <sup>(9)</sup>
Total	22,017,720	22,063,920	21,103,800	21,103,800	36,065,907
<b>Al Swanson</b> <sup>(10)</sup>					
Equity Compensation	6,964,581 <sup>(3)</sup>	6,964,581 <sup>(3)</sup>	6,484,521 <sup>(4)</sup>	N/A	7,284,621 <sup>(5)</sup>
Class B Units	N/A	N/A	1,958,950 <sup>(8)</sup>	1,958,950 <sup>(8)</sup>	2,189,500 <sup>(9)</sup>
Total	6,964,581	6,964,581	8,443,471	1,958,950	9,474,121

<b>W. David Duckett</b> <sup>(10)</sup>					
Equity Compensation	6,786,000 <sup>(3)</sup>	6,786,000 <sup>(3)</sup>	6,786,000 <sup>(4)</sup>	N/A	6,786,000 <sup>(5)</sup>
Class B Units	N/A	N/A	3,330,215 <sup>(8)</sup>	3,330,215 <sup>(8)</sup>	3,722,150 <sup>(9)</sup>
Total	6,786,000	6,786,000	10,116,215	3,330,215	10,508,150
<b>John P. vonBerg</b> <sup>(10)</sup>					
Equity Compensation	4,885,920 <sup>(3)</sup>	4,885,920 <sup>(3)</sup>	4,885,920 <sup>(4)</sup>	N/A	4,885,920 <sup>(5)</sup>
Class B Units	N/A	N/A	2,742,530 <sup>(8)</sup>	2,742,530 <sup>(8)</sup>	3,065,300 <sup>(9)</sup>
Total	4,885,920	4,885,920	7,628,450	2,742,530	7,951,220

(1) The employment agreements between Plains All American GP LLC and Messrs. Armstrong and Pefanis provide that if (i) their employment with Plains All American GP LLC is terminated as a result of their death, (ii) they terminate their employment with Plains All American GP LLC (a) because of a disability (as defined in Section 409A of the Code) or (b) for good reason (as defined below), or (iii) Plains All American GP LLC terminates their employment without cause (as defined below), they are entitled to a lump-sum amount equal to the product of (1) the sum of their (a) highest annual base salary paid prior to their date of termination and (b) highest annual bonus paid or payable for any of the three years prior to the date of termination, and (2) the lesser of (i) two or (ii) the number of days remaining in the term of their employment agreement divided by 360. The amount provided in the table assumes for each executive a termination date of December 31, 2012, and also assumes a highest annual base salary of \$375,000 and highest annual bonus of \$5,000,000 for Mr. Armstrong, and a highest annual base salary of \$300,000 and highest annual bonus of \$4,800,000 for Mr. Pefanis.

The employment agreements between Plains All American GP LLC and Messrs. Armstrong and Pefanis define “cause” as (i) willfully engaging in gross misconduct, or (ii) conviction of a felony involving moral turpitude. Notwithstanding, no act, or failure to act, on their part is “willful” unless done, or omitted to be done, not in good faith and without reasonable belief that such act or omission was in the best interest of Plains All American GP LLC or otherwise likely to result in no material injury to Plains All American GP LLC. However, neither Mr. Armstrong or Mr. Pefanis will be deemed to have been terminated for cause unless and until there is delivered to them a copy of a resolution of the board of directors of Plains All American GP LLC at a meeting held for that purpose (after reasonable notice and an opportunity to be heard), finding that Mr. Armstrong or Mr. Pefanis, as applicable, was guilty of the conduct described above, and specifying the basis for that finding. If Mr. Armstrong or Mr. Pefanis were terminated for cause, Plains All American GP LLC would be obligated to pay base salary through the date of termination, with no other payment obligations triggered by the termination under the employment agreement or other employment arrangement.

The employment agreements between Plains All American GP LLC and Messrs. Armstrong and Pefanis define “good reason” as the occurrence of any of the following circumstances: (i) removal by Plains All American GP LLC from, or failure to re-elect them to, the positions to which Messrs. Armstrong and Pefanis were appointed pursuant to their respective employment agreements, except in connection with their termination for cause (as defined above); (ii) (a) a reduction in their rate of base salary (other than in connection with across-the-board salary reductions for all executive officers of Plains All American GP LLC) unless such reduction reduces their base salary to less than 85% of their current base salary, (b) a material reduction in their fringe benefits, or (c) any other material failure by Plains All American GP LLC to comply with its obligations under their employment agreements to pay their annual salary and bonus, reimburse their business expenses, provide for their participation in certain employee benefit plans and arrangements, furnish them with suitable office space and support staff, or allow them no less than 15 business days of paid vacation annually; or (iii) the failure of Plains All American GP LLC to obtain the express assumption of the employment agreements by a successor entity (whether direct or indirect, by purchase, merger, consolidation or otherwise) to all or substantially all of the business and/or assets of Plains All American GP LLC.

(2) Pursuant to their employment agreements, if Messrs. Armstrong and Pefanis terminate their employment with Plains All American GP LLC within three (3) months of a change in control (as defined below), they are entitled to a lump-sum payment in an amount equal to the product of (i) three and (ii) the sum of (a) their highest annual base salary previously paid to them and (b) their highest annual bonus paid or payable for any of the three years prior to the date of such termination. The



amount provided in the table assumes a change in control and termination date of December 31, 2012, and also assumes a highest annual base salary of \$375,000 and highest annual bonus of \$5,000,000 for Mr. Armstrong, and a highest annual base salary of \$300,000 and highest annual bonus of \$4,800,000 for Mr. Pefanis.

For this purpose a “change in control” is currently defined in their employment agreements to mean (i) the acquisition by a person or group (other than Vulcan Energy or a wholly owned subsidiary thereof) of beneficial ownership, directly or indirectly, of 50% or more of the membership interest of Plains All American GP LLC or (ii) the owners of the membership interests of Plains All American GP LLC on June 30, 2001 ceasing to beneficially own, directly or indirectly, more than 50% of the membership interests of Plains All American GP LLC.

