PLAINS ALL AMERICAN PIPELINE LP Form SC 13D/A January 19, 2011 CUSIP NO. 726503105

SCHEDULE 13D/A (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Under the Securities Exchange Act of 1934*
(Amendment #9)

Plains All American Pipeline, L.P. (Name of Issuer)

Common Units (Title of Class of Securities)

726503105 (CUSIP Number)

Paul G. Allen
Vulcan Capital Private Equity Inc.
Vulcan Capital Private Equity Management I LLC
Vulcan Capital Private Equity I LLC
Vulcan Capital Private Equity II LLC
Vulcan Capital Private Equity II LLC
505 Fifth Avenue S, Suite 900
Seattle, Washington 98104
(206) 342-2000

Vulcan Energy Corporation 333 Clay Street, Suite 1600, Houston, Texas 77002

December 23, 2010 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

CUSIP NO. 726503105

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following page(s)

2

CUSIP NO. 726503105

1		NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Paul G. Allen	Paul G. Allen				
2	CHECK THE APPRO GROUP*	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
3 4	SEC USE ONLY SOURCE OF FUNDS	SEC USE ONLY SOURCE OF FUNDS*				
5	IS REQUIRED PURS	N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION				
	United States NUMBER OF	7	SOLE VOTING POWER:			
	SHARES		16,293,379 Common Units			
	BENEFICIALLY	8	SHARED VOTING POWER: 0			
	OWNED BY					
	EACH					
	REPORTING	0	COLE DISDOSITIVE DOWED.			
	PERSON WITH	9	SOLE DISPOSITIVE POWER: 16,293,379 Common Units			
	WIII	10	SHARED DISPOSITIVE POWER: 0			
11	11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	16,293,379 Common U	Jnits				
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES*				
13	PERCENT OF CLASS	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.9% of Common Units				
14	TYPE OF REPORTIN	G PERSON*				
	IN					

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 726503105

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
Vulcan Capital Private Equity Inc.					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			(a) " (b) x	
3 4	SEC USE ONLY SOURCE OF FUNDS*				
5	N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware IBER OF	7	SOLE VOTING PO	WER: 0	
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		8	SHARED VOTING 3,903,259 Common		
		9	SOLE DISPOSITIV	YE POWER: 0	
·	,	10	SHARED DISPOSI 3,903,259 Common		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	3,903,259 Common Units				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES*				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.9%				
14	TYPE OF REPORTING PERSON*				
	CO				

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 726503105

1	NAME OF REPORT S.S. OR I.R.S. IDEN		OF ABOVE PERSON		
	Vulcan Capital Priva	nte Equity Managen	nent I LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			(a) " (b) x	
3 4	SEC USE ONLY SOURCE OF FUND	OS*			
5 6	N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
	MBER OF	7	SOLE VOTING PO	OWER: 0	
	HARES	0	CILL DED MOTERIO	S DOWED	
	EFICIALLY /NED BY	8	SHARED VOTING		
	EACH		3,706,044 Commor	1 Units	
	PORTING				
	ERSON	9	SOLE DISPOSITIV	WE POWER: 0	
	WITH	,	SOLL DISTOSITI	VL I OWER. 0	
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	10	SHARED DISPOS 3,706,044 Common		
11	AGGREGATE AMO	OUNT BENEFICIA	ALLY OWNED BY EA	CH REPORTING PERSON	
	3,706,044 Common	Units			
12		IE ACCDECATE	AMOUNT IN ROW (11	1) "	
12	EXCLUDES CERTA		AMOUNT IN KOW (1)	1)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	2.7%			5 (1 (11)	
14	TYPE OF REPORT	ING PERSON*			
	CO				

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP NO. 726503105

1		NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Vulcan Capital Private l	Vulcan Capital Private Equity I LLC				
2	CHECK THE APPROP GROUP*	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) " GROUP* (b) x				
3 4	SEC USE ONLY SOURCE OF FUNDS*	SEC USE ONLY SOURCE OF FUNDS*				
5	IS REQUIRED PURSU	N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware NUMBER OF	7	SOLE VOTING PO	WED. O		
	SHARES	/	SOLE VOTING FO	WER. U		
	BENEFICIALLY	8	SHARED VOTING	POWER		
-	OWNED BY	Ü	3,706,044 Common			
	EACH		, ,			
	REPORTING					
	PERSON	9	SOLE DISPOSITIV	'E POWER: 0		
	WITH					
		10	SHARED DISPOSI			
			3,706,044 Common	Units		
11	AGGREGATE AMOU	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	3,706,044 Common Un	3,706,044 Common Units				
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) "				
12		EXCLUDES CERTAIN SHARES* PERCENT OF CLASS REPRESENTED BY AMOUNT IN BOW (11)				
13	2.7%	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14		TYPE OF REPORTING PERSON*				
	CO					

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP NO. 726503105

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Vulcan Capital Private Equity II LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			(a) (b) x	
3 4	SEC USE ONLY SOURCE OF FUNDS*				
5	N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS " IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION				
NII II	Delaware MBER OF	7	SOLE VOTING PO	WED. 0	
	HARES	/	SOLE VOTING PO	OWER: U	
	EFICIALLY	8	SHARED VOTING	POWER	
	NED BY	O	197,215 Common Units		
	EACH		-,,		
REI	PORTING				
P	ERSON	9	SOLE DISPOSITIV	E POWER: 0	
	WITH				
		10	SHARED DISPOSI 197,215 Common U		
11	11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	197,215 Common Units				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) "				
	EXCLUDES CERTAIN SHARES*				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	0.2% TYPE OF REPORTING PERSON*				
	CO				

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP NO. 726503105

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Vulcan Energy Corporation				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) "				
3 4	SEC USE ONLY SOURCE OF FUNDS*				
5	N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION				
	Delaware				
	MBER OF SHARES	7	SOLE VOTING POWER: 0		
	EFICIALLY	8	SHARED VOTING POWER:		
OWNED BY 12,390,120 Common Units			12,390,120 Common Units		
DE	EACH PORTING				
	PERSON	9	SOLE DISPOSITIVE POWER: 0		
-	WITH		SOBE DISTOSTITY BY OWER		
		10	SHARED DISPOSITIVE POWER: 12,390,120 Common Units		
11	11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	12,390,120 Common Units				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.1% of Common Units				
14	TYPE OF REPORTIN	NG PERSON*			
	CO				