ROCKY MOUNTAIN PIPELINE SYSTEM LLC
Form 424B5
July 08, 2010

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Offered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
3.95% Senior Notes due 2015	$400,000,000	$28,520
Guarantees of 2015 Notes (2)		
Total	$400,000,000	$28,520

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

(2) Pursuant to Rule 457(n), no separate fee is payable with respect to the Guarantees.

Prospectus supplement
To prospectus dated October 14, 2009

Filed pursuant to Rule 424(b)(5)
Registration No. 333-162475

Plains All American Pipeline, L.P.
PAA Finance Corp.
$400,000,000
3.95% Senior Notes due 2015

Plains All American Pipeline, L.P. and PAA Finance Corp. are offering $400,000,000 aggregate principal amount of 3.95% Senior Notes due 2015 (the Notes).

We will pay interest on the Notes semi-annually in arrears on March 15 and September 15 of each year, beginning on September 15, 2010. The Notes will mature on September 15, 2015, unless redeemed prior to the maturity date.

We may, at our option, redeem the Notes at any time in whole or from time to time in part, prior to maturity, at the redemption prices as described herein under Description of Notes Optional redemption.

The Notes will be our unsecured senior obligations. Initially, the Notes will be fully and unconditionally guaranteed by all of our existing subsidiaries other than (i) PAA Finance Corp., the co-issuer of the Notes, (ii) PNGS GP LLC, PAA Natural Gas Storage, L.P. and their respective subsidiaries, (iii) subsidiaries regulated by the California Public Utilities Commission and (iv) subsidiaries that are minor. Subsidiaries acquired in the future may or may not become guarantors, but any subsidiary that guarantees other indebtedness of ours or another subsidiary must also guarantee the Notes. The guarantees are also subject to release in certain circumstances. The Notes and the guarantees will rank equally with any other unsecured senior indebtedness of Plains All American Pipeline, L.P., PAA Finance Corp. and the subsidiary guarantors from time to time outstanding.

Investing in the Notes involves risks. See Risk Factors on page S-9 of this prospectus supplement and beginning on page 6 of the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Note	Total
Public offering price(1)	99.889%	$ 399,556,000
Underwriting discount	0.600%	$ 2,400,000
Proceeds, before expenses, to Plains All American Pipeline, L.P.(1)	99.289%	$ 397,156,000

(1) Plus accrued interest, if any, from July 14, 2010 if settlement occurs after that date.

The Notes will not be listed on any securities exchange. Currently, there is no public market for the Notes.

The underwriters expect to deliver the Notes in book-entry form only through facilities of The Depository Trust Company for the account of its participants, including Clearstream Banking, société anonyme, and Euroclear Bank S.A./N.V., as operator of the Euroclear System, against payment in New York, New York on or about July 14, 2010.

Joint Book-Running Managers

J.P. Morgan **BofA Merrill Lynch** **BNP PARIBAS**

Co-Managers

Mizuho Securities USA Inc. Scotia Capital
ING SOCIETE GENERALE US Bancorp
BBVA Securities BMO Capital Markets Comerica Securities Daiwa Capital Markets
Morgan Stanley Natixis Bleichroeder LLC The Williams Capital Group, L.P.

The date of this prospectus supplement is July 7, 2010.

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IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS

This document is in two parts. The first part is the prospectus supplement, which describes our business and the specific terms of this offering. The second part is the accompanying prospectus, which gives more general information and includes disclosures regarding the Notes and additional disclosures that would pertain if at some time in the future we were to offer other series of our debt securities or our common units. Accordingly, the accompanying prospectus may contain information that does not apply to this offering. Generally, when we refer only to the prospectus, we are referring to both parts combined.

If the description of the offering in this prospectus supplement varies from statements in the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained in or incorporated by reference in this prospectus or any free writing prospectus relating to this offering of Notes. Neither we nor the underwriters have authorized anyone to provide you with different information. We are not making an offer of the Notes in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus, any free writing prospectus or in the documents incorporated by reference in this prospectus is accurate as of any date other than the date on the front of those documents.

The information in this prospectus supplement is not complete. You should review carefully all of the detailed information appearing in this prospectus supplement, the accompanying prospectus and the documents we have incorporated by reference before making any investment decision.