In August 2005, Vulcan Energy increased its interest in Plains All American GP LLC from approximately 44% to greater than 50%. The consummation of the transaction constituted a change in control under the employment agreements with Messrs. Armstrong and Pefanis. However, Messrs. Armstrong and Pefanis entered into agreements with Plains All American GP LLC waiving their rights to payments under their employment agreements in connection with the change in control, contingent on the execution and performance by Vulcan Energy of a voting agreement with Plains All American GP LLC that restricted certain of Vulcan’s voting rights. The December 2010 sale by Vulcan Energy of its interest in our general partner also constituted a change in control under the employment agreements and resulted in the termination of the voting agreement. Messrs. Armstrong and Pefanis executed new agreements waiving their rights to payments under their employment agreements with respect to the December 2010 transaction and voting agreement termination.

- (3) The letters evidencing phantom unit grants to our Named Executive Officers in 2009 and 2010 provide that in the event of their death or disability (as defined below), all of their then outstanding phantom units and associated DERs will be deemed nonforfeitable, and (i) any unvested phantom units that had satisfied all of the vesting criteria as of the date of their termination but for the passage of time would vest on the next following distribution date and (ii) the remaining unvested outstanding phantom units will vest on the distribution date on which the vesting criteria is met. For this purpose “disability” means a physical or mental infirmity that impairs the ability substantially to perform duties for a period of eighteen (18) months or that the general partner otherwise determines constitutes a disability.

Assuming death or disability occurred on December 31, 2012, all phantom units and the associated DERs of our Named Executive Officers would have become nonforfeitable effective as of December 31, 2012, and would vest on the February 2013 distribution date. For the 2009 and 2010 grants, any units not vested by May 2015 and May 2016, respectively, would expire. That portion of the dollar value given that is attributable to PAA phantom units is based on the market value of PAA’s common units on December 31, 2012 (\$45.24 per unit) without discount for service period.

The transaction/transition grant agreements provide that in the event of death or disability (as defined above), any unvested phantom units and associated DERs shall be deemed nonforfeitable and shall vest or be cancelled at the times described in the footnotes to the Outstanding Equity Awards at Fiscal Year-End Table. As of December 31, 2012, vesting of all of the phantom series A subordinated units, and vesting of 20% of the phantom series B subordinated units, was deemed probable of occurrence. That portion of the dollar value given that is attributable to the transaction/transition grants is based on the market value of PNG’s common units on December 31, 2012 (\$19.05 per unit), without discount for service period.

- (4) Pursuant to the phantom unit grants to our Named Executive Officers in 2009 and 2010, in the event their employment is terminated other than in connection with a change of control (as defined in footnote 5 below) or by reason of death, disability (as defined in footnote 3 above) or retirement, all of the phantom units and associated DERs (regardless of vesting) then outstanding under such phantom unit grants would automatically be forfeited as of the date of termination; provided, however, that if Plains All American GP LLC terminated their employment other than for cause (as defined in footnote 5 below), any unvested phantom units that had satisfied all of the vesting criteria as of the date of their termination but for the passage of time would be deemed nonforfeitable and would vest on the next following distribution date. The dollar value amount provided assumes that our Named Executive Officers were terminated without cause on December 31, 2012. As a result, all of the 2009 and 2010 phantom unit grants held by Messrs. Armstrong, Pefanis, Swanson, Duckett and vonBerg would be deemed nonforfeitable and would vest on the February 2013 distribution date. That portion of the dollar value given that is attributable to PAA phantom units is based on the market value of PAA’s common units on December 31, 2012 (\$45.24 per unit), without discount for service period. In addition to the foregoing, under Canadian law, Mr. Duckett could have a claim for additional payment if inadequate notice were given for a termination without cause.

Under the waiver signed in 2010 by Mr. Armstrong and Mr. Pefanis (see footnote 2 above), upon a termination of employment by the company without cause or by the executive for good reason (in each case as defined in the relevant employment agreement) all of the executive’s outstanding awards under the 2005 Long-Term Incentive Plan would immediately vest.

## [Table of Contents](#)

- (5) The letters evidencing the phantom unit grants to our Named Executive Officers in 2009 and 2010 provide that in the event of a change in status (as defined below), all of the then outstanding phantom units and associated DERs will be deemed nonforfeitable, and such phantom units will vest in full (i.e., the phantom units will become payable in the form of one common unit per phantom unit) upon the next following distribution date. Assuming the change in status occurred on December 31, 2012, all outstanding phantom units and the associated DERs would have become nonforfeitable as of December 31, 2012, and such phantom units would vest on the February 2013 distribution date. That portion of the dollar value given that is attributable to PAA phantom units is based on the market value of PAA's common units on December 31, 2012 (\$45.24 per unit), without discount for service period.

The transaction/transition grant agreements provide that in the event of a change in status (as defined below), all outstanding phantom units and tandem DERs shall be deemed nonforfeitable on such date, and such phantom units will be payable on the next following distribution date. Assuming a change in status occurred on December 31, 2012, all outstanding phantom units under the transaction/transition grant agreements would have been nonforfeitable and would have vested on the February 2013 distribution date. That portion of the dollar value given that is attributable to the transaction/transition grants is based on the market value of PNG's common units on December 31, 2012 (\$19.05 per unit), without discount for service period.

The phrase "change in status" means, with respect to a Named Executive Officer, the occurrence, during the period beginning two and a half months prior to and ending one year following a change of control (as defined below), of any of the following: (A) the termination of employment by Plains All American GP LLC other than a termination for cause (as defined below), or (B) the termination of employment by the Named Executive Officer due to the occurrence, without the Named Executive Officer's written consent, of (i) any material diminution in the Named Executive Officer's authority, duties or responsibilities, (ii) any material reduction in the Named Executive Officer's base salary or (iii) any other action or inaction that would constitute a material breach of the agreement by Plains All American GP LLC.

