UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2015

OR

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

Commission File Number: 1-14569

PLAINS ALL AMERICAN PIPELINE, L.P.

(Exact name of registrant as specified in its charter)

Delaware	76-0582150
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

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

(713) 646-4100

(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer	Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company

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

As of October 30, 2015, there were 397,727,624 Common Units outstanding.

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

Item 1.UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(in

(in millions, except unit data)

	September 30, 2015 (unaudited)	December 31, 2014
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 22	$ 403
Trade accounts receivable and other receivables, net	1,844	2,615
Inventory	837	891
Other current assets	255	270
Total current assets	2,958	4,179
PROPERTY AND EQUIPMENT	15,451	14,178
Accumulated depreciation	(2,101)	(1,906)
Property and equipment, net	13,350	12,272
OTHER ASSETS		
Goodwill	2,417	2,465
Investments in unconsolidated entities	1,954	1,735
Linefill and base gas	910	930
Long-term inventory	166	186
Other long-term assets, net	462	489
Total assets	$ 22,217	$ 22,256
LIABILITIES AND PARTNERS' CAPITAL		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	$ 2,363	$ 2,986

Short-term debt	681	1,287
Other current liabilities	434	482
Total current liabilities	3,478	4,755
LONG-TERM LIABILITIES		
Senior notes, net of unamortized discount of $18 and $18, respectively	9,757	8,757
Other long-term debt	213	5
Other long-term liabilities and deferred credits	553	548
Total long-term liabilities	10,523	9,310
COMMITMENTS AND CONTINGENCIES (NOTE 10)		
PARTNERS' CAPITAL		
Common unitholders (397,727,624 and 375,107,793 units outstanding, respectively)	7,799	7,793
General partner	359	340
Total partners' capital excluding noncontrolling interests	8,158	8,133
Noncontrolling interests	58	58
Total partners' capital	8,216	8,191
Total liabilities and partners' capital	$ 22,217	$ 22,256

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

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in millions, except per unit data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(unaudited)		(unaudited)	
REVENUES				
Supply and Logistics segment revenues	$ 5,247	$ 10,788	$ 17,225	$ 32,988
Transportation segment revenues	172	198	538	574
Facilities segment revenues	132	141	393	443
Total revenues	5,551	11,127	18,156	34,005
COSTS AND EXPENSES				
Purchases and related costs	4,701	10,166	15,591	31,116
Field operating costs	348	382	1,111	1,078
General and administrative expenses	60	78	217	257
Depreciation and amortization	109	97	326	293
Total costs and expenses	5,218	10,723	17,245	32,744
OPERATING INCOME	333	404	911	1,261
OTHER INCOME/(EXPENSE)				
Equity earnings in unconsolidated entities	45	29	134	73
Interest expense (net of capitalized interest of $14, $12, $42 and $33, respectively)	(107)	(85)	(313)	(246)
Other expense, net	(4)	(4)	(7)	(2)
INCOME BEFORE TAX	267	344	725	1,086
Current income tax expense	(11)	(10)	(72)	(62)
Deferred income tax (expense)/benefit	(6)	(10)	6	(28)
NET INCOME	250	324	659	996
Net income attributable to noncontrolling interests	(1)	(1)	(2)	(2)
NET INCOME ATTRIBUTABLE TO PAA	$ 249	$ 323	$ 657	$ 994
NET INCOME ATTRIBUTABLE TO PAA:				
LIMITED PARTNERS	$ 99	$ 195	$ 215	$ 630
GENERAL PARTNER	$ 150	$ 128	$ 442	$ 364
BASIC NET INCOME PER LIMITED PARTNER UNIT	$ 0.25	$ 0.52	$ 0.54	$ 1.71

DILUTED NET INCOME PER LIMITED PARTNER UNIT	$ 0.24	$ 0.52	$ 0.53	$ 1.70
BASIC WEIGHTED AVERAGE LIMITED PARTNER UNITS OUTSTANDING	398	370	393	365
DILUTED WEIGHTED AVERAGE LIMITED PARTNER UNITS OUTSTANDING	399	371	395	367

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

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME/(LOSS)

(in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(unaudited)		(unaudited)	
Net income	$ 250	$ 324	$ 659	$ 996
Other comprehensive loss	(311)	(167)	(518)	(211)
Comprehensive income/(loss)	(61)	157	141	785
Comprehensive income attributable to noncontrolling interests	(1)	(1)	(2)	(2)
Comprehensive income/(loss) attributable to PAA	$ (62)	$ 156	$ 139	$ 783

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

PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN

ACCUMULATED OTHER COMPREHENSIVE INCOME/(LOSS)

(in millions)

	Derivative Instruments	Translation Adjustments	Total
	(unaudited)		
Balance at December 31, 2014	$ (159)	$ (308)	$ (467)
Reclassification adjustments	(21)	—	(21)
Deferred loss on cash flow hedges, net of tax	(28)	—	(28)
Currency translation adjustments	—	(469)	(469)
Total period activity	(49)	(469)	(518)

Balance at September 30, 2015	$ (208)	$ (777)	$ (985)

	Derivative Instruments	Translation Adjustments	Total
	(unaudited)		
Balance at December 31, 2013	$ (77)	$ (20)	$ (97)
Reclassification adjustments	16	—	16
Deferred loss on cash flow hedges, net of tax	(57)	—	(57)
Currency translation adjustments	—	(170)	(170)
Total period activity	(41)	(170)	(211)
Balance at September 30, 2014	$ (118)	$ (190)	$ (308)

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

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)

	Nine Months Ended September 30,	
	2015	2014
	(unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 659	$ 996
Reconciliation of net income to net cash provided by operating activities:		
Depreciation and amortization	326	293
Equity-indexed compensation expense	27	90
Inventory valuation adjustments	25	37
Deferred income tax expense/(benefit)	(6)	28
Gain on sales of linefill and base gas	—	(8)
(Gain)/loss on foreign currency revaluation	(20)	10
Settlement of terminated interest rate hedging instruments	(48)	(7)
Equity earnings in unconsolidated entities	(134)	(73)
Distributions from unconsolidated entities	159	74
Other	(12)	10
Changes in assets and liabilities, net of acquisitions	246	(172)
Net cash provided by operating activities	1,222	1,278
CASH FLOWS FROM INVESTING ACTIVITIES		
Cash paid in connection with acquisitions, net of cash acquired	(104)	(10)
Additions to property, equipment and other	(1,617)	(1,424)
Investment in unconsolidated entities	(213)	(98)
Cash received for sales of linefill and base gas	—	24
Cash paid for purchases of linefill and base gas	(131)	(159)
Proceeds from sales of assets	4	2
Other investing activities	(8)	1
Net cash used in investing activities	(2,069)	(1,664)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net borrowings/(repayments) under commercial paper program (Note 6)	151	(683)
Proceeds from the issuance of senior notes (Note 6)	998	1,447
Repayments of senior notes (Note 6)	(549)	—
Net proceeds from the issuance of common units (Note 7)	1,099	655
Contributions from general partner	23	14
Distributions paid to common unitholders (Note 7)	(802)	(688)
Distributions paid to general partner (Note 7)	(436)	(344)

Distributions paid to noncontrolling interests	(2)	(2)
Costs incurred in connection with financing arrangements	(11)	(15)
Other financing activities	(2)	(4)
Net cash provided by financing activities	469	380
Effect of translation adjustment on cash	(3)	(1)
Net decrease in cash and cash equivalents	(381)	(7)
Cash and cash equivalents, beginning of period	403	41
Cash and cash equivalents, end of period	$ 22	$ 34
Cash paid for:		
Interest, net of amounts capitalized	$ 287	$ 237
Income taxes, net of amounts refunded	$ 43	$ 135

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

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERS' CAPITAL

(in millions)

	Common Units		General	Partners' Capital Excluding Noncontrolling	Noncontrolling	Total Partners'
	Units	Amount	Partner	Interests	Interests	Capital
	(unaudited)					
Balance at December 31, 2014	375.1	$ 7,793	$ 340	$ 8,133	$ 58	$ 8,191
Net income	—	215	442	657	2	659
Distributions	—	(802)	(436)	(1,238)	(2)	(1,240)
Issuance of common units	22.1	1,099	22	1,121	—	1,121
Issuance of common units under LTIP	0.5	—	1	1	—	1
Settlement of employee income tax withholding obligations under LTIP	—	(13)	—	(13)	—	(13)
Equity-indexed compensation expense	—	19	1	20	—	20
Distribution equivalent right payments	—	(5)	—	(5)	—	(5)
Other comprehensive loss	—	(507)	(11)	(518)	—	(518)
Balance at September 30, 2015	397.7	$ 7,799	$ 359	$ 8,158	$ 58	$ 8,216

	Common Units		General	Partners' Capital Excluding Noncontrolling	Noncontrolling	Total Partners'
	Units	Amount	Partner	Interests	Interests	Capital
	(unaudited)					
Balance at December 31, 2013	359.1	$ 7,349	$ 295	$ 7,644	$ 59	$ 7,703
Net income	—	630	364	994	2	996
Distributions	—	(688)	(344)	(1,032)	(2)	(1,034)
Issuance of common units	11.8	655	14	669	—	669
Issuance of common units under LTIP	0.6	1	1	2	—	2
Settlement of employee income tax withholding obligations under LTIP	—	(19)	—	(19)	—	(19)
Equity-indexed compensation expense	—	25	5	30	—	30
	—	(5)	—	(5)	—	(5)

Distribution equivalent right payments												
Other comprehensive loss	—		(207)		(4)		(211)			—		(211)
Other	—		(1)		—		(1)			—		(1)
Balance at September 30, 2014	371.5	$	7,740	$	331	$	8,071		$	59	$	8,130

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

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PLAINS ALL AMERICAN PIPELINE, L.P. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

Note 1—Organization and Basis of Consolidation and Presentation

Organization

Plains All American Pipeline, L.P. ("PAA") is a Delaware limited partnership formed in 1998. Our operations are conducted directly and indirectly through our primary operating subsidiaries. As used in this Form 10-Q and unless the context indicates otherwise, the terms "Partnership," "we," "us," "our," "ours" and similar terms refer to PAA and its subsidiaries.

We own and operate midstream energy infrastructure and provide logistics services for crude oil, natural gas liquids ("NGL"), natural gas and refined products. We own an extensive network of pipeline transportation, terminalling, storage and gathering assets in key crude oil and NGL producing basins and transportation corridors and at major market hubs in the United States and Canada. Our business activities are conducted through three operating segments: Transportation, Facilities and Supply and Logistics. See Note 11 for further discussion of our operating segments.

Our 2% general partner interest is held by PAA GP LLC, a Delaware limited liability company, whose sole member is Plains AAP, L.P. ("AAP"), a Delaware limited partnership. In addition to its ownership of PAA GP LLC, AAP also owns all of our incentive distribution rights ("IDRs"). Plains All American GP LLC ("GP LLC"), a Delaware limited liability company, is AAP's general partner. Plains GP Holdings, L.P. ("PAGP") is the sole member of GP LLC, and at September 30, 2015, owned an approximate 37% limited partner interest in AAP.

GP LLC manages our operations and activities and employs our domestic officers and personnel. Our Canadian officers and personnel are employed by our subsidiary, Plains Midstream Canada ULC ("PMC"). References to our "general partner," as the context requires, include any or all of PAA GP LLC, AAP and GP LLC.

Definitions

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

AOCI	=	Accumulated other comprehensive income/(loss)
Bcf	=	Billion cubic feet
Btu	=	British thermal unit
CAD	=	Canadian dollar
DERs	=	Distribution equivalent rights
EPA	=	United States Environmental Protection Agency
FASB	=	Financial Accounting Standards Board
GAAP	=	Generally accepted accounting principles in the United States
ICE	=	Intercontinental Exchange
LIBOR	=	London Interbank Offered Rate
LTIP	=	Long-term incentive plan
Mcf	=	Thousand cubic feet
MLP	=	Master limited partnership
NGL	=	Natural gas liquids, including ethane, propane and butane
NYMEX	=	New York Mercantile Exchange
Oxy	=	Occidental Petroleum Corporation or its subsidiaries
PLA	=	Pipeline loss allowance
SEC	=	United States Securities and Exchange Commission
USD	=	United States dollar
WTI	=	West Texas Intermediate

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Basis of Consolidation and Presentation

The accompanying unaudited condensed consolidated interim financial statements and related notes thereto should be read in conjunction with our 2014 Annual Report on Form 10-K. The accompanying condensed consolidated financial statements include the accounts of PAA and all of its wholly owned subsidiaries and those entities that it controls. Investments in entities over which we have significant influence but not control are accounted for by the equity method. The financial statements have been prepared in accordance with the instructions for interim reporting as set forth by the SEC. All adjustments (consisting only of normal recurring adjustments) that in the opinion of management were necessary for a fair statement of the results for the interim periods have been reflected. All significant intercompany transactions have been eliminated in consolidation, and certain reclassifications have been made to information from previous years to conform to the current presentation. These reclassifications do not affect net income attributable to PAA. The condensed consolidated balance sheet data as of December 31, 2014 was derived from audited financial statements, but does not include all disclosures required by GAAP. The results of operations for the three and nine months ended September 30, 2015 should not be taken as indicative of results to be expected for the entire year.