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FORWARD-LOOKING STATEMENTS

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

- failure to implement or capitalize on planned internal growth projects;
- maintenance of our credit rating and ability to receive open credit from our suppliers and trade counterparties;
- the availability of, and our ability to consummate, acquisition or combination opportunities;
- continued creditworthiness of, and performance by, our counterparties, including financial institutions and trading companies with which we do business;
- the effectiveness of our risk management activities;
- environmental liabilities or events that are not covered by an indemnity, insurance or existing reserves;
- abrupt or severe declines or interruptions in outer continental shelf production located offshore California and transported on our pipeline systems;
- shortages or cost increases of power supplies, materials or labor;
- the availability of adequate third-party production volumes for transportation and marketing in the areas in which we operate and other factors that could cause declines in volumes shipped on our pipelines by us and third-party shippers, such as declines in production from existing oil and gas reserves or failure to develop additional oil and gas reserves;
- fluctuations in refinery capacity in areas supplied by our mainlines and other factors affecting demand for various grades of crude oil, refined products and natural gas and resulting changes in pricing conditions or transportation throughput requirements;
- our ability to obtain debt or equity financing on satisfactory terms to fund additional acquisitions, expansion projects, working capital requirements and the repayment or refinancing of indebtedness;
- the successful integration and future performance of acquired assets or businesses and the risks associated with operating in lines of business that are distinct and separate from our historical operations;
- unanticipated changes in crude oil market structure, grade differentials and volatility (or lack thereof);
- the impact of current and future laws, rulings, governmental regulations, accounting standards and statements and related interpretations;

the effects of competition;

- interruptions in service and fluctuations in tariffs or volumes on third-party pipelines;
- increased costs or lack of availability of insurance;
- fluctuations in the debt and equity markets, including the price of our units at the time of vesting under our long-term incentive plans;
- the currency exchange rate of the Canadian dollar;
- weather interference with business operations or project construction;
- risks related to the development and operation of natural gas storage facilities;
- future developments and circumstances at the time distributions are declared;
- general economic, market or business conditions and the amplification of other risks caused by volatile financial markets, capital constraints and pervasive liquidity concerns; and
- other factors and uncertainties inherent in the transportation, storage, terminalling and marketing of crude oil, refined products and liquefied petroleum gas and other natural gas related petroleum products.

Other factors described herein or incorporated by reference, or factors that are unknown or unpredictable, could also have a material adverse effect on future results. Please read Risk Factors beginning on page S-9 of this prospectus supplement, beginning on page 6 of the accompanying prospectus and in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2009 (File No. 001-14569), which are incorporated in this prospectus supplement by reference. Except as required by applicable securities laws, we do not intend to update these forward-looking statements and information.

SUMMARY

This summary highlights information contained elsewhere, or incorporated by reference, in this prospectus supplement and the accompanying prospectus. It does not contain all of the information that you should consider before making an investment decision. You should read this entire prospectus supplement, the accompanying prospectus and the documents incorporated herein by reference for a more complete understanding of this offering of Notes. Please read Risk Factors beginning on page S-9 of this prospectus supplement, on page 6 of the accompanying prospectus and in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2009 (File No. 001-14569), which is incorporated into this prospectus supplement by reference, for information regarding risks you should consider before making a decision to purchase any Notes in this offering.

For purposes of this prospectus supplement and the accompanying prospectus, unless the context clearly indicates otherwise, we, us, our and the Partnership refer to Plains All American Pipeline, L.P. and its subsidiaries. References to our general partner, as the context requires, include any or all of PAA GP LLC, Plains AAP, L.P. and Plains All American GP LLC.

Plains All American Pipeline, L.P.

We are a Delaware limited partnership formed in September 1998. Our operations are conducted directly and indirectly through our primary operating subsidiaries. We are engaged in the transportation, storage, terminalling and marketing of crude oil, refined products and liquefied petroleum gas and other natural gas-related petroleum products. We refer to liquefied petroleum gas and other natural gas-related petroleum products collectively as LPG. We are also engaged in the development and operation of natural gas storage facilities through our direct and indirect ownership of PAA Natural Gas Storage, L. P. (PNG). We own PNG s general partner, PNGS GP LLC (PNGS GP), which holds a 2.0% general partner interest in PNG and all of its incentive distribution rights. We also own an approximate 74.8% limited partner interest in PNG. See Recent developments for a discussion of PNG s recently completed initial public offering (the IPO).