The phrase "change of control" means, and is deemed to have occurred upon the occurrence of, one or more of the following events: (i) Plains All American GP LLC ceasing to be the general partner of our general partner; (ii) any sale, lease, exchange or other transfer (in one transaction or a series of related transactions) of all or substantially all of the assets of our partnership or Plains All American GP LLC to any person and/or its affiliates, other than to us or Plains All American GP LLC, including any employee benefit plan thereof; (iii) the consolidation, reorganization, merger, or any other similar transaction involving (A) a person other than us or Plains All American GP LLC and (B) us, Plains All American GP LLC or both; (iv) the persons who own membership interests in Plains All American GP LLC as of the grant date ceasing to beneficially own, directly or indirectly, more than 50% of the membership interests of Plains All American GP LLC; or (v) any person, including any partnership, limited partnership, syndicate or other group deemed a "person" for purposes of Section 13(d) or 14(d) of the Securities Exchange Act of 1934, as amended, becoming the beneficial owner, directly or indirectly, of more than 49.9% of the membership interest in Plains All American GP LLC. Notwithstanding the definition of change of control, no change of control is deemed to have occurred in connection with a restructuring or reorganization related to the securitization and sale to the public of direct or indirect equity interests in the general partner if (x) Plains All American GP LLC retains direct or indirect control over the general partner and (y) the current members of Plains All American GP LLC continue to own more than 50% of the member interest in Plains All American GP LLC. The term "cause" means (i) the failure to perform a job function in accordance with standards described in writing, or (ii) the violation of Plains All American GP LLC's Code of Business Conduct (unless waived in accordance with the terms thereof), in each case, with the specific failure or violation described in writing.

- (6) Pursuant to their employment agreements with Plains All American GP LLC, if Messrs. Armstrong or Pefanis are terminated other than (i) for cause (as defined in footnote 1 above), (ii) by reason of death or (iii) by resignation (unless such resignation is due to a disability or for good reason (each as defined in footnote 1 above)), then they are entitled to continue to participate, for a period which is the lesser of two years from the date of termination or the remaining term of the employment agreement, in such health and accident plans or arrangements as are made available by Plains All American GP LLC to its executive officers generally. The amounts provided in the table assume a termination date of December 31, 2012.
- (7) Pursuant to their employment agreements, Messrs. Armstrong and Pefanis will be reimbursed for any excise tax due under Section 4999 of the Code as a result of compensation (parachute) payments made under their respective employment agreements. The values provided for this benefit assume that Messrs. Armstrong and Pefanis were terminated in connection with a change in control effective as of December 31, 2012.
- (8) Pursuant to the Class B Restricted Units Agreements, any earned Class B units will become vested units (i.e., no longer capable of being purchased at a discount by Plains AAP, L.P. pursuant to its call right) upon a termination of employment by Plains All American GP LLC without cause (defined below) or by the Named Executive Officer for good

reason (defined below). As of December 31, 2012, 75% of the Class B units held by Messrs. Armstrong, Pefanis, Swanson, Duckett and vonBerg had been earned. Assuming a termination of employment without cause or for good reason on December 31, 2012, 75% of the Class B units held by Messrs. Armstrong, Pefanis, Swanson, Duckett and vonBerg would become vested. The value of such Class B units as reflected in the table is based on the grant date fair value computed in accordance with FASB ASC Topic 718. The entire economic burden of the Class B units is borne solely by Plains AAP, L.P., our general partner.

“Cause” is defined in the Class B Restricted Units Agreements as (i) a finding by the board of Plains All American GP LLC that the executive has substantially failed to perform the duties and responsibilities of his position at an acceptable level and after written notice specifying such failure in detail and after a reasonable period under the circumstances (determined by the board in good faith) such failure has continued without full correction by the executive, (ii) the executive’s conviction of or guilty plea to the committing of an act or acts constituting a felony under the laws of the United States or any state thereof or any misdemeanor involving moral turpitude, or (iii) any action by the executive involving personal dishonesty, theft or fraud in connection with executive’s duties as an employee of Plains All American GP LLC or its affiliates.

“Good Reason” is defined in the Class B Restricted Units Agreements as (i) any material breach by Plains AAP, L.P. of executive’s Class B Restricted Units Agreement, (ii) the failure of any successor of Plains AAP, L.P. to assume executive’s Class B Restricted Units Agreement, or (iii) any material overall reduction the executive’s authority, responsibilities or duties.

- (9) Pursuant to the Class B Restricted Units Agreements, upon the occurrence of a Change in Control, any earned Class B units (and any Class B units that will become earned in less than 180 days) become vested units and, to the extent any Class B units remain unearned, an incremental 25% of the number of Class B units originally granted becomes vested. As of December 31, 2012, 75% of the Class B units held by Messrs. Armstrong, Pefanis, Swanson, Duckett and vonBerg had been earned. Assuming a Change in Control on December 31, 2012, 100% of the Class B units held by Messrs. Armstrong, Pefanis, Swanson, Duckett and vonBerg would become vested. The value of such Class B units as reflected in the table is based on the grant date fair value computed in accordance with FASB ASC Topic 718. The entire economic burden of the Class B units is borne solely by Plains AAP, L.P., our general partner.

“Change in Control” means the determination by the Board that one of the following events has occurred: (i) Plains All American GP LLC ceases to retain direct or indirect control over the Partnership; (ii) the owners of Plains All American GP LLC as of the respective grant date of the Class B units (the “Grant Date”) and their affiliates (the “Owner Affiliates”) cease to own directly or indirectly at least 50% of its member interest; (iii) a “person” or “group” (as such terms are used in Sections 13(d) and 14(d) of the Exchange Act) becomes after the Grant Date the “beneficial owner” (as defined in Rules 13(d)-3 and 13(d)-5 under the Exchange Act), directly or indirectly, of more than 50% of the member interest of Plains All American GP LLC; or (iv) a transfer, sale, exchange or other disposition in a single transaction or series of transactions (whether by merger or otherwise) of all or substantially all of the assets of the Plains AAP, L.P. or the Partnership to one or more persons who are not Affiliates of Plains AAP, L.P., other than a transaction in which the Owner Affiliates become the “beneficial owners,” directly or indirectly, of more than 50% of the voting power of such person or persons immediately following such transaction.