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

Note 2—Recent Accounting Pronouncements

In September 2015, the FASB issued guidance to simplify the accounting for measurement-period adjustments for provisional amounts recognized in a business combination by eliminating the requirement for an acquirer to retrospectively account for measurement-period adjustments. Under the updated guidance, the acquirer must recognize adjustments in the reporting period in which the adjustment amounts are determined and the effect on earnings as a result of the change to the provisional amounts must be calculated as if the accounting had been completed at the acquisition date. This guidance will become effective for interim and annual periods beginning after December 15, 2015, with early adoption permitted, and must be applied prospectively. We expect to adopt this guidance on January 1, 2016, and our adoption is not expected to have a material impact on our financial position, results of operations or cash flows.

In July 2015, the FASB issued guidance to simplify the measurement of inventory. This updated guidance requires entities to measure inventory at the lower of cost and net realizable value; however, inventory measured using last-in, first-out and the retail inventory method is unchanged by this update. This guidance will become effective for interim and annual periods beginning after December 15, 2016, with prospective application required. Early adoption is permitted, including adoption in an interim period. We expect to adopt this guidance on January 1, 2017, and we are currently evaluating the impact that adopting this guidance will have on our financial position, results of operations and cash flows.

In April 2015, the FASB issued guidance to simplify the presentation of debt issuance costs in entities' financial statements. This updated guidance requires entities to present such costs as a direct deduction from the related debt liability, consistent with debt discounts. Additionally, amortization of the debt issuance costs will be required to be reported as interest expense. This guidance will become effective for interim and annual periods beginning after December 15, 2015, with retrospective application required for all prior periods presented. Early adoption is permitted for financial statements that have not been previously issued. We expect to adopt this guidance during the fourth quarter of 2015. We do not believe our adoption will have a material impact on our financial position, results of operations or cash flows.

In February 2015, the FASB issued guidance that revises the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. All legal entities are subject to reevaluation under the revised consolidation model. Among other things, this guidance (i) modifies the evaluation of whether limited partnerships and similar legal entities are variable interest entities or voting interest entities, (ii) eliminates the presumption that a general partner should consolidate a limited partnership and (iii) affects the consolidation analysis of reporting entities that are involved with variable interest entities, particularly those that have fee arrangements and related party relationships. This guidance will become effective for interim and annual periods beginning after December 15, 2015. Early adoption is permitted, including adoption in an interim period. We will adopt this guidance on January 1,

2016. We do not believe our adoption will have a material impact on our financial position, results of operations or cash flows.

In January 2015, as part of its initiative to reduce complexity in accounting standards, the FASB issued guidance to eliminate the concept of extraordinary items from GAAP. This guidance will become effective for interim and annual periods beginning after December 15, 2015. We will adopt this guidance on January 1, 2016. We do not believe our adoption will have a material impact on our financial position, results of operations or cash flows.

In May 2014, the FASB issued guidance regarding the recognition of revenue from contracts with customers with the underlying principle that an entity will recognize revenue to reflect amounts expected to be received in exchange for the provision of goods and services to customers upon the transfer of those goods or services. The guidance also requires additional disclosures about the nature, amount, timing and uncertainty of revenue and the related cash flows. This guidance can be adopted either with a full retrospective approach or a modified retrospective approach with a cumulative-effect adjustment as of the date of adoption. In August 2015, the FASB issued guidance deferring the effective date to interim and annual periods beginning after December 15, 2017. Therefore, we expect to adopt this guidance on January 1, 2018, and we are currently evaluating which transition approach to apply and the impact that adopting this guidance will have on our financial position, results of operations and cash flows.

In April 2014, the FASB issued guidance that modifies the criteria under which assets to be disposed of are evaluated to determine if such assets qualify as a discontinued operation and requires new disclosures for both discontinued operations and certain other disposals that do not meet the definition of a discontinued operation. This guidance is effective prospectively for annual and interim reporting periods beginning after December 15, 2014. We adopted this guidance on January 1, 2015. Our adoption did not have a material impact on our financial position, results of operations or cash flows.

Note 3—Net Income Per Limited Partner Unit

Basic and diluted net income per limited partner unit is determined pursuant to the two-class method for MLPs as prescribed in FASB guidance. The two-class method is an earnings allocation formula that is used to determine earnings to our general partner, common unitholders and participating securities according to distributions pertaining to the current period's net income and participation rights in undistributed earnings. Under this method, all earnings are allocated to our general partner, common unitholders and participating securities based on their respective rights to receive distributions, regardless of whether those earnings would actually be distributed during a particular period from an economic or practical perspective.

We calculate basic and diluted net income per limited partner unit by dividing net income attributable to PAA (after deducting the amount allocated to the general partner's interest, IDRs and participating securities) by the basic and diluted weighted-average number of limited partner units outstanding during the period. Participating securities include LTIP awards that have vested DERs, which entitle the grantee to a cash payment equal to the cash distribution paid on our outstanding common units.

Diluted net income per limited partner unit is computed based on the weighted-average number of limited partner units plus the effect of dilutive potential limited partner units outstanding during the period using the two-class method. Our LTIP awards that contemplate the issuance of common units are considered dilutive unless (i) vesting occurs only upon the satisfaction of a performance condition and (ii) that performance condition has yet to be satisfied. LTIP awards that are deemed to be dilutive are reduced by a hypothetical limited partner unit repurchase based on the remaining unamortized fair value, as prescribed by the treasury stock method in guidance issued by the FASB. See Note 16 to our Consolidated Financial Statements included in Part IV of our 2014 Annual Report on Form 10-K for a complete discussion of our LTIP awards including specific discussion regarding DERs.

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The following table sets forth the computation of basic and diluted net income per limited partner unit for the periods indicated (in millions, except per unit data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Basic Net Income per Limited Partner Unit				
Net income attributable to PAA	$ 249	$ 323	$ 657	$ 994
Less: General partner's incentive distribution (1)	(148)	(124)	(437)	(351)
Less: General partner 2% ownership (1)	(2)	(4)	(5)	(13)
Net income attributable to limited partners	99	195	215	630
Less: Undistributed earnings allocated and distributions to participating securities (1)	(1)	(1)	(4)	(5)
Net income attributable to limited partners in accordance with application of the two-class method for MLPs	$ 98	$ 194	$ 211	$ 625
Basic weighted average limited partner units outstanding	398	370	393	365
Basic net income per limited partner unit	$ 0.25	$ 0.52	$ 0.54	$ 1.71
Diluted Net Income per Limited Partner Unit				
Net income attributable to PAA	$ 249	$ 323	$ 657	$ 994
Less: General partner's incentive distribution (1)	(148)	(124)	(437)	(351)
Less: General partner 2% ownership (1)	(2)	(4)	(5)	(13)
Net income attributable to limited partners	99	195	215	630
Less: Undistributed earnings allocated and distributions to participating securities (1)	(1)	(1)	(4)	(5)
Net income attributable to limited partners in accordance with application of the two-class method for MLPs	$ 98	$ 194	$ 211	$ 625
Basic weighted average limited partner units outstanding	398	370	393	365
Effect of dilutive securities: Weighted average LTIP units	1	1	2	2
Diluted weighted average limited partner units outstanding	399	371	395	367
Diluted net income per limited partner unit	$ 0.24	$ 0.52	$ 0.53	$ 1.70

[1] We calculate net income attributable to limited partners based on the distributions pertaining to the current period's net income. After adjusting for the appropriate period's distributions, the remaining undistributed earnings or excess distributions over earnings, if any, are allocated to the general partner, limited partners and participating securities in accordance with the contractual terms of our partnership agreement and as further prescribed under the two-class method.

Pursuant to the terms of our partnership agreement, the general partner’s incentive distribution is limited to a percentage of available cash, which, as defined in our partnership agreement, is net of reserves deemed appropriate. As such, IDRs are not allocated undistributed earnings or distributions in excess of earnings in the calculation of net income per limited partner unit. If, however, undistributed earnings were allocated to our IDRs beyond amounts distributed to them under the terms of our partnership agreement, basic and diluted net income per limited partner unit as reflected in the table above would not have been impacted, as we did not have undistributed earnings for any of the periods presented.

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Note 4—Accounts Receivable

Our accounts receivable are primarily from purchasers and shippers of crude oil and, to a lesser extent, purchasers of NGL and natural gas. These purchasers include, but are not limited to, refiners, producers, marketing and trading companies and financial institutions that are active in the physical and financial commodity markets. The majority of our accounts receivable relate to our crude oil supply and logistics activities that can generally be described as high volume and low margin activities, in many cases involving exchanges of crude oil volumes.

To mitigate credit risk related to our accounts receivable, we utilize a rigorous credit review process. We closely monitor market conditions to make a determination with respect to the amount, if any, of open credit to be extended to any given customer and the form and amount of financial performance assurances we require. Such financial assurances are commonly provided to us in the form of advance cash payments, standby letters of credit or parental guarantees. As of September 30, 2015 and December 31, 2014, we had received $110 million and $180 million, respectively, of advance cash payments from third parties to mitigate credit risk. We also received $46 million and $198 million, as of September 30, 2015 and December 31, 2014, respectively, of standby letters of credit to support obligations due from third parties, a portion of which applies to future business. The decrease in standby letters of credit and advance cash payments from third parties as of September 30, 2015 compared to December 31, 2014 is largely due to a decrease in exposure to various customers requiring letters of credit. Additionally, in an effort to mitigate credit risk, a significant portion of our transactions with counterparties are settled on a net-cash basis. Furthermore, we also enter into netting agreements (contractual agreements that allow us to offset receivables and payables with those counterparties against each other on our balance sheet) for a majority of such arrangements.

We review all outstanding accounts receivable balances on a monthly basis and record a reserve for amounts that we expect will not be fully recovered. We do not apply actual balances against the reserve until we have exhausted substantially all collection efforts. At September 30, 2015 and December 31, 2014, substantially all of our trade accounts receivable (net of allowance for doubtful accounts) were less than 30 days past their scheduled invoice date. Our allowance for doubtful accounts receivable totaled $4 million as of both September 30, 2015 and December 31, 2014. Although we consider our allowance for doubtful accounts receivable to be adequate, actual amounts could vary significantly from estimated amounts.

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

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

	September 30, 2015				December 31, 2014			
	Volumes	Unit of Measure	Carrying Value	Price/ Unit (1)	Volumes	Unit of Measure	Carrying Value	Price/ Unit (1)
Inventory								
Crude oil	11,796	barrels	$ 475	$ 40.27	6,465	barrels	$ 304	$ 47.02
NGL	18,461	barrels	272	$ 14.73	13,553	barrels	454	$ 33.50
Natural gas	17,923	Mcf	48	$ 2.68	32,317	Mcf	102	$ 3.16
Other	N/A		42	N/A	N/A		31	N/A
Inventory subtotal			837				891	
Linefill and base gas								
Crude oil	12,327	barrels	724	$ 58.73	11,810	barrels	744	$ 63.00
NGL	1,348	barrels	45	$ 33.38	1,212	barrels	52	$ 42.90
Natural gas	30,812	Mcf	141	$ 4.58	28,612	Mcf	134	$ 4.68
Linefill and base gas subtotal			910				930	
Long-term inventory								
Crude oil	3,434	barrels	143	$ 41.64	2,582	barrels	136	$ 52.67
NGL	1,652	barrels	23	$ 13.92	1,681	barrels	50	$ 29.74
Long-term inventory subtotal			166				186	
Total			$ 1,913				$ 2,007	

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

At the end of each reporting period, we assess the carrying value of our inventory and make any adjustments necessary to reduce the carrying value to the applicable net realizable value. Any resulting adjustments are a component of “Purchases and related costs” on our accompanying Condensed Consolidated Statements of Operations. We recorded a charge of $25 million during the nine months ended September 30, 2015, which primarily related to the writedown of our NGL inventory due to declines in prices during the first quarter of 2015. The loss was substantially offset by a portion of the derivative mark-to-market gain that was recognized in the fourth quarter of 2014. See Note 8 for discussion of our derivative and risk management activities. During the nine months ended September 30, 2014, we recorded a charge of $37 million related to the writedown of our natural gas inventory that was purchased in conjunction with managing natural gas storage deliverability requirements during the extended period of severe cold weather in the first quarter of 2014.