We are one of the largest midstream crude oil companies in North America. We have an extensive network of pipeline transportation, terminalling, storage and gathering assets in key oil-producing basins and transportation corridors, and at major market hubs in the United States and Canada. We manage our operations through three primary operating segments: (i) transportation, (ii) facilities and (iii) supply and logistics.

Transportation segment. Our transportation segment operations generally consist of fee-based activities associated with transporting crude oil and refined products on pipelines, gathering systems, trucks and barges. We generate revenue through a combination of tariffs, third-party leases of pipeline capacity and transportation fees. As of December 31, 2009, we employed a variety of owned or leased long-term physical assets throughout the United States and Canada in this segment, including approximately:

- 16,000 miles of active crude oil and refined products pipelines and gathering systems;
- 28 million barrels of active, above-ground tank capacity used primarily to facilitate pipeline throughput;
- 84 trucks and 353 trailers; and
- 68 transport and storage barges and 39 transport tugs through our interest in Settoon Towing, LLC (Settoon Towing).

We also include in this segment our equity earnings from our investments in Butte Pipe Line Company, Frontier Pipeline Company and Settoon Towing, in which we own non-controlling interests.

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Facilities segment. Our facilities segment operations generally consist of fee-based activities associated with providing storage, terminalling and throughput services for crude oil, refined products, LPG and natural gas, as well as LPG fractionation and isomerization services. We generate revenue through a combination of month-to-month and multi-year leases and processing arrangements. Revenues generated in this segment include (i) storage fees that are generated when we lease storage capacity, (ii) terminalling fees, or throughput fees, that are generated when we receive crude oil, refined products, LPG or natural gas from one connecting pipeline and redeliver the applicable product to another connecting carrier, (iii) hub service fees for the movement of natural gas across our header systems and (iv) fees from LPG fractionation and isomerization services. As of December 31, 2009, we owned, operated and employed a variety of long-term physical assets throughout the United States and Canada in this segment, including:

- approximately 51 million barrels of crude oil and refined products capacity primarily at our terminalling and storage locations;

- approximately 6 million barrels of LPG storage capacity;

- approximately 40 billion cubic feet (Bcf) of natural gas storage capacity;

- approximately 9 Bcf of base gas in storage facilities owned by us; and

- a fractionation plant in Canada with a processing capacity of 4,400 barrels per day, and a fractionation and isomerization facility in California with an aggregate processing capacity of 22,500 barrels per day.

Our facilities segment includes our investment in PNG. PNG currently owns and operates natural gas storage capacity, as described above, at its Bluewater facility in Michigan and Pine Prairie facility in South Louisiana.

Supply and logistics segment. Our supply and logistics segment operations generally consist of the following merchant activities:

- the purchase of U.S. and Canadian crude oil at the wellhead and the bulk purchase of crude oil at pipeline and terminal facilities, as well as the purchase of foreign cargoes at their load port and various other locations in transit;

- the storage of inventory during contango market conditions and the seasonal storage of LPG;

- the purchase of refined products and LPG from producers, refiners and other marketers;

- the resale or exchange of crude oil, refined products and LPG at various points along the distribution chain to refiners or other resellers to maximize profits; and

- the transportation of crude oil, refined products and LPG on trucks, barges, railcars, pipelines and ocean-going vessels to our terminals and third-party terminals.

We believe that the majority of activities that are carried out within our supply and logistics segment are counter-cyclically balanced to produce a stable baseline of results in a variety of market conditions, while at the same time providing upside potential associated with opportunities inherent in volatile market conditions. These activities utilize storage facilities at major interchange and terminalling locations and various hedging strategies to provide a counter-cyclical balance. The tankage that is used to support our arbitrage activities positions us to capture margins in a contango market (when the oil prices for future deliveries are higher than the current prices) or when the market switches from contango to backwardation (when the oil prices for future deliveries are lower than the current prices).

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Except for pre-defined inventory positions, our policy is generally (i) to purchase only product for which we have a market, (ii) to structure our sales contracts so that price fluctuations do not materially affect the segment profit we receive and (iii) not to acquire and hold physical inventory, futures contracts or other derivative products for the purpose of speculating on outright commodity price changes.