- (10) If Messrs. Swanson, Duckett or vonBerg were terminated for cause, Plains All American GP LLC would be obligated to pay base salary through the date of termination, with no other payment obligation triggered by the termination under any employment arrangement.

**Confidentiality, Non-Compete and Non-Solicitation Arrangements**

Pursuant to his employment agreement, Mr. Armstrong has agreed to maintain the confidentiality of PAA information for a period of five years after the termination of his employment. Mr. Pefanis has agreed to a similar restriction for a period of one year following the termination of his employment. Mr. Duckett has agreed to maintain confidentiality following termination of his employment for a period of two years with respect to customer lists. He has also agreed not to compete in a specified geographic area for a period of two years after termination of his employment. Mr. vonBerg has agreed to maintain confidentiality and not to solicit customers for a period of one year following termination of his employment.

Compensation of Directors

The following table sets forth a summary of the compensation paid to each person who served as a non-employee director of Plains All American GP LLC in 2012:

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) (1)	Total (\$)
Everardo Goyanes	75,000	215,375	290,375
Gary R. Petersen	45,000	107,687	152,687
John T. Raymond	45,000	107,687	152,687
Robert V. Sinnott	47,000	107,687	154,687
Vicky Sutil (2)	45,000	n/a	45,000
J. Taft Symonds	62,000	215,375	277,375
Christopher M. Temple	60,000	215,375	275,375

(1) The dollar value of LTIPs granted during 2012 is based on the grant date fair value computed in accordance with FASB ASC Topic 718. In connection with the August 2012 vesting of director LTIP awards, Messrs. Goyanes, Symonds and Temple each were granted 5,000 units, and Messrs. Petersen, Raymond and Sinnott each were granted 2,500 units by virtue of the automatic re-grant feature of the vested awards. Upon vesting of the director LTIP awards in August 2012 (other than the incremental audit committee awards), a cash payment of \$75,500 was made to Oxy as directed by Ms. Sutil. Such cash payment was based on the unit value of Mr. Sinnott’s award on the previous year’s vesting date. As of December 31, 2012, the number of outstanding LTIPs held by our directors was as follows: Goyanes - 20,000 ; Petersen - 10,000; Raymond - 10,000; Sinnott - 10,000; Symonds - 20,000; and Temple - 20,000.

(2) Ms. Sutil’s compensation is assigned to Oxy.

Each director of Plains All American GP LLC who is not an employee of Plains All American GP LLC is reimbursed for any travel, lodging and other out-of-pocket expenses related to meeting attendance or otherwise related to service on the board (including, without limitation, reimbursement for continuing education expenses). Each non-employee director is currently paid an annual retainer fee of \$45,000. Mr. Armstrong is otherwise compensated for his services as an employee and therefore receives no separate compensation for his services as a director. In addition to the annual retainer, each committee chairman (other than the chairman of the audit committee) receives \$2,000 annually. The chairman of the audit committee receives \$30,000 annually, and the other members of the audit committee receive \$15,000 annually, in each case, in addition to the annual retainer. During 2012, Messrs. Sinnott, Goyanes and Symonds served as chairmen of the compensation, audit and governance committees, respectively.

Our non-employee directors receive LTIP awards or cash equivalent awards as part of their compensation. The LTIP awards vest annually in 25% increments over a four-year period and have an automatic re-grant feature such that as they vest, an equivalent amount is granted. The awards have associated distribution equivalent rights that are payable quarterly. The three non-employee directors who serve on the audit committee (Messrs. Goyanes, Symonds and Temple) each have outstanding a grant of 20,000 units (vesting 5,000 units per year). Messrs. Petersen, Raymond and Sinnott each have outstanding a grant of 10,000 units (vesting 2,500 units per year). Upon vesting of the director LTIPs (other than the incremental audit committee awards), a cash payment will be made to Oxy as directed by the Oxy designee. Such cash payment is based on the unit value of Mr. Sinnott’s award on the previous year’s vesting date.

All LTIP awards held by a director vest in full upon the next following distribution date after the death or disability (as determined in good faith by the board) of the director. For audit committee grants, the awards also vest in full if such director (i) retires (no longer with full-time employment and no longer serving as an officer or director of any public company) or (ii) is removed from the board of directors or is not reelected to the board of directors, unless such removal or failure to reelect is for “good cause,” as defined in the letter granting the units.

**Reimbursement of Expenses of Our General Partner and its Affiliates**

We do not pay our general partner a management fee, but we do reimburse our general partner for all direct and indirect costs of services provided to us, incurred on our behalf, including the costs of employee, officer and director compensation (other than expenses related to the Class B units of Plains AAP, L.P.) and benefits allocable to us, as well as all other expenses necessary or appropriate to the conduct of our business, allocable to us. We record these costs on the accrual basis in the period in which our general partner incurs them. Our partnership agreement provides that our general partner will determine the expenses that are allocable to us in any reasonable manner determined by our general partner in its sole discretion.



**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Unitholder Matters**

**Beneficial Ownership of Limited Partner Interest**

Our common units outstanding represent 98% of our equity (limited partner interest). The 2% general partner interest is discussed separately below under “—Beneficial Ownership of General Partner Interest.” The following table sets forth the beneficial ownership of limited partner units held by beneficial owners of 5% or more of the units, directors, the Named Executive Officers, and all directors and executive officers as a group as of February 15, 2013.