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Note 6—Debt

Debt consisted of the following as of the dates indicated (in millions):

	September 30, 2015	December 31, 2014
SHORT-TERM DEBT		
Commercial paper notes, bearing a weighted-average interest rate of 0.43% and 0.46%, respectively (1)	$ 678	$ 734
Senior notes:		
5.25% senior notes due June 2015	—	150
3.95% senior notes due September 2015	—	400
Other	3	3
Total short-term debt	681	1,287
LONG-TERM DEBT		
Senior notes, net of unamortized discount of $18 and $18, respectively (2)	9,757	8,757
Commercial paper notes, bearing a weighted-average interest rate of 0.43% (2)	208	—
Other	5	5
Total long-term debt	9,970	8,762
Total debt (3)	$ 10,651	$ 10,049

(1) We classified these commercial paper notes as short-term at September 30, 2015 and December 31, 2014 as these notes were primarily designated as working capital borrowings, were required to be repaid within one year and were primarily for hedged NGL and crude oil inventory and NYMEX and ICE margin deposits.

(2) As of September 30, 2015, we have classified our $175 million, 5.88% senior notes due August 2016 and a portion of our commercial paper notes as long-term based on our ability and intent to refinance such amounts on a long-term basis.

(3) Our fixed-rate senior notes (including current maturities) had a face value of approximately $9.8 billion and $9.3 billion as of September 30, 2015 and December 31, 2014, respectively. We estimated the aggregate fair value of these notes as of September 30, 2015 and December 31, 2014 to be approximately $9.7 billion and $9.9 billion, respectively. Our fixed-rate senior notes are traded among institutions, and these trades are routinely published by a reporting service. Our determination of fair value is based on reported trading activity near the end of the reporting period. We estimate that the carrying value of outstanding borrowings under our credit facilities and commercial paper program approximates fair value as interest rates reflect current market rates. The fair value estimates for our senior notes, credit facilities and commercial paper program are based upon observable market data and are classified in Level 2 of the fair value hierarchy.

Credit Facilities

In January 2015, we entered into an agreement for a 364-day senior unsecured revolving credit facility with a borrowing capacity of $1.0 billion. Borrowings accrue interest based, at our election, on either the Eurocurrency Rate or the Base Rate, as defined in the agreement, in each case plus a margin based on our credit rating at the applicable time. In August 2015, we amended this agreement to extend the maturity date to August 2016.

In August 2015, we also extended the maturity dates of our senior secured hedged inventory facility and our senior unsecured revolving credit facility to August 2018 and August 2020, respectively.

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Borrowings and Repayments

Total borrowings under our credit agreements and commercial paper program for the nine months ended September 30, 2015 and 2014 were approximately $37.1 billion and $55.6 billion, respectively. Total repayments under our credit agreements and commercial paper program were approximately $36.9 billion and $56.3 billion for the nine months ended September 30, 2015 and 2014, respectively. The variance in total gross borrowings and repayments is impacted by various business and financial factors including, but not limited to, the timing, average term and method of general partnership borrowing activities.

Letters of Credit

In connection with our supply and logistics activities, we provide certain suppliers with irrevocable standby letters of credit to secure our obligation for the purchase of crude oil, NGL and natural gas. Additionally, we issue letters of credit to support insurance programs, derivative transactions and construction activities. At September 30, 2015 and December 31, 2014, we had outstanding letters of credit of $44 million and $87 million, respectively.

Senior Notes Issuances

In August 2015, we completed the issuance of $1.0 billion, 4.65% senior notes due 2025 at a public offering price of 99.846%. Interest payments are due on April 15 and October 15 of each year, commencing on April 15, 2016.

Senior Notes Repayments

Our $150 million, 5.25% senior notes and $400 million, 3.95% senior notes were repaid in June 2015 and September 2015, respectively. We utilized cash on hand and available capacity under our commercial paper program to repay these notes.

Note 7—Partners’ Capital and Distributions

Distributions

The following table details the distributions paid during or pertaining to the first nine months of 2015, net of reductions to the general partner's incentive distributions (in millions, except per unit data):

		Distributions Paid				Distributions
		Limited	General Partner			per limited
Date Declared	Distribution Date	Partners	2%	Incentive	Total	partner unit
October 7, 2015	November 13, 2015 (1)	$ 279	$ 6	$ 148	$ 433	$ 0.7000
July 7, 2015	August 14, 2015	$ 276	$ 6	$ 146	$ 428	$ 0.6950
April 7, 2015	May 15, 2015	$ 272	$ 6	$ 142	$ 420	$ 0.6850
January 8, 2015	February 13, 2015	$ 254	$ 5	$ 131	$ 390	$ 0.6750

(1) Payable to unitholders of record at the close of business on October 30, 2015 for the period July 1, 2015 through September 30, 2015.

PAA Equity Offerings

Continuous Offering Program. During the nine months ended September 30, 2015, we issued an aggregate of approximately 1.1 million common units under our continuous offering program, generating proceeds of $59 million, including our general partner's proportionate capital contribution of $1 million, net of $1 million of commissions to our sales agents.

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Underwritten Offering. In March 2015, we completed an underwritten public offering of 21.0 million common units, generating proceeds of approximately $1.1 billion, including our general partner's proportionate capital contribution of $21 million, net of costs associated with the offering.

Noncontrolling Interests in Subsidiaries

As of September 30, 2015, noncontrolling interests in our subsidiaries consisted of a 25% interest in SLC Pipeline LLC.

Note 8—Derivatives and Risk Management Activities

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

Commodity Price Risk Hedging

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

Commodity Purchases and Sales — In the normal course of our operations, we purchase and sell commodities. We use derivatives to manage the associated risks and to optimize profits. As of September 30, 2015, net derivative positions related to these activities included:

· An average of 159,000 barrels per day net long position (total of 4.9 million barrels) associated with our crude oil purchases, which was unwound ratably during October 2015 to match monthly average pricing.

· A net short time spread position averaging 12,900 barrels per day (total of 5.9 million barrels), which hedges a portion of our anticipated crude oil lease gathering purchases through December 2016.

· An average of 8,200 barrels per day (total of 2.2 million barrels) of crude oil grade spread positions through June 2016. These derivatives allow us to lock in grade basis differentials.

· A net short position of 15.8 Bcf through May 2016 related to anticipated sales of natural gas inventory and base gas requirements.

· A net short position of 22.7 million barrels through June 2017 related to anticipated net sales of our crude oil and NGL inventory.

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Storage Capacity Utilization — We own a significant amount of crude oil, NGL and refined products storage capacity other than that used in our transportation operations. This storage may be leased to third parties or utilized in our own supply and logistics activities, including for the storage of inventory in a contango market. For capacity allocated to our supply and logistics operations, we have utilization risk in a backwardated market structure. As of September 30, 2015, we used derivatives to manage the risk of potentially not utilizing an average of approximately 2.0 million barrels per month of storage capacity through January 2018. These positions involve no outright price exposure, but instead enable us to profit in the event it is not economic to store oil.

Pipeline Loss Allowance Oil — As is common in the pipeline transportation industry, our tariffs incorporate a loss allowance factor that is intended to, among other things, offset losses due to evaporation, measurement and other losses in transit. We utilize derivative instruments to hedge a portion of the anticipated sales of the allowance oil that is to be collected under our tariffs. As of September 30, 2015, our PLA hedges included a net short position consisting of crude oil futures and swaps for an average of approximately 400 barrels per day (total of 0.2 million barrels) and a long call option position of approximately 1.7 million barrels through December 2018.

Natural Gas Processing/NGL Fractionation — We purchase natural gas for processing and operational needs. Additionally, we purchase NGL mix for fractionation and sell the resulting individual specification products (including ethane, propane, butane and condensate). In conjunction with these activities, we hedge the price risk associated with the purchase of the natural gas and the subsequent sale of the individual specification products. As of September 30, 2015, we had a long natural gas position of 9.7 Bcf through December 2016, a short propane position of 2.2 million barrels through December 2016, a short butane position of 0.6 million barrels through December 2016 and a short WTI position of 0.2 million barrels through December 2016. In addition, we had a long power position of 0.5 million megawatt hours, which hedges a portion of our power supply requirements at our Canadian natural gas processing and fractionation plants through December 2018.

To the extent they qualify and we decide to make the election, all of our commodity derivatives for which we elect hedge accounting are designated as cash flow hedges. Physical commodity contracts that meet the definition of a derivative but are ineligible, or not designated, for the normal purchases and normal sales scope exception are recorded on the balance sheet at fair value, with changes in fair value recognized in earnings. We have determined that substantially all of our physical purchase and sale agreements qualify for the normal purchases and normal sales scope exception.

Interest Rate Risk Hedging

We use interest rate derivatives to hedge interest rate risk associated with anticipated and outstanding interest payments occurring as a result of debt issuances. The derivative instruments we use to manage this risk consist of forward starting interest rate swaps and treasury locks. As of September 30, 2015, AOCI includes deferred losses of

$192 million that relate to open and terminated interest rate derivatives that were designated as cash flow hedges. The terminated interest rate derivatives were cash-settled in connection with the issuance or refinancing of debt agreements. The deferred loss related to these instruments is being amortized to interest expense over the terms of the hedged debt instruments.

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We have entered into forward starting interest rate swaps to hedge the underlying benchmark interest rate related to forecasted interest payments through 2049. The following table summarizes the terms of our forward starting interest rate swaps as of September 30, 2015 (notional amounts in millions):

Hedged Transaction	Number and Types of Derivatives Employed	Notional Amount	Expected Termination Date	Average Rate Locked		Accounting Treatment
Anticipated interest payments	8 forward starting swaps (30-year)	$ 200	6/15/2016	3.06	%	Cash flow hedge
Anticipated interest payments	8 forward starting swaps (30-year)	$ 200	6/15/2017	3.14	%	Cash flow hedge
Anticipated interest payments	8 forward starting swaps (30-year)	$ 200	6/15/2018	3.20	%	Cash flow hedge
Anticipated interest payments	8 forward starting swaps (30-year)	$ 200	6/14/2019	2.83	%	Cash flow hedge

In June 2015, we made a cash payment of approximately $31 million in connection with the termination of ten forward starting swaps that had an aggregate notional amount of $250 million and an average fixed rate of 3.60%. In August 2015, we made a cash payment of approximately $21 million in connection with the termination of seven forward starting swaps that had an aggregate notional amount of $250 million and an average fixed rate of 3.03%. In conjunction with these terminations, we recognized a loss of $4 million in interest expense attributable to an anticipated hedged transaction that is no longer probable of occurring.

Currency Exchange Rate Risk Hedging

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

As of September 30, 2015, our outstanding foreign currency derivatives include derivatives we use to (i) hedge currency exchange risk associated with USD-denominated commodity purchases and sales in Canada and (ii) hedge currency exchange risk created by the use of USD-denominated commodity derivatives to hedge commodity price risk associated with CAD-denominated commodity purchases and sales.