In addition to substantial working inventories associated with its merchant activities, as of December 31, 2009, our supply and logistics segment also owned significant volumes of crude oil and LPG classified as long-term assets for linefill or minimum inventory requirements under service arrangements with transportation carriers and terminalling providers. The supply and logistics segment also employs a variety of owned or leased physical assets throughout the United States and Canada, including approximately:

- 10 million barrels of crude oil and LPG linefill in pipelines owned by us;
- 2 million barrels of crude oil and LPG linefill in pipelines owned by third parties and other long-term inventory;
- 522 trucks and 630 trailers; and
- 1,473 railcars.

In connection with its operations, the supply and logistics segment secures transportation and facilities services from our other two segments as well as third-party service providers under month-to-month and multi-year arrangements. Intersegment sales are based on posted tariff rates, rates similar to those charged to third parties or rates that we believe approximate market rates. However, certain terminalling and storage rates recognized within our facilities segment are discounted to our supply and logistics segment to reflect the fact that these services may be canceled on short notice to enable the facilities segment to provide services to third parties.

Certain activities in our supply and logistics segment are affected by seasonal aspects, primarily with respect to LPG supply and logistics activities, which generally have higher activity levels during the first and fourth quarters of each year.

Business strategy

Our principal business strategy is to provide competitive and efficient midstream transportation, terminalling, storage and supply and logistics services to our producer, refiner and other customers. Toward this end, we endeavor to address regional supply and demand imbalances for crude oil, refined products, LPG and natural gas in the United States and Canada by combining the strategic location and capabilities of our transportation, terminalling and storage assets with our extensive supply, logistics and distribution expertise.

We believe successful execution of this strategy will enable us to generate sustainable earnings and cash flow. We intend to grow our business by:

- optimizing our existing assets and realizing cost efficiencies through operational improvements;
- developing and implementing internal growth projects that (i) address evolving crude oil, refined products and LPG needs in the midstream transportation and infrastructure sector and (ii) are well-positioned to benefit from long-term industry trends and opportunities;

utilizing our assets along the Gulf, West and East Coasts, along with our terminals and leased assets, to optimize our presence in the waterborne importation of foreign crude oil;

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capitalizing on the anticipated long-term growth in demand for natural gas storage services in North America by owning and operating high-quality natural gas storage facilities and providing our current and future customers reliable, competitive and flexible natural gas storage and related services;

selectively pursuing strategic and accretive acquisitions of crude oil, refined products and LPG transportation, terminalling, storage and marketing assets and businesses that complement our existing asset base and distribution capabilities; and

using our terminalling and storage assets in conjunction with our supply and logistic activities to capitalize on inefficient energy markets and to address physical market imbalances, mitigate inherent risks and increase margin.

We believe PNG s natural gas storage assets are also well-positioned to benefit from long-term industry trends and opportunities. See Recent developments. PNG s growth strategies are to develop and implement internal growth projects and to selectively pursue strategic and accretive natural gas storage projects and facilities. Through the execution of such growth strategies, we intend to expand the scale and scope of our natural gas storage business. We may also prudently and economically leverage our asset base, knowledge base and skill sets to participate in other energy-related businesses that have characteristics and opportunities similar to, or that otherwise complement, our existing activities.

Ongoing acquisition activities

Consistent with our business strategy, we are continuously engaged in discussions with potential sellers regarding the possible purchase of assets and operations that we believe are strategic and complementary to our existing operations. Targeted assets and operations might include crude oil, refined products, LPG or natural gas storage related assets. Such acquisition efforts involve our participation in processes that have been made public, involve a number of potential buyers and are commonly referred to as auction processes, as well as situations where we believe we are the only party or one of a very limited number of potential buyers in negotiations with the potential seller. These acquisition efforts often involve assets which, if acquired, would have a material effect on our financial condition and results of operations.

We are currently involved in a number of discussions and auction processes and, in certain cases, are engaged in advanced negotiations and/or have entered into agreements with several potential sellers regarding the purchase of certain assets that have a potential aggregate purchase price of approximately $500 million. Past experience has demonstrated that any of these discussions and negotiations could advance or terminate in a short period of time. Accordingly, we can give no assurance that our current or future acquisition efforts will be successful. Although we expect the acquisitions we make to be accretive in the long term, we can provide no assurance that our expectations will ultimately be realized.