Name of Beneficial Owner	Common Units	Percentage of Common Units
Richard Kayne/Kayne Anderson Capital Advisors, L.P.	16,149,943 <sup>(1)</sup>	4.8%
Greg L. Armstrong	1,006,280 <sup>(2)</sup>	(3)
Harry N. Pefanis	626,436 <sup>(2)</sup>	(3)
W. David Duckett	294,722 <sup>(2)</sup>	(3)
John P. vonBerg	122,684 <sup>(2)</sup>	(3)
Al Swanson	100,804 <sup>(2)</sup>	(3)
Everardo Goyanes	68,400 <sup>(2)</sup>	(3)
Gary R. Petersen	25,000 <sup>(2)</sup>	(3)
John T. Raymond	1,401,908 <sup>(2)</sup>	(3)
Robert V. Sinnott	126,310 <sup>(2)(4)</sup>	(3)
Vicky Sutil	—	—
J. Taft Symonds	79,600 <sup>(2)</sup>	(3)
Christopher M. Temple	11,250 <sup>(2)</sup>	(3)
All directors and executive officers as a group (17 persons)	4,352,275 <sup>(2)(5)</sup>	1.3%

(1) Richard A. Kayne is Chief Executive Officer and Director of Kayne Anderson Investment Management, Inc., which is the general partner of Kayne Anderson Capital Advisors, L.P. (“KACALP”). Various accounts (including KAFU Holdings, L.P., which owns a portion of our general partner) under the management or control of KACALP own 15,713,709 common units. Mr. Kayne may be deemed to beneficially own such units. In addition, Mr. Kayne directly owns or has sole voting and dispositive power over 436,234 common units. Mr. Kayne disclaims beneficial ownership of any of our partner interests other than units held by him or interests attributable to him by virtue of his interests in the accounts that own our partner interests. The address for Mr. Kayne and Kayne Anderson Investment Management, Inc. is 1800 Avenue of the Stars, 3rd Floor, Los Angeles, California 90067.

(2) Does not include unvested phantom units granted under our Long-Term Incentive Plans, none of which will vest within 60 days of the date hereof. See Item 11. “Executive Compensation—Outstanding Equity Awards at Fiscal Year-End” and “—Director Compensation.”

(3) Less than one percent.

(4) Pursuant to the GP LLC Agreement, Mr. Sinnott has been designated as one of our directors by KAFU Holdings, L.P., which is controlled by Kayne Anderson Investment Management, Inc., of which he is President. Mr. Sinnott disclaims any deemed

beneficial ownership of the interests owned by KAFU Holdings, L.P. or its affiliates, beyond his pecuniary interest therein, if any. Mr. Sinnott has a non-controlling ownership interest in KACALP, which is the general partner of KAFU Holdings, L.P. KACALP is entitled to a percentage of the profits earned by the funds invested in KAFU Holdings, L.P. The address for KAFU Holdings, L.P. is 1800 Avenue of the Stars, 3rd Floor, Los Angeles, California 90067.

(5) As of February 15, 2013, no units were pledged by directors or Named Executive Officers. Certain of the directors and Named Executive Officers hold units in marginable broker’s accounts, but none of the units were margined as of February 15, 2013.

**Beneficial Ownership of General Partner Interest**

Plains AAP, L.P. owns all of our incentive distribution rights and, through its 100% member interest in PAA GP LLC, our 2% general partner interest. The following table sets forth the effective ownership of Plains AAP, L.P. (after giving effect to proportionate ownership of Plains All American GP LLC, its 1% general partner).

Name of Owner and Address (in the case of Owners of more than 5%)	Percentage Ownership of Plains AAP, L.P. <sup>(1)</sup>
Oxy Holding Company (Pipeline), Inc. 10889 Wilshire Boulevard Los Angeles, CA 90024	35.0%
EMG Investment, LLC 811 Main, Suite 4200 Houston, TX 77002	25.0%
KAFU Holdings, L.P. and Affiliates <sup>(2)</sup> 1800 Avenue of the Stars, 3rd Floor Los Angeles, CA 90067	20.8%
KA First Reserve XII, LLC 600 Travis, Suite 6000 Houston, TX 77002	5.9%
PAA Management, L.P. <sup>(3)</sup>	4.6%
Strome PAA, L.P. and Affiliate	3.7%
Windy, L.L.C.	3.0%
Lynx Holdings I, LLC	1.4%
Various Individual Investors	0.6%

(1) Plains AAP, L.P. owns a 100% member interest in PAA GP LLC, which owns our 2% general partner interest. Plains AAP, L.P. has pledged its member interest, as well as its interest in our incentive distribution rights, as security for its obligations under the Amended and Restated Credit Agreement dated as of June 27, 2012 among Plains AAP, L.P., Citibank, N.A. and the lenders party thereto (the “Plains AAP Credit Agreement”). A default by Plains AAP, L.P. under the Plains AAP Credit Agreement could result in a change in control of our general partner. Certain members of management own a profits interest in Plains AAP, L.P. in the form of Class B units.

(2) Mr. Sinnott disclaims any deemed beneficial ownership of the interests owned by KAFU Holdings, L.P. beyond his pecuniary interest therein, if any. Mr. Sinnott has a non-controlling ownership interest in KACALP, which is the general partner of KAFU Holdings, L.P. KACALP is entitled to a percentage of the profits earned by the funds invested in KAFU Holdings, L.P.

(3) PAA Management, L.P. is owned entirely by certain current and former members of senior management, including Messrs. Armstrong (approximately 25%), Pefanis (approximately 14%), Duckett (approximately 6%), vonBerg (approximately 4%) and Swanson (approximately 5%). Other than Mr. Armstrong, no directors own any interest in PAA Management, L.P. Executive officers as a group own approximately 70% of PAA Management, L.P. Mr. Armstrong disclaims any beneficial ownership of the general partner interest owned by Plains AAP, L.P., other than through his ownership interest in PAA Management, L.P.

Equity Compensation Plan Information

The following table sets forth certain information with respect to our equity compensation plans as of December 31, 2012. For a description of these plans, see Item 13. “Certain Relationships and Related Transactions, and Director Independence—Equity-Based Long-Term Incentive Plans.”