The following table summarizes our open forward exchange contracts as of September 30, 2015 (in millions):

		USD	CAD	Average Exchange Rate USD to CAD		
Forward exchange contracts that exchange CAD for USD:						
	2015	$ 152	$ 202	$ 1.00	-	$ 1.33
	2016	57	76	$ 1.00	-	$ 1.33
		$ 209	$ 278			
Forward exchange contracts that exchange USD for CAD:						
	2015	$ 173	$ 222	$ 1.00	-	$ 1.28
	2016	57	73	$ 1.00	-	$ 1.28
		$ 230	$ 295			

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Summary of Financial Impact

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

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

	Three Months Ended September 30, 2015			
	Derivatives in Hedging Relationships			
Location of Gain/(Loss)	Gain/(Loss) Reclassified from AOCI into Income (1) (2)	Other Gain/(Loss) Recognized in Income (3)	Derivatives Not Designated as a Hedge	Total
Commodity Derivatives				
Supply and Logistics segment revenues	$ 42	$ —	$ 14	$ 56
Transportation segment revenues	—	—	2	2
Field operating costs	—	—	(9)	(9)
Interest Rate Derivatives				
Interest expense	(2)	(2)	—	(4)
Foreign Currency Derivatives				

Supply and Logistics segment revenues	—	—	(9)	(9)
Total Gain/(Loss) on Derivatives Recognized in Net Income	$ 40	$ (2)	$ (2)	$ 36

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	Three Months Ended September 30, 2014			
	Derivatives in Hedging Relationships			
Location of Gain/(Loss)	Gain/(Loss) Reclassified from AOCI into Income (1) (2)	Other Gain/(Loss) Recognized in Income (3)	Derivatives Not Designated as a Hedge	Total
Commodity Derivatives				
Supply and Logistics segment revenues	$ (4)	$ —	$ (17)	$ (21)
Field operating costs	—	—	(2)	(2)
Interest Rate Derivatives				
Interest expense	(1)	—	—	(1)
Foreign Currency Derivatives				
Supply and Logistics segment revenues	—	—	(17)	(17)
Total Gain/(Loss) on Derivatives Recognized in Net Income	$ (5)	$ —	$ (36)	$ (41)

	Nine Months Ended September 30, 2015			
	Derivatives in Hedging Relationships			
Location of Gain/(Loss)	Gain/(Loss) Reclassified from AOCI into Income (1) (2)	Other Gain/(Loss) Recognized in Income (3)	Derivatives Not Designated as a Hedge	Total

Commodity Derivatives				
Supply and Logistics segment revenues	$ 30	$ —	$ 24	$ 54
Transportation segment revenues	—	—	6	6
Field operating costs	—	—	(11)	(11)
Interest Rate Derivatives				
Interest expense	(9)	—	—	(9)
Foreign Currency Derivatives				
Supply and Logistics segment revenues	—	—	(26)	(26)
Total Gain/(Loss) on Derivatives Recognized in Net Income	$ 21	$ —	$ (7)	$ 14

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Location of Gain/(Loss)	Nine Months Ended September 30, 2014 Derivatives in Hedging Relationships Gain/(Loss) Reclassified from AOCI into Income (1) (2)	Other Gain/(Loss) Recognized in Income (3)	Derivatives Not Designated as a Hedge	Total
Commodity Derivatives				
Supply and Logistics segment revenues	$ (12)	$ —	$ (17)	$ (29)
Field operating costs	—	—	(3)	(3)
Interest Rate Derivatives				
Interest expense	(4)	—	—	(4)
Foreign Currency Derivatives				
Supply and Logistics segment revenues	—	—	(17)	(17)
Total Gain/(Loss) on Derivatives Recognized in Net Income	$ (16)	$ —	$ (37)	$ (53)

(1) Represents gains/(losses) on cash flow hedges reclassified from AOCI to income during the period.

(2) During the nine months ended September 30, 2015 we reclassified a loss of approximately $4 million from AOCI to Interest expense as a result of an anticipated hedged transaction that is no longer probable of occurring. All of our anticipated hedged transactions were deemed probable of occurring during the three months ended September 30, 2015 and the three and nine months ended September 30, 2014.

(3) Amounts represent ineffective portion of cash flow hedges.

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The following table summarizes the derivative assets and liabilities on our Condensed Consolidated Balance Sheets on a gross basis as of September 30, 2015 (in millions):

	Asset Derivatives Balance Sheet Location	Fair Value	Liability Derivatives Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:				
Commodity derivatives	Other current assets	$ 7	Other current assets	$ (1)
	Other long-term assets, net	1		
Interest rate derivatives			Other current liabilities	(19)
			Other long-term liabilities and deferred credits	(38)
Total derivatives designated as hedging instruments		$ 8		$ (58)
Derivatives not designated as hedging instruments:				
Commodity derivatives	Other current assets	$ 220	Other current assets	$ (33)
	Other long-term assets, net	16	Other long-term assets, net	(5)
			Other current liabilities	(19)
			Other long-term liabilities and deferred credits	(3)
Foreign currency derivatives			Other current liabilities	(9)
Total derivatives not designated as hedging instruments		$ 236		$ (69)
Total derivatives		$ 244		$ (127)

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The following table summarizes the derivative assets and liabilities on our Condensed Consolidated Balance Sheets on a gross basis as of December 31, 2014 (in millions):

	Asset Derivatives Balance Sheet Location	Fair Value	Liability Derivatives Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:				
Commodity derivatives	Other current assets	$ 23	Other current assets	$ (12)
	Other long-term assets, net	8	Other long-term assets, net	(1)
Interest rate derivatives			Other current liabilities	(44)
			Other long-term liabilities and deferred credits	(26)
Total derivatives designated as hedging instruments		$ 31		$ (83)
Derivatives not designated as hedging instruments:				
Commodity derivatives	Other current assets	$ 439	Other current assets	$ (246)
	Other long-term assets, net	23	Other long-term assets, net	(3)
			Other current liabilities	(35)
			Other long-term liabilities and deferred credits	(5)
Foreign currency derivatives			Other current liabilities	(12)
Total derivatives not designated as hedging instruments		$ 462		$ (301)
Total derivatives		$ 493		$ (384)

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

Our accounting policy is to offset derivative assets and liabilities executed with the same counterparty when a master netting arrangement exists. Accordingly, we also offset derivative assets and liabilities with amounts associated with cash margin. Our exchange-traded derivatives are transacted through clearing brokerage accounts and are subject to margin requirements as established by the respective exchange. On a daily basis, our account equity (consisting of the sum of our cash balance and the fair value of our open derivatives) is compared to our initial margin requirement resulting in the payment or return of variation margin. As of September 30, 2015, we had a net broker payable of $121 million (consisting of initial margin of $70 million reduced by $191 million of variation margin that had been returned to us). As of December 31, 2014, we had a net broker payable of $133 million (consisting of initial margin of $126 million reduced by $259 million of variation margin that had been returned to us).

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The following table presents information about derivatives and financial assets and liabilities that are subject to offsetting, including enforceable master netting arrangements as of the dates indicated (in millions):

	September 30, 2015		December 31, 2014	
	Derivative Asset Positions	Derivative Liability Positions	Derivative Asset Positions	Derivative Liability Positions
Netting Adjustments:				
Gross position - asset/(liability)	$ 244	$ (127)	$ 493	$ (384)
Netting adjustment	(39)	39	(262)	262
Cash collateral paid/(received)	(121)	—	(133)	—
Net position - asset/(liability)	$ 84	$ (88)	$ 98	$ (122)
Balance Sheet Location After Netting Adjustments:				
Other current assets	$ 72	$ —	$ 71	$ —
Other long-term assets, net	12	—	27	—
Other current liabilities	—	(47)	—	(91)
Other long-term liabilities and deferred credits	—	(41)	—	(31)
	$ 84	$ (88)	$ 98	$ (122)

As of September 30, 2015, there was a net loss of $208 million deferred in AOCI. The deferred net loss recorded in AOCI is expected to be reclassified to future earnings contemporaneously with (i) the earnings recognition of the underlying hedged commodity transaction or (ii) interest expense accruals associated with underlying debt instruments. Of the total net loss deferred in AOCI at September 30, 2015, we do not expect to reclassify a material amount to earnings in the next twelve months. A deferred loss of $16 million is expected to be reclassified to earnings through 2018 and the remainder is expected to be reclassified through 2049. A portion of these amounts is based on market prices as of September 30, 2015; thus, actual amounts to be reclassified will differ and could vary materially as a result of changes in market conditions.

The net deferred gain/(loss), including tax effects, recognized in AOCI for derivatives for the periods indicated was as follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014

Commodity derivatives, net	$ 37	$ 2	$ 12	$ (10)
Interest rate derivatives, net	(85)	(8)	(40)	(47)
Total	$ (48)	$ (6)	$ (28)	$ (57)

At September 30, 2015 and December 31, 2014, none of our outstanding derivatives contained credit-risk related contingent features that would result in a material adverse impact to us upon any change in our credit ratings. Although we may be required to post margin on our cleared derivatives as described above, we do not require our non-cleared derivative counterparties to post collateral with us.

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Recurring Fair Value Measurements

Derivative Financial Assets and Liabilities

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

	Fair Value as of September 30, 2015				Fair Value as of December 31, 2014			
Recurring Fair Value Measures (1)	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Commodity derivatives	$ 90	$ 82	$ 11	$ 183	$ (85)	$ 261	$ 15	$ 191
Interest rate derivatives	—	(57)	—	(57)	—	(70)	—	(70)
Foreign currency derivatives	—	(9)	—	(9)	—	(12)	—	(12)
Total net derivative asset/(liability)	$ 90	$ 16	$ 11	$ 117	$ (85)	$ 179	$ 15	$ 109

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

Level 1

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

Level 2

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

Level 3

Level 3 of the fair value hierarchy includes certain physical commodity contracts. The fair value of our Level 3 physical commodity contracts is based on a valuation model utilizing broker-quoted forward commodity prices, and timing estimates, which involve management judgment. The significant unobservable inputs used in the fair value measurement of our Level 3 derivatives are forward prices obtained from brokers. A significant increase or decrease in these forward prices could result in a material change in fair value to our Level 3 derivatives. We report unrealized gains and losses associated with Level 3 commodity derivatives in our Condensed Consolidated Statements of Operations as Supply and Logistics segment revenues.

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Rollforward of Level 3 Net Asset/(Liability)

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Beginning Balance	$ 9	$ 1	$ 15	$ (3)
Gains for the period included in earnings	2	1	1	—
Settlements	(2)	—	(13)	3
Derivatives entered into during the period	2	1	8	3
Ending Balance	$ 11	$ 3	$ 11	$ 3
Change in unrealized gains included in earnings relating to Level 3 derivatives still held at the end of the period	$ 4	$ 2	$ 9	$ 3

Note 9—Equity-Indexed Compensation Plans

We refer to the PAA LTIPs and AAP Management Units collectively as our “equity-indexed compensation plans.” For additional discussion of our equity-indexed compensation plans and awards, see Note 16 to our Consolidated Financial Statements included in Part IV of our 2014 Annual Report on Form 10-K.

PAA LTIP Awards

Activity for LTIP awards under our equity-indexed compensation plans denominated in PAA units is summarized in the following table (units in millions):

	Units (1)	Weighted Average Grant Date Fair Value per Unit
Outstanding at December 31, 2014	7.3	$ 41.45
Granted	1.3	$ 38.91
Vested (2)	(2.1)	$ 28.91
Cancelled or forfeited	(0.3)	$ 45.68
Outstanding at September 30, 2015	6.2	$ 44.98

(1) Amounts do not include AAP Management Units.

(2) Approximately 0.5 million PAA common units were issued, net of tax withholding of 0.3 million units, during the nine months ended September 30, 2015 in connection with the settlement of vested awards. The remaining PAA awards that vested during the nine months ended September 30, 2015 (approximately 1.3 million units) were settled in cash.

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AAP Management Units

Activity for AAP Management Units is summarized in the following table (in millions):

	Reserved for Future Grants	Outstanding	Outstanding Units Earned	Grant Date Fair Value Of Outstanding AAP Management Units (1)
Balance at December 31, 2014	3.0	49.1	47.8	$ 64
Granted	(1.6)	1.6	—	24
Earned	N/A	N/A	0.7	N/A
Balance at September 30, 2015	1.4	50.7	48.5	$ 88

(1) Of the $88 million grant date fair value, $57 million had been recognized through September 30, 2015 on a cumulative basis. Of this amount, $1 million was recognized as expense during the nine months ended September 30, 2015.

Other Consolidated Equity-Indexed Compensation Plan Information

The table below summarizes the expense recognized and the value of vested LTIP awards (settled both in common units and cash) under our equity-indexed compensation plans and includes both liability-classified and equity-classified awards for the periods indicated (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Equity-indexed compensation expense/(benefit)	$ (8)	$ 22	$ 27	$ 90
LTIP unit-settled vestings	$ 2	$ 1	$ 37	$ 52
LTIP cash-settled vestings	$ 10	$ —	$ 66	$ 52
DER cash payments	$ 2	$ 2	$ 6	$ 6

Note 10—Commitments and Contingencies

Loss Contingencies — General

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

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

Legal Proceedings — General

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

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

Environmental — General

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

At September 30, 2015, our estimated undiscounted reserve for environmental liabilities (including liabilities related to the Line 901 incident, as discussed further below) totaled $197 million, of which $96 million was classified as short-term and $101 million was classified as long-term. At December 31, 2014, our estimated undiscounted reserve for environmental liabilities totaled $82 million, of which $13 million was classified as short-term and $69 million was classified as long-term. The short- and long-term environmental liabilities referenced above are reflected in “Accounts payable and accrued liabilities” and “Other long-term liabilities and deferred credits,” respectively, on our Condensed Consolidated Balance Sheets. At September 30, 2015 and December 31, 2014, we had recorded receivables totaling $200 million and $8 million, respectively, for amounts probable of recovery under insurance and from third parties under indemnification agreements, which are predominantly reflected in “Trade accounts receivable and other receivables, net” on our Condensed Consolidated Balance Sheets.