Financial strategy

Targeted credit profile. We believe that a major factor in our continued success is our ability to maintain a competitive cost of capital and access to the capital markets. We intend to maintain a credit profile that we believe is consistent with an investment grade credit rating. We have targeted a general credit profile with the following attributes:

an average long-term debt-to-total capitalization ratio of approximately 50%;

an average long-term debt-to-adjusted EBITDA multiple of approximately 3.5x (adjusted EBITDA is earnings before interest, taxes, depreciation and amortization, equity compensation plan charges, gains and losses from derivative activities and selected items that are generally unusual or non-recurring);

an average total debt-to-total capitalization ratio of approximately 60%; and

an average adjusted EBITDA-to-interest coverage multiple of approximately 3.3x or better.

The first two of these four metrics include long-term debt as a critical measure. In certain market conditions, we also incur short-term debt in connection with supply and logistics activities that involve the simultaneous purchase and forward sale of crude oil, refined products and LPG. The crude oil, refined products and LPG purchased in these transactions are hedged. We do not consider the working capital borrowings associated with this activity to be part of our long-term capital structure. These borrowings are self-liquidating as they are repaid with sales proceeds. We also incur short-term debt for New York Mercantile Exchange (NYMEX) and IntercontinentalExchange (ICE) margin requirements.

In order for us to maintain our targeted credit profile and achieve growth through internal growth projects and acquisitions, we intend to fund at least 50% of the capital requirements associated with these activities with equity and cash flow in excess of distributions. From time to time, we may be outside the parameters of our targeted credit profile as, in certain cases, these capital expenditures and acquisitions may be financed initially using debt or there may be delays in realizing anticipated synergies from acquisitions or contributions from capital expansion projects to adjusted EBITDA. At March 31, 2010 and for the three months then ended, we were in line with our targeted metrics.

Credit rating. As of July 1, 2010, our senior unsecured ratings with Standard & Poor s Ratings Services (Standard & Poor s) and Moody s Investors Service (Moody s) were BBB-, stable outlook, and Baa3, stable outlook, respectively, both of which are considered investment grade ratings. We have targeted the attainment of stronger investment grade ratings of mid- to high-BBB and Baa categories for Standard & Poor s and Moody s, respectively. However, our current ratings might not remain in effect for any given period of time, we might not be able to attain the higher ratings we have targeted and one or both of these ratings might be lowered or withdrawn entirely by the rating agencies. Note that a credit rating is not a recommendation to buy, sell or hold securities, and may be revised or withdrawn at any time.

Competitive strengths

We believe that the following competitive strengths position us to successfully execute our principal business strategy:

Many of our transportation segment and facilities segment assets are strategically located and operationally flexible. The majority of our primary transportation segment assets are in crude oil service, are located in well-established oil producing regions and transportation corridors, and are connected, directly or indirectly, with our facilities segment assets located at major trading locations and premium markets that serve as gateways to major North American refinery and distribution markets where we have strong business relationships.

We possess specialized crude oil market knowledge. We believe our business relationships with participants in various phases of the crude oil distribution chain, from crude oil producers to refiners, as well as our own industry expertise, provide us with an extensive understanding of the North American physical crude oil markets.

Our crude oil supply and logistics activities are counter-cyclically balanced. We believe the variety of activities provided by our supply and logistics segment provides us with a counter-cyclical balance that generally affords us the flexibility (i) to maintain a base level of margin irrespective of crude oil market conditions and (ii) in certain circumstances, to realize incremental margin during volatile market conditions.

We have the evaluation, integration and engineering skill sets and the financial flexibility to continue to pursue acquisition and expansion opportunities. Over the past twelve years, we have completed and integrated approximately 60 acquisitions with an aggregate purchase price of approximately $6.4 billion. We have also implemented internal expansion capital projects totaling approximately $2.2 billion through March 31, 2010. In addition, we believe we have resources to finance future strategic expansion and acquisition opportunities. As of June 30, 2010, we had approximately $1.2 billion available under our committed credit facilities, subject to continued covenant compliance.

We have an experienced management team whose interests are aligned with those of our unitholders. Our executive management team has an average of approximately 25 years industry experience, and an average of approximately 16 years with us or our predecessors and affiliates. In addition, through their ownership of common units, indirect interests in our general partner, grants of phantom units and the Class B units in Plains AAP, L.P. (a Delaware limited partnership and the sole member of our general partner), our management team has a vested interest in our continued success.

We believe these competitive strengths will aid our efforts to expand our presence in the refined products, LPG and natural gas storage sectors.