Plan Category	Number of Units to be Issued upon Exercise/Vesting of Outstanding Options, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Units Remaining Available for Future Issuance under Equity Compensation Plans (c)
Equity compensation plans approved by unitholders:			
1998 Long Term Incentive Plan	90,000 <sup>(1)</sup>	N/A <sup>(2)</sup>	1,008,622 <sup>(1)(3)</sup>
2005 Long Term Incentive Plan	2,170,344 <sup>(4)</sup>	N/A <sup>(2)</sup>	1,518,392 <sup>(3)(4)</sup>
Equity compensation plans not approved by unitholders:			
1998 Long Term Incentive Plan	— <sup>(1)(5)</sup>	N/A <sup>(2)</sup>	— <sup>(6)</sup>
PPX Successor LTIP	617,000 <sup>(7)</sup>	N/A <sup>(2)</sup>	1,188,443 <sup>(3)(7)</sup>

<sup>(1)</sup> As originally instituted by our former general partner prior to our initial public offering, the 1998 LTIP contemplated the issuance of up to 1,950,000 common units to satisfy awards of phantom units. Upon vesting, these awards could be satisfied either by (i) primary issuance of units by us or (ii) cash settlement or purchase of units by our general partner with the cost reimbursed by us. In 2001, the 1998 LTIP was amended, as provided in the plan, without unitholder approval to increase the maximum awards to 2,850,000 phantom units; however, we can issue no more than 1,950,000 new units to satisfy the awards. Any additional units must be purchased by our general partner in the open market or in private transactions and be reimbursed by us. As of December 31, 2012, we have issued approximately 1,552,434 common units in satisfaction of vesting under the 1998 LTIP. The number of units presented in column (a) assumes that all remaining grants will be satisfied by the issuance of new units upon vesting unless such LTIPs are by their terms payable only in cash. In fact, a substantial number of phantom units that have vested were satisfied without the issuance of units. These phantom units were settled in cash or withheld for taxes. Any units not issued upon vesting will become “available for future issuance” under column (c).

<sup>(2)</sup> Phantom unit awards under the 1998 LTIP, 2005 LTIP and PPX Successor LTIP vest without payment by recipients.

<sup>(3)</sup> In accordance with Item 201(d) of Regulation S-K, column (c) excludes the securities disclosed in column (a). However, as discussed in footnotes (1), (4) and (7), any phantom units represented in column (a) that are not satisfied by the issuance of units become “available for future issuance.”

<sup>(4)</sup> The 2005 Long Term Incentive Plan was approved by our unitholders in January 2005. The 2005 LTIP contemplates the issuance or delivery of up to 6,000,000 units to satisfy awards under the plan. The number of units presented in column (a) assumes that all outstanding grants will be satisfied by the issuance of new units upon vesting unless such LTIPs are by their terms payable only in cash. In fact, some portion of the phantom units may be settled in cash and some portion will be withheld for taxes. Any units not issued upon vesting will become “available for future issuance” under column (c).

<sup>(5)</sup> Although awards for units may from time to time be outstanding under the portion of the 1998 LTIP not approved by unitholders, all of these awards must be satisfied in cash or out of units purchased by our general partner and reimbursed by us. None will be satisfied by “units issued upon exercise/vesting.”

<sup>(6)</sup> Awards for up to 701,056 phantom units may be granted under the portion of the 1998 LTIP not approved by unitholders; however, no common units are “available for future issuance” under the plan, because all such awards must be satisfied with cash or out of units purchased by our general partner and reimbursed by us.

<sup>(7)</sup> In connection with the Pacific merger, under applicable stock exchange rules, we carried over the available units under the Pacific LTIP. In that regard, we have adopted the Plains All American PPX Successor Long-Term Incentive Plan (the “PPX Successor LTIP”). Potential awards under such plan include options and phantom units (with or without tandem DERs). The provisions of such plan are substantially the same as the 2005 LTIP, except that awards under the PPX Successor LTIP may only be made to employees who were working for Pacific at the time of the merger or to employees hired after the date of the Pacific acquisition. The number of units presented in column (a) assumes that all outstanding grants will be satisfied by the issuance of new units upon vesting unless such LTIPs are by their terms payable only in cash. In fact, some portion of the phantom units may be settled in cash and some portion will be withheld for taxes. Any units not issued upon vesting will become “available for future issuance” under column (c).

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

For a discussion of director independence, see Item 10. “Directors and Executive Officers of Our General Partner and Corporate Governance.”

**Our General Partner**

Our operations and activities are managed, and our officers and personnel are employed, by our general partner (or, in the case of our Canadian operations, Plains Midstream Canada). We do not pay our general partner a management fee, but we do reimburse our general partner for all expenses incurred on our behalf (other than expenses related to the Class B units of Plains AAP, L.P.). Total costs reimbursed by us to our general partner for the year ended December 31, 2012 were approximately \$535 million.

Our general partner owns the 2% general partner interest and all of the incentive distribution rights. Our general partner is entitled to receive incentive distributions if the amount we distribute with respect to any quarter exceeds levels specified in our partnership agreement. Under the quarterly incentive distribution provisions, generally our general partner is entitled, without duplication, to 15% of amounts we distribute in excess of \$0.2250 (\$0.90 annualized) per unit, 25% of the amounts we distribute in excess of \$0.2475 (\$0.99 annualized) per unit and 50% of amounts we distribute in excess of \$0.3375 (\$1.35 annualized) per unit. Effective upon closing of the BP NGL acquisition, our general partner agreed to a reduction in incentive distributions equal to \$3.75 million per quarter through February 2014 and \$2.5 million per quarter thereafter.

The following table illustrates the allocation of aggregate distributions at different per-unit levels, excluding the effect of the incentive distribution reductions (dollars in thousands):

Annual LP Distribution Per Unit		Distribution to LP Unitholders <sup>(1)</sup>	Distribution to GP <sup>(1)(2)</sup>	Total Distribution <sup>(1)(2)</sup>	GP % of Total Distribution
\$	0.90	\$ 301,770	\$ 6,159	\$ 307,929	2.0%
\$	0.99	\$ 331,947	\$ 11,484	\$ 343,431	3.3%
\$	1.35	\$ 452,655	\$ 51,720	\$ 504,375	10.3%
\$	2.09	\$ 700,777	\$ 299,842	\$ 1,000,619	30.0%
\$	2.13	\$ 714,189	\$ 313,254	\$ 1,027,443	30.5%
\$	2.17	\$ 727,601	\$ 326,666	\$ 1,054,267	31.0%

(1) Assumes 335,300,000 units outstanding. The actual number of units outstanding as of December 31, 2012 was 335,283,874. An increase in the number of units outstanding would increase both the distribution to unitholders and the distribution to the general partner for any given level of distribution per unit.