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

Specific Legal, Environmental or Regulatory Matters

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

Shortly after the incident, we developed an initial "worst case" estimate of the amount of oil spilled, representing the maximum volume of oil that we believed could have been spilled based on relevant facts, data and information available at the time of such calculation. Our initial worst case estimate was approximately 2,500 barrels, which was subsequently adjusted down to approximately 2,400 barrels. These estimates were based primarily on information regarding (i) an estimate of the amount of oil that flowed into Line 901 during the period between the estimated time of release and the point when the pumps were shut down and (ii) an estimate of the volume of oil that

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drained out of the line due to natural forces based on the characteristics of the pipeline (i.e., length, elevation profile, diameter and location of the release point).

Utilizing information that became available in June as a result of emptying and purging Line 901, we developed an alternative worst case discharge estimate of up to 3,400 barrels. This alternative estimate did not take into account certain factors that, while difficult to quantify, could account for a meaningful portion of the difference between the two estimates. As part of our effort to reconcile the difference between these two estimates, we retained a third party engineering and consulting firm to develop an independent estimate of the worst case discharge.

Although we have not yet received such firm's final written report, we have discussed their findings with them. They have orally advised us that based on their detailed analysis of the pertinent data and materials, their estimate of the worst case discharge is approximately 3,000 barrels. Accordingly, while we have not finalized our calculation of the "worst case" discharge, based on the relatively narrow range of difference between the low and high end of the range of various worst case estimates that have been prepared, we do not anticipate that any variance between these estimates and the final estimate of the worst case discharge will have a material impact on our accrual (described below) for the estimated total costs that we have incurred or will incur with respect to the Line 901 incident.

As a result of the Line 901 incident, several governmental agencies and regulators have initiated investigations into the Line 901 incident, various claims have been made against us and a number of lawsuits have been filed against us. Set forth below is a brief summary of such actions and matters:

On May 21, 2015, we received a corrective action order from the United States Department of Transportation's Pipeline and Hazardous Materials Safety Administration ("PHMSA"), the governmental agency that has jurisdiction over the operation of Line 901 as well as over a second stretch of pipeline extending from Gaviota Pump Station in Santa Barbara County to Emidio Pump Station in Kern County, California (Line 903), requiring us to shut down, purge, review, remediate and test Line 901. On June 3, 2015, the corrective action order was amended to require us to take additional corrective actions with respect to both Lines 901 and 903 (as amended, the "CAO"). Among other requirements, the CAO also obligates us to conduct a root cause failure analysis with respect to Line 901 and present remedial work plans and restart plans to PHMSA prior to returning Line 901 to service; the CAO also imposes a pressure restriction on Line 903 and requires us to take other specified actions with respect to both Lines 901 and 903. We intend to continue to comply with the CAO and to cooperate with any other governmental investigations relating to or arising out of the release. Excavation and removal of the affected section of the pipeline was completed on May 28, 2015. No timeline has been established for the restart of Line 901 or Line 903. By virtue of its statutory authority, PHMSA has the power and authority to impose fines and penalties on us and cause civil or criminal charges to be brought against us. While to date PHMSA has not imposed any such fines or penalties or pursued any such civil or criminal charges, there can be no assurance that such fines or penalties will not be imposed upon us, or that such civil or criminal charges will not be brought against us, in the future.

On September 11, 2015, we received a Notice of Probable Violation and Proposed Compliance Order from PHMSA arising out of its inspection of Lines 901 and 903 in August, September and October of 2013 (the "2013 Audit NOPV"). The 2013 Audit NOPV alleges that the Partnership committed probable violations of various federal pipeline safety regulations by failing to document, or inadequately documenting, certain activities. On October 12, 2015, the Partnership filed a response to the 2013 Audit NOPV. To date, PHMSA has not issued a final order with respect to the 2013 Audit NOPV, nor has it assessed any fines or penalties with respect thereto; however, we cannot provide any assurances that any such fines or penalties will not be assessed against us.

In late May, on behalf of the EPA, the United States Attorney for the Department of Justice, Central District of California, Environmental Crimes Section ("DOJ") began an investigation into whether there were any violations of federal criminal statutes in connection with the Line 901 incident, including potential violations of the federal Clean Water Act. We are cooperating with the DOJ's investigation by responding to their requests for documents and access to our employees. The DOJ has expressed an interest in talking to several of our employees and consistent with the terms of our governing organizational documents, we are funding their defense costs, including the costs of separate counsel engaged to represent such individuals. In addition to the DOJ, the California Attorney General's Office and the District Attorney's Office for the County of Santa Barbara are also investigating the Line 901 incident to determine whether any

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applicable state or local laws have been violated. On August 26, 2015, we also received a Request for Information from the EPA relating to Line 901 and we are in the process of responding to such request. While to date no civil or criminal charges have been brought against PAA or any of its affiliates, officers or employees by the DOJ, EPA, California Attorney General or Santa Barbara County District Attorney, and no fines or penalties have been imposed by such governmental agencies, there can be no assurance that such fines or penalties will not be imposed upon us, or that such civil or criminal charges will not be brought against us, in the future.

Shortly following the Line 901 incident, we established a claims line and encouraged any parties that were damaged by the release to contact us to discuss their damage claims. We have received a number of claims through the claims line and we are processing those claims as we receive them. In addition, we have also had seven class action lawsuits filed against us, all of which have been filed in the United States District Court for the Central District of California. In general, these lawsuits have been brought by various plaintiffs seeking to establish different classes of claimants that have allegedly been damaged by the release, including potential classes such as persons that derive a significant portion of their income through commercial fishing and harvesting activities in the waters adjacent to Santa Barbara County or from businesses that are dependent on marine resources from Santa Barbara County, retail businesses located in historic downtown Santa Barbara, certain owners of oceanfront and/or beachfront property on the Pacific Coast of California, and other classes of individuals and businesses that were allegedly impacted by the release.

There have also been two securities law class action lawsuits filed on behalf of certain purported investors in the Partnership and/or PAGP against the Partnership, PAGP and/or certain of their respective officers, directors and underwriters. Both of these lawsuits have been consolidated into a single proceeding in the United States District Court for the Southern District of Texas. In general, these lawsuits allege that the various defendants violated securities laws by misleading investors regarding the integrity of the Partnership’s pipelines and related facilities through false and misleading statements, omission of material facts and concealing of the true extent of the spill. The plaintiffs claim unspecified damages as a result of the reduction in value of their investments in the Partnership and PAGP, which they attribute to the alleged wrongful acts of the plaintiffs. The Partnership and PAGP deny the allegations in these lawsuits and intend to respond accordingly.

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

Taking the foregoing into account, we estimate that the aggregate total costs we have incurred or will incur with respect to the Line 901 incident will be approximately $257 million, which estimate includes actual and projected emergency response and clean-up costs, natural resource damage assessments and certain third party claims settlements as well as estimates for fines, penalties and certain legal fees. This estimate does not include any lost revenue associated with the shutdown of Line 901 or 903. In addition, this estimate considers our prior experience in environmental investigation and remediation matters and available data from, and in consultation with, our environmental and other specialists, as well as currently available facts and presently enacted laws and regulations.

We have made assumptions for (i) the expected number of days that clean up, remediation and monitoring services will be required, the number of personnel and equipment required at the site and the rates charged by the associated service and equipment providers, (ii) the duration of the natural resource damage assessment and the ultimate amount of damages determined, (iii) the resolution of certain third party claims and lawsuits, but excluding claims and lawsuits with respect to which losses are not probable and reasonably estimable, and excluding future claims and lawsuits, (iv) the determination and calculation of fines and penalties and (v) the nature, extent and cost of legal services that will be required in connection with all lawsuits, claims and other matters requiring legal or expert advice associated with the Line 901 incident. We believe we have accrued adequate amounts for all probable and reasonably estimable costs; however, this estimate is subject to uncertainties associated with the assumptions that we have made. Our assumptions and estimates may turn out to be inaccurate and our total costs could turn out to be higher; accordingly, we can provide no assurance that we will not have to accrue additional costs in the future with respect to the Line 901 incident.

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We have accrued such estimate of aggregate total costs to “Field operating costs” on our Condensed Consolidated Statement of Operations. As of September 30, 2015, we had a remaining undiscounted gross liability of $126 million related to this event, the majority of which is presented as a current liability in “Accounts payable and accrued liabilities” on our Condensed Consolidated Balance Sheets. We maintain insurance coverage, which is subject to certain exclusions and deductibles, in the event of such environmental liabilities. Subject to such exclusions and deductibles, we believe that our coverage is adequate to cover the current estimated total emergency response and clean-up costs, claims settlement costs and remediation costs and we believe that this coverage is also adequate to cover any potential increase in the estimates for these costs that exceed the amounts currently identified. We therefore have recognized a receivable of $192 million as of September 30, 2015 for the portion of the release costs that we believe is probable of recovery from insurance, net of deductibles. A majority of this receivable has been recognized as a current asset in “Trade accounts receivable and other receivables, net” on our Condensed Consolidated Balance Sheets with the offset reducing “Field operating costs” on our Condensed Consolidated Statement of Operations. We have substantially completed the clean-up and remediation efforts, excluding long-term site monitoring activities; however, we expect to make payments for additional costs associated with restoration and monitoring of the area, as well as natural resource damage assessment, legal, professional and regulatory costs, in addition to fines and penalties, during future periods.

MP29 Release. On July 10, 2015, we experienced a crude oil release of approximately 100 barrels at our Pocahontas Pump Station near the border of Bond and Madison Counties in Illinois, approximately 40 miles from St. Louis, Missouri. The Pocahontas Station is part of the Capwood pipeline that runs from our Patoka Station to Wood River, Illinois. A portion of the released crude oil was contained within our Pocahontas facility, but some of the released crude oil entered a nearby waterway where it was contained with booms. On July 14, 2015, PHMSA issued a corrective action order requiring us to take various actions in response to the release, including remediation, reporting and other actions. We are in the process of satisfying the requirements of the corrective action order. On August 10, 2015, we received a Notice of Violation from the Illinois Environmental Protection Agency alleging violations relating to the release and outlining the activities recommended by the agency to resolve the alleged violations, including the completion of an investigation and various remediation activities. The Partnership has submitted a work plan to the agency that describes the proposed remediation activities for any remaining hydrocarbon impacts; the agency is currently reviewing the work plan. To date, no fines or penalties have been assessed in this matter; however, it is possible that fines and penalties could be assessed in the future. In connection with this incident, we have also had one class action lawsuit filed against us in the United States District Court for the Southern District of Illinois. In this lawsuit, the plaintiff seeks unspecified money damages and other remedies on behalf of itself and other unspecified similarly situated claimants. We estimate that the aggregate total costs associated with this release will be less than $10 million.

Cushing Tank Cathodic Protection. On May 22, 2015, PHMSA issued a Final Order relating to an April 2013 Notice of Probable Violation and Proposed Compliance Order alleging that we did not maintain adequate cathodic protection for certain tanks at our Cushing Terminal. In its 2013 Notice of Probable Violation, PHMSA maintained that the proprietary cathodic protection system utilized by us for certain of our storage tanks at our Cushing, Oklahoma facility was not contemplated by applicable regulations. In response to the notice, we provided extensive documentation and supporting information regarding the effectiveness of the technology we were utilizing, including past communications with PHMSA regarding the topic. At a hearing in August 2013 we gave a formal presentation on the technology, provided empirical data confirming its effectiveness and also had a third party corrosion expert witness speak to the effectiveness of the technology. Almost two years later, PHMSA issued the Final Order and Compliance Order dated May 22, 2015 ruling against our position, assessing a penalty of $102,900 and specifying certain corrective actions to be completed by us. We chose not to further contest this matter and paid the penalty on June 5, 2015. On July 14, 2015, we submitted to PHMSA a Remediation Plan and schedule to satisfy the conditions of the Compliance Order.

In the Matter of Bakersfield Crude Terminal LLC et al. On April 30, 2015, the EPA issued a Finding and Notice of Violation ("NOV") to Bakersfield Crude Terminal LLC, our subsidiary, for alleged violations of the Clean Air Act, as amended. The NOV, which cites 10 separate rule violations, questions the validity of construction and operating permits issued to our Bakersfield rail unloading facility in 2012 and 2014 by the San Joaquin Valley Air Pollution Control District (the "SJV District"). We believe we fully complied with all applicable regulatory requirements and that the permits issued to us by the SJV District are valid. To date, no fines or penalties have been assessed in this matter; however, it is possible that fines and penalties could be assessed in the future.