Recent developments

PNG IPO. On May 5, 2010, PNG completed its IPO of 13,478,000 common units representing limited partner interests at $21.50 per common unit. The number of units issued at closing included 1,758,000 common units issued pursuant to the full exercise of the underwriters over-allotment option. Net proceeds received by PNG from the sale of the 13,478,000 common units were approximately $268 million. The common units offered represent approximately 23% of the outstanding equity of PNG. We own the remaining 77% equity interests in PNG including the 2% general partner interest, the incentive distribution rights, 18.1 million common units, 13.9 million series A subordinated units, and 11.5 million series B subordinated units.

In connection with the IPO, PNG entered into a new $400 million revolving credit facility, which will mature on May 5, 2013. PNG borrowed approximately $200 million under the credit facility as of the closing of the IPO.

PNG used the net proceeds from the IPO, together with $200 million of borrowings under its new credit facility, to repay intercompany indebtedness owed to us. We used all of these proceeds to repay amounts outstanding under our credit facilities.

Additional information

For additional information about us, including our partnership structure and management, please see our Annual Report on Form 10-K for the year ended December 31, 2009 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2010. Please refer to the section in this prospectus supplement entitled Where You Can Find More Information.

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THE OFFERING

The summary below describes the principal terms of the Notes. Certain of the terms described below are subject to important limitations and exceptions. The Description of Notes section of this prospectus supplement and the Description of Our Debt Securities section of the accompanying prospectus contain a more detailed description of the terms of the Notes.

Issuers	Plains All American Pipeline, L.P. and PAA Finance Corp. PAA Finance Corp., a Delaware corporation, is a wholly owned subsidiary of Plains All American Pipeline, L.P. that has been organized for the purpose of co-issuing our existing notes, the Notes offered hereby and the notes issued in any future offerings. PAA Finance Corp. does not have operations of any kind and will not have any revenue other than as may be incidental to its activities as a co-issuer of our debt securities.
Guarantees	Initially, all payments with respect to the Notes (including principal and interest) will be fully and unconditionally guaranteed, jointly and severally, by all of our existing subsidiaries other than (i) PAA Finance Corp., the co-issuer of the Notes, (ii) PNGS GP, PNG and their respective subsidiaries, (iii) subsidiaries regulated by the California Public Utilities Commission and (iv) subsidiaries that are minor. Subsidiaries acquired in the future may or may not become guarantors, but any subsidiary that guarantees other indebtedness of ours or another subsidiary must also guarantee the Notes. The guarantees are also subject to release in certain circumstances. The guarantees of the Notes are general unsecured obligations of the subsidiary guarantors and rank equally with any existing and future senior unsecured indebtedness of the subsidiary guarantors. See Description of Notes The guarantees.
Notes offered	$400 million aggregate principal amount of 3.95% Senior Notes due 2015.
Maturity date	September 15, 2015.
Interest rate	3.95%.
Interest payment dates	We will pay interest on the Notes semi-annually in arrears on March 15 and September 15 of each year, beginning on September 15, 2010.
Optional redemption	We may redeem the Notes, in whole or in part, at any time and from time to time at a price equal to the greater of (i) 100% of the principal amount of the Notes to be redeemed or (ii) the sum of the present values of the remaining scheduled payments of principal of and interest on the Notes to be redeemed, discounted to the redemption date on a semi annual basis at the Adjusted Treasury Rate (as defined herein) plus 35 basis points, together with accrued interest to the date of redemption. See Description of Notes Optional redemption.

Ranking	The Notes will be general senior unsecured obligations of the issuers and will rank equally in right of payment with the existing and future senior indebtedness of the issuers.
Certain covenants	The Notes will be issued under an indenture containing covenants for your benefit. These covenants restrict our ability, with certain exceptions, to:
	incur liens on principal properties to secure debt;