(2) Includes distributions attributable to the 2% general partner interest and the incentive distribution rights.

**Equity-Based Long-Term Incentive Plans**

Our general partner has adopted the Plains All American GP LLC 1998 Long-Term Incentive Plan (the “1998 LTIP”) and the Plains All American GP LLC 2005 Long-Term Incentive Plan (the “2005 LTIP”) for employees and directors of our general partner and its affiliates who perform services for us, and the PPX Successor LTIP for former Pacific employees and employees hired after the date of the Pacific merger (together with the 1998 LTIP and 2005 LTIP, the “Plans”). Awards contemplated by the Plans include phantom units (referred to as restricted units in the 1998 LTIP), distribution equivalent rights (DERs) and unit options. As amended, the 1998 LTIP authorizes the grant of awards covering an aggregate of 2,850,000 common units deliverable upon vesting or exercise (as applicable) of such awards. The 2005 LTIP authorizes the grant of awards covering an aggregate of 6,000,000 common units deliverable upon vesting or exercise (as applicable) of such awards. The PPX Successor LTIP authorizes the grant of awards covering an aggregate of 1,999,618 common units deliverable upon vesting or exercise (as applicable) of such awards. Our general partner’s board of directors has the right to alter or amend the Plans from time to time, including, subject to any applicable NYSE listing requirements, increasing the number of common units with respect to which awards may be granted; provided, however, that no change in any outstanding grant may be made that would materially impair the rights of the participant without the consent of such participant.



## [Table of Contents](#)

Common units to be delivered upon the vesting of rights may be newly issued common units, common units acquired by our general partner in the open market or in private transactions, common units acquired by us from any other person, common units already owned by our general partner, or any combination of the foregoing. Our general partner will be entitled to reimbursement by us for the cost incurred in acquiring common units. In addition, over the term of the plan we may issue new common units to satisfy delivery obligations under the grants. When we issue new common units upon vesting of grants, the total number of common units outstanding increases.

*Phantom Units.* A phantom unit entitles the grantee to receive, upon the vesting of the phantom unit, a common unit (or cash equivalent, depending on the terms of the grant).

As of December 31, 2012, grants of approximately 90,000, 2,700,544 and 834,656 unvested phantom units were outstanding under the 1998 LTIP, 2005 LTIP and PPX Successor LTIP, respectively, and approximately 1,008,622, 1,518,392 and 1,188,443 remained available for future grant, respectively. The compensation committee or board of directors may, in the future, make additional grants under the Plans to employees and directors containing such terms as the compensation committee or board of directors shall determine, including DERs with respect to phantom units. DERs entitle the grantee to a cash payment, either while the award is outstanding or upon vesting, equal to any cash distributions paid on a unit while the award is outstanding.

The issuance of the common units upon vesting of phantom units is primarily intended to serve as a means of incentive compensation for performance. Therefore, no consideration is paid to us by the plan participants upon receipt of the common units.

*Unit Options.* Although the Plans currently permit the grant of options covering common units, no options have been granted under the Plans to date. However, the compensation committee or board of directors may, in the future, make grants under the plan to employees and directors containing such terms as the compensation committee or board of directors shall determine, provided that unit options have an exercise price equal to the fair market value of the units on the date of grant.

### ***Class B Units of Plains AAP, L.P.***

In August 2007, the owners of Plains AAP, L.P. authorized the creation and issuance of up to 200,000 Class B units of Plains AAP, L.P. and authorized the compensation committee of Plains All American GP LLC to issue grants of Class B units to create long-term incentives for our management. The entire economic burden of the Class B units, which are equity classified, is borne solely by Plains AAP, L.P. and does not impact our cash or units outstanding. Therefore, we recognize the grant date fair value of the Class B units as compensation expense over the service period. The expense is also reflected as a capital contribution, and thus results in a corresponding credit to Partners' Capital in our Consolidated Financial Statements. The expense and capital contribution for the twelve months ended December 31, 2012 was approximately \$6.5 million. We will not be obligated to reimburse Plains AAP, L.P. for such costs and any distributions made on the Class B units will not reduce the amount of cash available for distribution to our unitholders. Each Class B unit represents a "profits interest" in Plains AAP, L.P., which entitles the holder to participate in future profits and losses from operations, current distributions from operations, and an interest in future appreciation or depreciation in Plains AAP, L.P.'s asset values. As of December 31, 2012, 182,125 Class B units were issued and outstanding.

The outstanding Class B units are subject to restrictions on transfer and generally become "earned" (entitled to receive a portion of the distributions that would otherwise be paid to our general partner) in percentage increments when the annualized quarterly distributions on our common units equal or exceed certain thresholds. Upon achievement of these performance thresholds (or, in some cases, within six months thereafter), the Class B units will be entitled to their proportionate share of all quarterly cash distributions made by Plains AAP, L.P. in excess of \$11 million per quarter (as adjusted for debt service costs and excluding special distributions funded by debt). Assuming all authorized Class B units are issued, the maximum participation would be 8% of the amount in excess of \$11 million per quarter, as adjusted. As of February 14, 2013, approximately 99% of the outstanding Class B units had been earned or will be earned within 180 days. The remaining Class B units will be earned 180 days after payment of an annualized quarterly distribution of \$2.40 per unit.