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National Energy Board Audit. In the third quarter of 2014, the National Energy Board (“NEB”) of Canada notified PMC that various corrective actions from a 2010 audit had not been completed to the satisfaction of the NEB. The NEB initiated a process to assess PMC’s approach to compliance with the NEB’s Onshore Pipeline Regulations, which process resulted in the issuance by the NEB of an order on January 15, 2015 that imposed six conditions on PMC designed to enhance PMC’s ability to operate its pipelines in a manner that protects the public and the environment. The conditions include the filing of certain safety critical tasks, controls and programs with the NEB, external audits of certain PMC programs and systems, and periodic update meetings with NEB staff regarding the status and progress of corrective actions. In early February 2015, the NEB imposed a penalty on PMC of $76,000 CAD related to these issues. It is possible that additional fines and penalties may be assessed against PMC in the future related to this matter.

Kemp River Pipeline Releases. During May and June 2013, two separate releases were discovered on our Kemp River pipeline in Northern Alberta, Canada that, in the aggregate, resulted in the release of approximately 700 barrels of condensate and light crude oil. Clean-up and remediation activities are being conducted in cooperation with the applicable regulatory agencies. Final investigation by the Alberta Energy Regulator is not complete. To date, no charges, fines or penalties have been assessed against PMC with respect to these releases; however, it is possible that fines or penalties may be assessed against PMC in the future. We estimate that the aggregate clean-up and remediation costs associated with these releases will be $15 million. Through September 30, 2015, we spent $9 million in connection with clean-up and remediation activities.

Bay Springs Pipeline Release. During February 2013, we experienced a crude oil release of approximately 120 barrels on a portion of one of our pipelines near Bay Springs, Mississippi. Most of the released crude oil was contained within our pipeline right of way, but some of the released crude oil entered a nearby waterway where it was contained with booms. The EPA has issued an administrative order requiring us to take various actions in response to the release, including remediation, reporting and other actions. We have satisfied the requirements of the administrative order; however, we may be subjected to a civil penalty. The aggregate cost to clean up and remediate the site was $6 million.

Note 11—Operating Segments

We manage our operations through three operating segments: Transportation, Facilities and Supply and Logistics. Our Chief Operating Decision Maker (our Chief Executive Officer) evaluates segment performance based on measures including segment profit and maintenance capital investment. We define segment profit as revenues and equity earnings in unconsolidated entities less (a) purchases and related costs, (b) field operating costs and (c) segment general and administrative expenses. Each of the items above excludes depreciation and amortization. Maintenance capital consists of capital expenditures for the replacement of partially or fully depreciated assets in order to maintain the operating and/or earnings capacity of our existing assets.

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The following table reflects certain financial data for each segment for the periods indicated (in millions):

	Transportation		Facilities		Supply and Logistics		Total	
Three Months Ended September 30, 2015								
Revenues:								
External customers	$	172	$	132	$	5,247	$	5,551
Intersegment (1)		229		131		7		367
Total revenues of reportable segments	$	401	$	263	$	5,254	$	5,918
Equity earnings in unconsolidated entities	$	45	$	—	$	—	$	45
Segment profit (2) (3)	$	254	$	146	$	87	$	487
Maintenance capital	$	34	$	16	$	2	$	52
Three Months Ended September 30, 2014								
Revenues:								
External customers	$	198	$	141	$	10,788	$	11,127
Intersegment (1)		226		140		5		371
Total revenues of reportable segments	$	424	$	281	$	10,793	$	11,498
Equity earnings in unconsolidated entities	$	29	$	—	$	—	$	29
Segment profit (2) (3)	$	231	$	147	$	152	$	530
Maintenance capital	$	35	$	19	$	2	$	56

	Transportation		Facilities		Supply and Logistics		Total	
Nine Months Ended September 30, 2015								
Revenues:								
External customers	$	538	$	393	$	17,225	$	18,156
Intersegment (1)		665		396		13		1,074
Total revenues of reportable segments	$	1,203	$	789	$	17,238	$	19,230
Equity earnings in unconsolidated entities	$	134	$	—	$	—	$	134
Segment profit (2) (3)	$	681	$	432	$	258	$	1,371
Maintenance capital	$	101	$	48	$	5	$	154
Nine Months Ended September 30, 2014								
Revenues:								
External customers	$	574	$	443	$	32,988	$	34,005
Intersegment (1)		648		415		33		1,096
Total revenues of reportable segments	$	1,222	$	858	$	33,021	$	35,101
Equity earnings in unconsolidated entities	$	73	$	—	$	—	$	73
Segment profit (2) (3)	$	658	$	435	$	534	$	1,627

Maintenance capital	$ 111	$ 34	$ 6	$ 151

(1) Segment revenues and purchases and related costs include intersegment amounts. Intersegment sales are conducted at posted tariff rates, rates similar to those charged to third parties or rates that we believe approximate market. For further discussion, see "Analysis of Operating Segments" under Item 7 of our 2014 Annual Report on Form 10-K.

(2) Supply and Logistics segment profit includes interest expense (related to hedged inventory purchases) of $1 million and $4 million for the three months ended September 30, 2015 and 2014, respectively, and $4 million and $11 million for the nine months ended September 30, 2015 and 2014, respectively.

(3) The following table reconciles segment profit to net income attributable to PAA (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Segment profit	$ 487	$ 530	$ 1,371	$ 1,627
Depreciation and amortization	(109)	(97)	(326)	(293)
Interest expense, net	(107)	(85)	(313)	(246)
Other expense, net	(4)	(4)	(7)	(2)
Income before tax	267	344	725	1,086
Income tax expense	(17)	(20)	(66)	(90)
Net income	250	324	659	996
Net income attributable to noncontrolling interests	(1)	(1)	(2)	(2)
Net income attributable to PAA	$ 249	$ 323	$ 657	$ 994

Note 12—Related Party Transactions

See Note 15 to our Consolidated Financial Statements included in Part IV of our 2014 Annual Report on Form 10-K for a complete discussion of our related party transactions.

Transactions with Oxy

As of September 30, 2015, Oxy owned approximately 13% of the limited partner interests in our general partner and had a representative on the board of directors of GP LLC. During the three and nine months ended September 30, 2015 and 2014, we recognized sales and transportation revenues and purchased petroleum products from Oxy. These transactions were conducted at posted tariff rates or prices that we believe approximate market. The impact to our Condensed Consolidated Statements of Operations from those transactions is included below (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenues	$ 187	$ 369	$ 745	$ 812

Purchases and related costs (1)	$ (34)	$ 233	$ 112	$ 701

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

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

	September 30, 2015	December 31, 2014
Trade accounts receivable and other receivables	$ 535	$ 489
Accounts payable	$ 494	$ 441

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

Introduction

The following discussion is intended to provide investors with an understanding of our financial condition and results of our operations and should be read in conjunction with our historical Consolidated Financial Statements and accompanying notes and Management's Discussion and Analysis of Financial Condition and Results of Operations as presented in our 2014 Annual Report on Form 10-K. For more detailed information regarding the basis of presentation for the following financial information, see the Condensed Consolidated Financial Statements and related notes that are contained in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Our discussion and analysis includes the following:

· Executive Summary

· Acquisitions and Capital Projects

· Results of Operations

· Outlook

· Liquidity and Capital Resources

· Off-Balance Sheet Arrangements

· Recent Accounting Pronouncements

· Critical Accounting Policies and Estimates

· Forward-Looking Statements

Executive Summary

Company Overview

We own and operate midstream energy infrastructure and provide logistics services for crude oil, NGL, natural gas and refined products. We own an extensive network of pipeline transportation, terminalling, storage, and gathering assets in key crude oil and NGL producing basins and transportation corridors and at major market hubs in the United States and Canada. We were formed in 1998, and our operations are conducted directly and indirectly through our operating subsidiaries and are managed through three operating segments: Transportation, Facilities and Supply and Logistics. See "—Results of Operations—Analysis of Operating Segments" for further discussion.

Overview of Operating Results, Capital Investments and Other Significant Activities

For the nine months ended September 30, 2015 and 2014, we recognized net income attributable to PAA of $657 million and $994 million, respectively. This decrease was primarily driven by less favorable results from our Supply and Logistics segment, as compressed differentials from the transitioning crude oil market and increased competition drove lower unit margins in this part of our business. In addition, our operating results for the 2015 period were impacted by costs and lost revenue associated with the Line 901 incident. See further discussion of our segment operating results in the following sections. Other items impacting net income attributable to PAA for the first nine months of 2015 were higher depreciation and amortization expense and interest expense associated with our growing asset base and related financing activities.

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We invested approximately $1.8 billion in midstream infrastructure projects during the nine months ended September 30, 2015, with a targeted expansion capital plan for the full year of 2015 of $2.2 billion. We executed multiple financings that enabled us to fund our expansion capital activities, including raising an aggregate of approximately $2.1 billion of long-term debt and equity capital. In addition, we paid approximately $1.2 billion of cash distributions to our limited partners and general partner during the nine months ended September 30, 2015, and we declared a quarterly distribution of $0.7000 per limited partner unit to be paid on November 13, 2015.

Acquisitions and Capital Projects

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

	Nine Months Ended September 30,	
	2015	2014
Acquisition capital (1)	$ 104	$ 10
Expansion capital (2)	1,837	1,552
Maintenance capital (2)	154	151
	$ 2,095	$ 1,713

(1) Acquisitions of initial investments or additional interests in unconsolidated entities are included in "Acquisition capital." Subsequent contributions to unconsolidated entities related to expansion projects of such entities are recognized in "Expansion capital."

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

2015 Capital Projects

Our capital program is highlighted by a large number of small-to-medium sized projects spread across multiple geographic regions/resource plays. We believe the diversity of our program mitigates the impact of delays, cost overruns or adverse market developments with respect to a particular project or geographic region/resource play. The majority of our 2015 expansion capital program will be invested in our fee-based Transportation and Facilities segments. We expect that our investments will have minimal contributions to our 2015 results, but will provide growth for 2016 and beyond.

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The following table summarizes our notable projects in progress during 2015 and the forecasted expenditures for the year ending December 31, 2015 (in millions):

Projects	2015
Permian Basin Area Projects	$445
Rail Terminal Projects (1)	295
Fort Saskatchewan Facility Projects / NGL Line	270
Cactus Pipeline (2)	150
Red River Pipeline (Cushing to Longview)	140
Saddlehorn Pipeline	135
Eagle Ford JV Project	80
Cowboy Pipeline (Cheyenne to Carr)	50
Eagle Ford Area Projects	45
Cushing Terminal Expansions	40
Diamond Pipeline	40
St. James Terminal Expansions	35
Line 63 Reactivation	25
Other Projects	450
	$2,200
Potential Adjustments for Timing / Scope Refinement (3)	-$100 + $100
Total Projected Expansion Capital Expenditures	$2,100 - $2,300
Maintenance Capital Expenditures	$200 - $220

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(1) Includes railcar purchases and projects located in or near St. James, LA; Kerrobert, Canada; and Tampa, CO.

(2) Includes linefill costs associated with the project.

(3) Potential variation to current capital costs estimates may result from (i) changes to project design, (ii) final cost of materials and labor and (iii) timing of incurrence of costs due to uncontrollable factors such as permits, regulatory approvals and weather.

Results of Operations

We manage our operations through three operating segments: Transportation, Facilities and Supply and Logistics. Our Chief Operating Decision Maker (our Chief Executive Officer) evaluates such segment performance based on a variety of measures including segment profit, segment volumes, segment profit per barrel and maintenance capital investment. See Note 19 to our Consolidated Financial Statements included in Part IV of our 2014 Annual Report on

Form 10-K for further discussion of how we evaluate segment profit.