	engage in sale-leaseback transactions; and
	merge or consolidate with another entity or sell, lease or transfer substantially all of our properties or assets to another entity.
	See Description of Notes Covenants.
Use of proceeds	We expect the net proceeds of this offering to be approximately $396 million after deducting the underwriters discounts and commissions and our estimated offering expenses. We expect to use the net proceeds from this offering to repay outstanding indebtedness under our credit facilities. Amounts repaid under our credit facilities may be reborrowed to fund our ongoing expansion capital program, potential future acquisitions, or the potential redemption of our outstanding 6.25% Senior Notes due 2015.
Book entry, delivery and form	The Notes will be represented by one or more permanent global certificates in fully registered form deposited with a custodian for, and registered in the name of, a nominee of The Depository Trust Company.
Further issuances	We may create and issue additional Notes ranking equally and ratably with the Notes offered by this prospectus supplement in all respects, so that such additional Notes will be consolidated and form a single series with the Notes and will have the same terms, as to status, redemption or otherwise except for the issue date, the initial interest payment date, if applicable, and the payment of interest accruing prior to the issue date of such additional notes.
No listing	The Notes will not be listed on any securities exchange. Currently, there is no public market for the Notes. See Risk Factors Your ability to transfer the Notes may be limited by the absence of an organized trading market.
Governing law	New York.
Trustee	U.S. Bank National Association.
Risk factors	Investing in the Notes involves risks. You should consider carefully all of the information in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein. In particular, you should consider carefully the specific risks set forth in Risk Factors beginning on page S-9 of this prospectus supplement and beginning on page 6 of the accompanying prospectus.
Conflicts of interest	Affiliates of certain of the underwriters are lenders under our credit facilities. These affiliates may receive their respective share of any repayment by us of amounts outstanding under our credit facilities from the proceeds of this offering. Each of the underwriters whose affiliates will receive at least 5% of the net proceeds is considered by the Financial Industry Regulatory Authority, Inc. to have a conflict of interest with us in regards to this offering. However, the appointment of a qualified independent underwriter is not necessary in

connection with the offering because the offering is of a class of securities that are investment grade rated. See Use of Proceeds and Underwriting Conflicts of interest.

RISK FACTORS

Before making an investment in the Notes offered hereby, you should carefully consider the risk factors included below, as well as the risk factors beginning on page 6 of the accompanying prospectus and those included in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2009 (File No. 001-14569), which are incorporated into this prospectus supplement by reference, together with all of the other information included or incorporated by reference in this prospectus. If any of these risks were to occur, our business, financial condition or results of operations could be materially adversely affected. In such case, the value of the Notes could decline, and you could lose all or part of your investment.

Risks related to the Notes

Your right to receive payments on the Notes and subsidiary guarantees is unsecured and will be effectively subordinated to our and our subsidiary guarantors existing and future secured indebtedness as well as to any existing and future indebtedness of our subsidiaries that do not guarantee the Notes.

The Notes are effectively subordinated to claims of our secured creditors, and the guarantees are effectively subordinated to the claims of our secured creditors as well as the secured creditors of our subsidiary guarantors. As of March 31, 2010, on a pro forma basis as described under Capitalization, and as further adjusted to give effect to this offering and the application of the net proceeds therefrom as described under Use of Proceeds, the Notes and the guarantees would have been effectively subordinated to $85 million of short-term secured indebtedness.

Although our subsidiaries other than (i) PAA Finance Corp., the co-issuer of the Notes, (ii) PNGS GP, PNG and their respective subsidiaries, (iii) subsidiaries regulated by the California Public Utilities Commission and (iv) minor subsidiaries, will initially guarantee the Notes, the guarantees are subject to release under certain circumstances and in the future we may have other subsidiaries that are not guarantors. The Notes will be effectively subordinated to the claims of all creditors, including trade creditors and tort claimants, of our subsidiaries that are not guarantors. In the event of the insolvency, bankruptcy, liquidation, reorganization, dissolution or winding up of the business of a subsidiary that is not a guarantor, creditors of that subsidiary would generally have the right to be paid in full before any distribution is made to us or the holders of the Notes.

Our leverage may limit our ability to borrow additional funds, comply with the terms of our indebtedness or capitalize on business opportunities.

Our leverage is significant in relation to our partners capital. As of March 31, 2010, on a pro forma basis as described under Capitalization, and as further adjusted to give effect to this offering and the application of the net proceeds therefrom as described under Use of Proceeds, our total outstanding long-term debt was approximately $4.7 billion. See Capitalization. Various limitations in our credit facilities and other debt instruments may reduce our ability to incur additional debt, to engage in some transactions and to capitalize on business opportunities. Any subsequent refinancing of our current indebtedness or any new indebtedness could have similar or greater restrictions.