To encourage retention following achievement of these performance benchmarks, Plains AAP, L.P. retained a call right to purchase any earned Class B units at a discount to fair market value that is exercisable upon the termination of a holder's employment with Plains All American GP LLC and its affiliates (other than a termination without cause or by the employee for good reason) prior to certain stated dates. If a Class B unit holder remains employed past such designated date (or prior to such date is terminated without cause or quits for good reason), any earned units are no longer subject to the call right and are deemed to have "vested." The applicable designated dates for the various Class B grants are: January 1, 2016 for Class B units granted in 2007 and 2009; January 1, 2017 for Class B units granted in 2010; and January 1, 2020 for Class B units granted in 2011. If the call right of Plains AAP, L.P. becomes exercisable, in order to encourage retention, the size of the discount to fair market value reflected in the purchase price decreases over time pursuant to a formula set forth in each Class B unitholder's granting agreement. Class B grants also provide that all earned Class B units and a portion of any unearned and unvested Class B units will vest upon a change of control. All earned Class B units will also vest if Plains AAP, L.P. elects not to timely exercise its call right.

**Transactions with Related Persons**

Prior to June 2012, EMG Investment, LLC had a 25% general partner interest in, and Mr. Raymond sat on the board of, High Sierra Energy GP, LLC, the general partner of High Sierra Energy LP (“High Sierra”). High Sierra and its general partner were acquired by NGL Energy Partners (“NGL”) in June 2012. EMG retained an interest in NGL’s general partner, but Mr. Raymond is no longer a board member. We recognized crude oil sales and transportation revenues and purchased petroleum products from High Sierra and its affiliates during 2012. For the year ended December 31, 2012, revenues and purchases and related costs with respect to High Sierra totaled \$0.6 million and \$10.7 million, respectively. These transactions were conducted at posted tariff rates or prices that we believe approximate market. Mr. Raymond was not an officer of High Sierra or NGL and did not participate in operational decision making.

During 2012, we purchased approximately \$5.6 million of oil from companies owned and controlled by funds managed by KACALP. We pay the same amount per barrel to these companies that we pay to other producers in the area.

During 2012, we recognized sales and transportation and storage revenues of approximately \$1.6 billion from companies affiliated with Oxy. During 2012, we also purchased approximately \$0.6 billion of petroleum products from companies affiliated with Oxy. These transactions were conducted at posted tariff rates or prices that we believe approximate market.

An employee in our marketing department is the son of Phil Kramer, one of our executive officers. His total compensation for 2012 (which amount includes the grant date fair value of LTIPs awarded to him on terms consistent with all eligible employees) was approximately \$275,500.

An employee with our Canadian operations is the son of W. David Duckett, one of our executive officers. His total compensation for 2012 (which amount includes the grant date fair value of LTIPs awarded to him on terms consistent with all eligible employees) was approximately \$216,000.

**Review, Approval or Ratification of Transactions with Related Persons**

Pursuant to our Governance Guidelines, a director is expected to bring to the attention of the CEO or the board any conflict or potential conflict of interest that may arise between the director or any affiliate of the director, on the one hand, and the Partnership or GP LLC on the other. The resolution of any such conflict or potential conflict should, at the discretion of the board in light of the circumstances, be determined by a majority of the disinterested directors.

If a conflict or potential conflict of interest arises between the Partnership and GP LLC, the resolution of any such conflict or potential conflict should be addressed by the board in accordance with the provisions of the Partnership Agreement. At the discretion of the board in light of the circumstances, the resolution may be determined by the board of directors of our general partner or by a “conflicts committee” meeting the definitional requirements for such a committee under the Partnership Agreement. Such resolution may include resolution of any derivative conflicts created by an executive officer’s ownership of interests in GP LLC or a director’s appointment by an owner of GP LLC.

Pursuant to our Code of Business Conduct, any executive officer must avoid conflicts of interest unless approved by the board of directors of our general partner.

In the case of any sale of equity by the Partnership in which an owner or affiliate of an owner of our general partner participates, our practice is to obtain board approval for the transaction. The board typically delegates authority to set the specific terms to a pricing committee, consisting of the CEO and one independent director. Actions by the pricing committee require unanimous approval of such committee.

**Item 14. Principal Accountant Fees and Services**

The following table details the aggregate fees billed for professional services rendered by our independent auditor for services provided to us and to our consolidated subsidiaries (in millions):

	Year Ended December 31,	
	2012	2011
Audit fees <sup>(1)</sup>	\$ 4.5	\$ 4.2
Audit-related fees <sup>(2)</sup>	0.1	0.1
Tax fees <sup>(3)</sup>	1.3	1.0
All other fees <sup>(4)</sup>	0.5	—
Total	\$ 6.4	\$ 5.3

- (1)

Audit fees include those related to (a) our annual audit (including internal control evaluation and reporting); (b) the annual audit of PNG; (c) the audit of certain joint ventures of which we are the operator, and (d) work performed on our registration of publicly held debt and equity. Amounts reported for 2011 have been revised for audit fees in excess of our initial estimate.
- (2)

Audit-related fees primarily relate to audits of our benefit plans.
- (3)

Tax fees are related to tax processing as well as the preparation of Forms K-1 for our unitholders and international tax planning work associated with the structure of our Canadian investment.
- (4)

All other fees primarily consist of those associated with due diligence performed on our behalf and evaluating potential acquisitions.

**Pre-Approval Policy**

As discussed above, we have an audit committee that reviews our external financial reporting, engages our independent auditors and reviews the adequacy of our internal accounting controls. Our consolidated subsidiary, PNG, also has an audit committee that performs similar functions on PNG’s behalf. All services provided by our independent auditor are subject to pre-approval by our audit committee or the audit committee of PNG (for services provided to PNG). The audit committees have instituted policies that describe certain pre-approved non-audit services. We believe that the descriptions of services are designed to be sufficiently detailed as to particular services provided, such that (i) management is not required to exercise judgment as to whether a proposed service fits within the description and (ii) the audit committee knows what services it is being asked to pre-approve. The audit committees are informed of each engagement of the independent auditor to provide services under the respective policy. All services provided by our independent auditor during the years ended December 31, 2012 and 2011 were approved in advance by the applicable audit committee.