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The following table sets forth an overview of our consolidated financial results calculated in accordance with GAAP for the periods indicated (in millions, except per unit data):

	Three Months Ended September 30,		Favorable/ (Unfavorable) Variance		Nine Months Ended September 30,		Favorable/ (Unfavorable) Variance	
	2015	2014	$	%	2015	2014	$	%
Transportation segment profit	$ 254	$ 231	$ 23	10%	$ 681	$ 658	$ 23	3%
Facilities segment profit	146	147	(1)	(1)%	432	435	(3)	(1)%
Supply and Logistics segment profit	87	152	(65)	(43)%	258	534	(276)	(52)%
Total segment profit	487	530	(43)	(8)%	1,371	1,627	(256)	(16)%
Depreciation and amortization	(109)	(97)	(12)	(12)%	(326)	(293)	(33)	(11)%
Interest expense, net	(107)	(85)	(22)	(26)%	(313)	(246)	(67)	(27)%
Other expense, net	(4)	(4)	—	— %	(7)	(2)	(5)	(250)%
Income tax expense	(17)	(20)	3	15%	(66)	(90)	24	27%
Net income	250	324	(74)	(23)%	659	996	(337)	(34)%
Net income attributable to noncontrolling interests	(1)	(1)	—	— %	(2)	(2)	—	— %
Net income attributable to PAA	$ 249	$ 323	$ (74)	(23)%	$ 657	$ 994	$ (337)	(34)%
Basic net income per limited partner unit	$ 0.25	$ 0.52	$ (0.27)	(52)%	$ 0.54	$ 1.71	$ (1.17)	(68)%
Diluted net income per limited partner unit	$ 0.24	$ 0.52	$ (0.28)	(54)%	$ 0.53	$ 1.70	$ (1.17)	(69)%
Basic weighted average limited partner units outstanding	398	370	28	8%	393	365	28	8%
Diluted weighted average limited partner units outstanding	399	371	28	8%	395	367	28	8%

Non-GAAP Financial Measures

To supplement our financial information presented in accordance with GAAP, management uses additional measures that are known as “non-GAAP financial measures” in its evaluation of past performance and prospects for the future. The primary additional measures used by management are adjusted earnings before interest, taxes, depreciation and amortization (“adjusted EBITDA”) and implied distributable cash flow (“DCF”).

Management believes that the presentation of such additional financial measures provides useful information to investors regarding our performance and results of operations because these measures, when used in conjunction with related GAAP financial measures, (i) provide additional information about our core operating performance and ability to generate and distribute cash flow, (ii) provide investors with the financial analytical framework upon which management bases financial, operational, compensation and planning decisions and (iii) present measurements that investors, rating agencies and debt holders have indicated are useful in assessing us and our results of operations. These measures may exclude, for example, (i) charges for obligations that are expected to be settled with the issuance of equity instruments, (ii) the mark-to-market of derivative instruments that are related to underlying activities in another period (or the reversal of such adjustments from a prior period), gains and losses on derivatives that are related to investing activities (such as the purchase of linefill) and inventory valuation adjustments, as applicable, (iii) long-term inventory costing adjustments, (iv) items that are not indicative of our core operating results and business outlook and/or (v) other items that we believe should be excluded in understanding our core operating performance. We have defined all such items hereinafter as “Selected Items Impacting Comparability.” These additional financial measures are reconciled to the most directly comparable measures as reported in accordance with GAAP, and should be viewed in addition to, and not in lieu of, our Condensed Consolidated Financial Statements and footnotes.

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The following table sets forth non-GAAP financial measures that are reconciled to the most directly comparable GAAP measures for the periods indicated (in millions):

	Three Months Ended September 30,		Favorable/ (Unfavorable) Variance		Nine Months Ended September 30,		Favorable/ (Unfavorable) Variance	
	2015	2014	$	%	2015	2014	$	%
Net income	$ 250	$ 324	$ (74)	(23)%	$ 659	$ 996	$ (337)	(34)%
Add:								
Interest expense, net	107	85	22	26%	313	246	67	27%
Income tax expense	17	20	(3)	(15)%	66	90	(24)	(27)%
Depreciation and amortization	109	97	12	12%	326	293	33	11%
EBITDA	$ 483	$ 526	$ (43)	(8)%	$ 1,364	$ 1,625	$ (261)	(16)%
Selected Items Impacting Comparability of EBITDA								
Gains/(losses) from derivative activities net of inventory valuation adjustments (1)	$ 39	$ 27	$ 12	44%	$ (112)	$ 77	$ (189)	(245)%
Long-term inventory costing adjustments (2)	(47)	—	(47)	N/A	(62)	—	(62)	N/A
Equity-indexed compensation expense (3)	—	(12)	12	100%	(22)	(48)	26	54%
Net gain/(loss) on foreign currency revaluation (4)	(6)	(16)	10	63%	20	(10)	30	300%
Line 901 incident (5)	—	—	—	N/A	(65)	—	(65)	N/A
Selected Items Impacting Comparability of EBITDA	$ (14)	$ (1)	$ (13)	(1,300)%	$ (241)	$ 19	$ (260)	(1,368)%

EBITDA	$ 483	$ 526	$ (43)	(8)%	$ 1,364	$ 1,625	$ (261)	(16)%
Selected Items Impacting Comparability of EBITDA	14	1	13	1,300%	241	(19)	260	1,368%
Adjusted EBITDA	$ 497	$ 527	$ (30)	(6)%	$ 1,605	$ 1,606	$ (1)	— %
Adjusted EBITDA	$ 497	$ 527	$ (30)	(6)%	$ 1,605	$ 1,606	$ (1)	— %
Interest expense, net	(107)	(85)	(22)	(26)%	(313)	(246)	(67)	(27)%
Maintenance capital (6)	(52)	(56)	4	7%	(154)	(151)	(3)	(2)%
Current income tax expense	(11)	(10)	(1)	(10)%	(72)	(62)	(10)	(16)%
Equity earnings in unconsolidated entities, net of distributions	12	(6)	18	300%	25	1	24	2,400%
Distributions to noncontrolling interests (7)	(1)	(1)	—	— %	(3)	(3)	—	— %
Implied DCF (8)	$ 338	$ 369	$ (31)	(8)%	$ 1,088	$ 1,145	$ (57)	(5)%
Less: Distributions paid (7)	(433)	(374)			(1,281)	(1,078)		
DCF Excess/(Shortage) (9)	$ (95)	$ (5)			$ (193)	$ 67		

(1) We use derivative instruments for risk management purposes and our related processes include specific identification of hedging instruments to an underlying hedged transaction. Although we identify an underlying transaction for each derivative instrument we enter into, there may not be an accounting hedge relationship between the instrument and the underlying transaction. In the course of evaluating our results of operations, we identify the earnings that were recognized during the period related to derivative instruments for which the identified underlying transaction does not occur in the current period and exclude the related gains and losses in determining Adjusted EBITDA. In addition, we exclude gains and losses on derivatives that are related to investing activities, such as the purchase of linefill. We also exclude the impact of corresponding inventory valuation adjustments, as applicable. See Note 8 to our Condensed Consolidated Financial Statements for a comprehensive discussion regarding our derivatives and risk management activities.

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(2) We carry approximately 5 million barrels of crude oil and NGL inventory that consists of minimum working inventory requirements in third-party assets and other working inventory that is needed for our commercial operations. We consider this inventory necessary to conduct our operations and we intend to carry this inventory for the foreseeable future. Therefore, we classify this inventory as long-term on our balance sheet and do not hedge the inventory with derivative instruments (similar to linefill in our own assets). We treat the impact of changes in the average cost of the long-term inventory that result from fluctuations in market prices and writedowns of such inventory that result from price declines as a selected item impacting comparability. See Note 5 to our Consolidated Financial Statements included in Part IV of our 2014 Annual Report on Form 10-K for a complete discussion of our long-term inventory.

(3) Our total equity-indexed compensation expense includes expense associated with awards that will or may be settled in units and awards that will or may be settled in cash. The awards that will or may be settled in units are included in our diluted earnings per unit calculation when the applicable performance criteria have been met. We consider the compensation expense associated with these awards as a selected item impacting comparability as the dilutive impact of the outstanding awards is included in our diluted earnings per unit calculation and the majority of the awards are expected to be settled in units. The portion of compensation expense associated with awards that are certain to be settled in cash is not considered a selected item impacting comparability. See Note 16 to our Consolidated Financial Statements included in Part IV of our 2014 Annual Report on Form 10-K for a comprehensive discussion regarding our equity-indexed compensation plans.

(4) During the three and nine months ended September 30, 2015 and 2014, there were fluctuations in the value of CAD to USD, resulting in gains and losses that were not related to our core operating results for the period and were thus classified as selected items impacting comparability.

(5) Includes costs related to our Line 901 incident that occurred during May 2015, net of amounts we believe are probable of recovery from insurance recoveries. See Note 10 to our Condensed Consolidated Financial Statements for additional information.

(6) Maintenance capital expenditures are defined as capital expenditures for the replacement of partially or fully depreciated assets in order to maintain the operating and/or earnings capacity of our existing assets.

(7) Includes distributions that pertain to the current period’s net income and are paid in the subsequent period.

(8) Including costs of $65 million related to our Line 901 incident that occurred during May 2015, Implied DCF would have been $1,023 million for the nine months ended September 30, 2015. See Note 10 to our Condensed Consolidated Financial Statements for additional information regarding the Line 901 incident.

(9) Excess DCF is retained to establish reserves for future distributions, capital expenditures and other partnership purposes. DCF shortages are funded from previously established reserves, cash on hand or from borrowings under our credit facilities or commercial paper program.

Analysis of Operating Segments

Transportation Segment

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

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The following tables set forth our operating results from our Transportation segment for the periods indicated:

Operating Results (1) (in millions, except per barrel data)	Three Months Ended September 30, 2015	2014	Favorable/ (Unfavorable) Variance $	%	Nine Months Ended September 30, 2015	2014	Favorable/ (Unfavorable) Variance $	%
Revenues								
Tariff activities	$ 364	$ 372	$ (8)	(2)%	$ 1,083	$ 1,063	$ 20	2%
Trucking	37	52	(15)	(29)%	120	159	(39)	(25)%
Total transportation revenues	401	424	(23)	(5)%	1,203	1,222	(19)	(2)%
Costs and Expenses								
Trucking costs	(26)	(38)	12	32%	(85)	(116)	31	27%
Field operating costs (2)	(147)	(153)	6	4%	(493)	(419)	(74)	(18)%
Equity-indexed compensation (expense)/benefit - operations	1	(4)	5	125%	(5)	(14)	9	64%
Segment general and administrative expenses (2) (3)	(23)	(20)	(3)	(15)%	(67)	(62)	(5)	(8)%
Equity-indexed compensation (expense)/benefit - general and administrative	3	(7)	10	143%	(6)	(26)	20	77%
Equity earnings in unconsolidated entities	45	29	16	55%	134	73	61	84%
Segment profit	$ 254	$ 231	$ 23	10%	$ 681	$ 658	$ 23	3%
Maintenance capital	$ 34	$ 35	$ 1	3%	$ 101	$ 111	$ 10	9%
Segment profit per barrel	$ 0.61	$ 0.59	$ 0.02	3%	$ 0.56	$ 0.60	$ (0.04)	(7)%

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Average Daily Volumes (in thousands of barrels per day) (4)	Three Months Ended September 30, 2015	2014	Favorable/ (Unfavorable) Variance Volumes	%	Nine Months Ended September 30, 2015	2014	Favorable/ (Unfavorable) Variance Volumes	%
Tariff activities								
Crude Oil Pipelines								
All American	—	40	(40)	(100)%	18	37	(19)	(51)%
Bakken Area Systems (5)	141	164	(23)	(14)%	146	147	(1)	(1)%
Basin / Mesa / Sunrise	815	743	72	10%	831	734	97	13%
BridgeTex	100	—	100	N/A	105	—	105	N/A
Cactus	110	—	110	N/A	58	—	58	N/A
Capline	181	178	3	2%	167	142	25	18%
Eagle Ford Area Systems (5)	321	247	74	30%	298	215	83	39%
Line 63 / Line 2000	121	126	(5)	(4)%	121	119	2	2%
Manito	43	44	(1)	(2)%	48	44	4	9%
Mid-Continent Area Systems	342	354	(12)	(3)%	356	350	6	2%
Permian Basin Area Systems	860	776	84	11%	817	765	52	7%
Rainbow	109	104	5	5%	114	111	3	3%
Rangeland	58	61	(3)	(5)%	59	65	(6)	(9)%
Salt Lake City Area Systems (5)	155	140	15	11%	136	134	2	1%
South Saskatchewan	59	62	(3)	(5)%	62	61	1	2%
White Cliffs	41	33	8	24%	43	27	16	59%
Other	777	823	(46)	(6)%	752	737	15	2%
NGL Pipelines								
Co-Ed	51	57	(6)	(11)%	56	56	—	— %
Other	149	143	6	4%	139	127	12	9%
Tariff activities total	4,433	4,095	338	8%	4,326	3,871	455	12%
Trucking	112	131	(19)	(15)%	114	129	(15)	(12)%
Transportation segment total	4,545	4,226	319	8%	4,440	4,000	440	11%

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

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

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

(4)

Volumes associated with assets employed through acquisitions and capital expansion projects represent total volumes (attributable to our interest) for the number of days we employed the assets divided by the number of days in the period.

(5) Area systems include volumes (attributable to our interest) from our investments in unconsolidated entities.