Our leverage could have important consequences to investors in the Notes. We will require substantial cash flow to meet our principal and interest obligations with respect to the Notes and our other consolidated indebtedness. Our ability to make scheduled payments, to refinance our obligations with respect to our indebtedness or our ability to obtain additional financing in the future will depend on our financial and operating performance, which, in turn, is subject to prevailing economic conditions and to financial, business and other factors. We believe that we will have sufficient cash flow from operations and available borrowings under our bank credit facility to service our indebtedness, although the principal amount of the Notes will likely need to be refinanced at maturity in whole or in part. However, a significant downturn in the hydrocarbon industry or other development adversely affecting our cash flow could materially impair our

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ability to service our indebtedness. If our cash flow and capital resources are insufficient to fund our debt service obligations, we may be forced to refinance all or a portion of our debt or sell assets. We can give no assurance that we would be able to refinance our existing indebtedness or sell assets on terms that are commercially reasonable. In addition, if one or more rating agencies were to lower our debt ratings, we could be required by some of our counterparties to post additional collateral, which would reduce our available liquidity and cash flow.

Our leverage may adversely affect our ability to fund future working capital, capital expenditures and other general partnership requirements, future acquisition, construction or development activities, or to otherwise fully realize the value of our assets and opportunities because of the need to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness or to comply with any restrictive terms of our indebtedness. Our leverage may also make our results of operations more susceptible to adverse economic and industry conditions by limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate and may place us at a competitive disadvantage as compared to our competitors that have less debt.

A court may use fraudulent conveyance considerations to avoid or subordinate the subsidiary guarantees.

Various applicable fraudulent conveyance laws have been enacted for the protection of creditors. A court may use fraudulent conveyance laws to subordinate or avoid the subsidiary guarantees of the Notes issued by any of our subsidiary guarantors. It is also possible that under certain circumstances a court could hold that the direct obligations of a subsidiary guaranteeing the Notes could be superior to the obligations under that guarantee.

A court could avoid or subordinate the guarantee of the Notes by any of our subsidiaries in favor of that subsidiary s other debts or liabilities to the extent that the court determined either of the following were true at the time the subsidiary issued the guarantee:

- that subsidiary incurred the guarantee with the intent to hinder, delay or defraud any of its present or future creditors or that subsidiary contemplated insolvency with a design to favor one or more creditors to the total or partial exclusion of others; or
- that subsidiary did not receive fair consideration or reasonable equivalent value for issuing the guarantee and, at the time it issued the guarantee, that subsidiary:
  - was insolvent or rendered insolvent by reason of the issuance of the guarantee;
  - was engaged or about to engage in a business or transaction for which the remaining assets of that subsidiary constituted unreasonably small capital; or
  - intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they matured.

The measure of insolvency for purposes of the foregoing will vary depending upon the law of the relevant jurisdiction. Generally, however, an entity would be considered insolvent for purposes of the foregoing if the sum of its debts, including contingent liabilities, were greater than the fair saleable value of all of its assets at a fair valuation, or if the present fair saleable value of its assets were less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and matured.

Among other things, a legal challenge of a subsidiary s guarantee of the Notes on fraudulent conveyance grounds may focus on the benefits, if any, realized by that subsidiary as a result of our issuance of the Notes.

To the extent a subsidiary s guarantee of the Notes is avoided as a result of fraudulent conveyance or held unenforceable for any other reason, the note holders would cease to have any claim in respect of that guarantee.

Your ability to transfer the Notes may be limited by the absence of an organized trading market.

The Notes will be new securities for which currently there is no organized trading market. We do not currently intend to apply for listing of the Notes on any securities exchange or other market. Although certain of the underwriters have informed us that they currently intend to make a market in the Notes, they are not obligated to do so. In addition, the underwriters may discontinue any such market making at any time without notice. The liquidity of any market for the Notes will depend on the number of holders of the Notes, the interest of securities dealers in making a market in those Notes and other factors. Accordingly, we can give no assurance as to the development, continuation or liquidity of any market for the Notes.

We have a holding company structure in which our subsidiaries conduct our operations and own our operating assets.

We are a holding company, and our subsidiaries conduct all of our operations and own all of our operating assets. We have no significant assets other than the ownership interests in our subsidiaries. As a result, our ability to make required payments on the Notes depends on the performance of our subsidiaries and their ability to distribute funds to us. The ability of our subsidiaries to make distributions to us may be restricted by, among other