Tariffs and other fees on our pipeline systems vary by receipt point and delivery point. The segment profit generated by our tariff and other fee-related activities depends on the volumes transported on the pipeline and the level of the tariff and other fees charged as well as the fixed and variable field costs of operating the pipeline. Revenue from our pipeline capacity agreements generally reflects a negotiated amount. Revenues and expenses from our Canadian based subsidiaries, which use the Canadian dollar as their functional currency, are translated at the prevailing average exchange rates for each month.

The following is a discussion of items impacting Transportation segment profit and segment profit per barrel for the periods indicated.

Net Operating Revenues and Volumes. As reflected in the tables above, our total Transportation segment revenues, net of trucking costs, increased by $12 million for the nine months ended September 30, 2015 compared to the nine months ended September 30, 2014, but decreased by $11 million for the three months ended September 30, 2015 compared to three months ended September 30, 2014. Average daily volumes increased for each of the comparative periods presented. Our Transportation segment results were impacted by the following:

· North American Crude Oil Production and Related Expansion Projects — Production growth from the development of certain North American crude oil resource plays increased throughput on our existing pipeline systems over the comparative periods presented. Additionally, we have recently completed infrastructure projects related to production growth that have generated incremental volumes through increased capacity and connections. We estimate that the impact of increased throughput, most notably on our Eagle Ford Area Systems and certain pipelines in our Permian Basin Area Systems, and incremental volumes from our recently constructed infrastructure projects, including our Cactus and Sunrise pipelines, increased our revenues by $10 million and $55 million, respectively, for the three and nine months ended September 30, 2015 compared to the three and nine months ended September 30, 2014.

· Tariff Rates — Revenues on our pipelines are impacted by various tariff rate changes that may occur during the period, which include (i) rate increases or decreases on our intrastate and Canadian pipelines and fees on related system assets, (ii) the indexing of rates on our FERC regulated pipelines or (iii) other negotiated rate changes. We estimate that the net impact of such rate changes on our pipelines increased revenues by $15 million and $45 million for the three and nine months ended September 30, 2015, respectively, compared to the three and nine months ended September 30, 2014 primarily due to tariff rate increases on certain of our Canadian crude oil pipelines and incremental fees on related system assets, and, to a lesser extent, indexing on our FERC regulated pipelines and rate increases on our intrastate pipelines.

· Foreign Exchange Impact — We estimate that tariff revenues from our Canadian pipeline systems and net revenues from our Canadian trucking operations were unfavorably impacted by $18 million and $39 million for the three and nine months ended September 30, 2015, respectively, compared to the three and nine months ended September 30, 2014 due to the depreciation of CAD relative to USD.

· Loss Allowance Revenue — As is common in the pipeline transportation industry, our tariffs incorporate a loss allowance factor that is intended to offset losses due to evaporation, measurement and other losses in transit. We value the variance of allowance volumes to actual losses at the estimated net realizable value (including the impact of gains and losses from derivative-related activities) at the time the variance occurred and the result is recorded as either an increase or decrease to tariff revenues. The loss allowance revenue decreased by $11 million and $38 million, respectively, for the three and nine months ended September 30, 2015 compared to the three and nine months ended September 30, 2014 primarily due to a lower average realized price per barrel, partially offset by higher volumes.

· All American Pipeline — As a result of pipeline downtime associated with the Line 901 incident that occurred in the second quarter of 2015, tariff revenues from our All American pipeline were $9 million and $12 million lower for the three and nine months ended September 30, 2015, respectively, compared to the three and nine months ended September 30, 2014. See Note 10 to our Condensed Consolidated Financial Statements for additional information regarding this incident.

Additional noteworthy volume and revenue variances for the comparative periods presented included (i) decreased volumes and revenues from our trucking operations due to lower producer volumes, (ii) lower volumes and revenues on our San Joaquin Valley gathering system due to refinery outages, (iii) lower volumes on our Pascagoula pipeline during the third quarter of 2015 due to downtime for pipeline and refinery maintenance and (iv) increased volumes and revenues on the Capline Pipeline System for the nine-month comparative period due to higher refinery demand and timing of a refinery turnaround, which occurred in the second quarter of 2014.

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Field Operating Costs. Field operating costs (excluding equity-indexed compensation expense) decreased for the three months ended September 30, 2015 compared to the three months ended September 30, 2014 primarily due to a favorable foreign exchange impact of $7 million.

Field operating costs (excluding equity-indexed compensation expense) increased for the nine months ended September 30, 2015 compared to the nine months ended September 30, 2014 primarily due to estimated costs of $65 million recognized during the second quarter of 2015 associated with the Line 901 incident, net of amounts we believe are probable of recovery from insurance. See Note 10 to our Condensed Consolidated Financial Statements for additional information regarding this incident. The nine-month 2015 period was also impacted by higher salary and related expenses and property tax expense primarily associated with the growth and capital expansion in the segment, partially offset by favorable foreign exchange impacts of $16 million.

General and Administrative Expenses. The increase in general and administrative expenses (excluding equity-indexed compensation expense) for the three and nine months ended September 30, 2015 over the comparable 2014 periods was primarily due to increased salaries, benefits and other costs associated with the growth in the segment.

Equity-Indexed Compensation Expense. On a consolidated basis across all segments, equity-indexed compensation expense decreased for the three and nine months ended September 30, 2015 compared to the same periods in 2014 primarily due to the impact of the decrease in unit price during each of the 2015 periods compared to the impact of the change in unit price during the 2014 periods.

Allocations of equity-indexed compensation expense vary over time (i) between field operating costs and general and administrative expenses and (ii) between segments and could result in variances in those expense categories or segments that differ from the consolidated variance explanations above. See Note 16 to our Consolidated Financial Statements included in Part IV of our 2014 Annual Report on Form 10-K for additional information regarding our equity-indexed compensation plans.

Equity Earnings in Unconsolidated Entities. The favorable variance in equity earnings in unconsolidated entities for the three and nine months ended September 30, 2015 compared to the three and nine months ended September 30, 2014 was primarily driven by (i) earnings from our 50% interest in BridgeTex, which we acquired in November 2014, and (ii) increased throughput on the Eagle Ford pipeline as a result of increased crude oil production in that region, as discussed in “Net Operating Revenues and Volumes” above. The nine-month comparative period was further favorably impacted by increased throughput on the White Cliffs pipeline due to an expansion of the pipeline that was placed into service in July 2014.

Maintenance Capital. Maintenance capital consists of capital expenditures for the replacement of partially or fully depreciated assets in order to maintain the operating and/or earnings capacity of our existing assets. The decrease in maintenance capital for the nine months ended September 30, 2015 compared to the nine months ended September 30, 2014 was primarily due to a reclassification of certain maintenance capital costs from our Facilities segment during the 2014 period. In addition, increased spending on integrity and repair activities was largely offset by the impact of the depreciation of CAD relative to USD.

Facilities Segment

Our Facilities segment operations generally consist of fee-based activities associated with providing storage, terminalling and throughput services for crude oil, refined products, NGL and natural gas, as well as NGL fractionation and isomerization services and natural gas and condensate processing services. The Facilities segment generates revenue through a combination of month-to-month and multi-year agreements and processing arrangements. Revenues and expenses from our Canadian based subsidiaries, which use the Canadian dollar as their functional currency, are translated at the prevailing average exchange rates for each month.

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The following tables set forth our operating results from our Facilities segment for the periods indicated:

Operating Results (1) (in millions, except per barrel data)	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Favorable/ (Unfavorable) Variance $	Favorable/ (Unfavorable) Variance %	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014	Favorable/ (Unfavorable) Variance $	Favorable/ (Unfavorable) Variance %
Revenues	$ 263	$ 281	$ (18)	(6)%	$ 789	$ 858	$ (69)	(8)%
Natural gas related storage costs	(7)	(9)	2	22%	(17)	(47)	30	64%
Field operating costs (2)	(96)	(104)	8	8%	(284)	(307)	23	7%
Equity-indexed compensation (expense)/benefit - operations	1	(1)	2	200%	(1)	(4)	3	75%
Segment general and administrative expenses (2) (3)	(17)	(16)	(1)	(6)%	(50)	(46)	(4)	(9)%
Equity-indexed compensation (expense)/benefit - general and administrative	2	(4)	6	150%	(5)	(19)	14	74%
Segment profit	$ 146	$ 147	$ (1)	(1)%	$ 432	$ 435	$ (3)	(1)%
Maintenance capital	$ 16	$ 19	$ 3	16%	$ 48	$ 34	$ (14)	(41)%
Segment profit per barrel	$ 0.39	$ 0.40	$ (0.01)	(3)%	$ 0.38	$ 0.40	$ (0.02)	(5)%

Volumes (4)	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Favorable/ (Unfavorable) Variance Volumes	Favorable/ (Unfavorable) Variance %	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014	Favorable/ (Unfavorable) Variance Volumes	Favorable/ (Unfavorable) Variance %
Crude oil, refined products and NGL terminalling and storage (average monthly capacity in millions of barrels)	100	95	5	5%	99	95	4	4%
Rail load / unload volumes (average volumes in thousands of barrels per day)	231	241	(10)	(4)%	223	232	(9)	(4)%
Natural gas storage (average monthly working capacity in billions of cubic feet)	97	97	—	— %	97	97	—	— %
NGL fractionation (average volumes in thousands of barrels per day)	98	104	(6)	(6)%	101	94	7	7%
Facilities segment total (average monthly volumes in millions of barrels) (5)	126	121	5	4%	126	121	5	4%

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

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

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

(4) Volumes associated with assets employed through acquisitions and capital expansion projects represent total volumes for the number of months we employed the assets divided by the number of months in the period.

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

The following is a discussion of items impacting Facilities segment profit and segment profit per barrel for the periods indicated.

Net Operating Revenues and Volumes. As noted in the table above, our Facilities segment revenues, less storage related costs, decreased by $16 million and $39 million for the three and nine months ended September 30, 2015, respectively, compared to the same periods in 2014, while total volumes for each of the comparative periods presented increased. Our Facilities segment results for the comparative periods were impacted by:

· Rail Terminals — For the three and nine months ended September 30, 2015, revenues from our rail activities decreased by $6 million and $16 million, respectively, due to lower volumes and lower rail fees related to the movement of certain volumes of Bakken crude oil, partially offset by revenues from our Bakersfield rail terminal that came online in the fourth quarter of 2014.

· Natural Gas Storage — Net revenues from our natural gas storage activities decreased by $5 million and $9 million for the three and nine month comparative periods, respectively, primarily due to declines in market rates for natural gas storage during the 2015 periods resulting in lower rates on new contracts replacing expiring contracts and reduced hub services opportunities.

· Gulf Coast Gas Processing — Revenues from our Gulf Coast gas processing activities decreased by $3 million and $10 million for the three and nine months ended September 30, 2015, respectively, compared to the three and nine months ended September 30, 2014, primarily due to lower volumes and decreased margins driven by lower commodity prices.

· NGL Storage, NGL Fractionation and Canadian Gas Processing — Revenues from our NGL storage, NGL fractionation and Canadian gas processing activities decreased by $3 million and $7 million for the three and nine month comparative periods presented, respectively. Such decreases were primarily due to unfavorable foreign currency impacts of $13 million and $30 million for the three and nine month comparative periods, respectively, due to the depreciation of CAD relative to USD, which offset revenue increases from higher facility fees for the 2015 periods. These impacts were largely offset in our Supply and Logistics segment results. The nine-month comparative period was further unfavorably impacted by lower physical processing gains related to component mix at our fractionation facilities and significantly lower NGL prices during 2015.

NGL fractionation volumes increased for the nine-month comparative period due to higher NGL supply volumes from western Canada; however, volumes decreased for the three-month comparative period due to a facility outage. Such volume variances did not have a corresponding impact on revenue as the impacted facilities charge a fixed monthly fee.

Field Operating Costs. Field operating costs (excluding equity-indexed compensation expense) decreased for the three and nine months ended September 30, 2015 compared to the three and nine months ended September 30, 2014 primarily due to a decrease in maintenance and repair costs and favorable foreign exchange impacts of $6 million and $15 million for the three and nine month comparative periods, respectively, partially offset by higher salary and related expenses. In addition, the nine month 2015 period was impacted by lower gas and power costs largely associated with our NGL fractionation and Canadian natural gas processing activities.

Maintenance Capital. The decrease in maintenance capital for the three months ended September 30, 2015 compared to the three months ended September 30, 2014 was primarily due to timing of tank and facility projects.

The increase in maintenance capital for the nine months ended September 30, 2015 compared to the nine months ended September 30, 2014 was primarily due to various tank and facility projects and timing of equipment replacements. The nine month comparative period was also impacted by a change in classification of certain maintenance capital costs to our Transportation segment in the second quarter of 2014.

Supply and Logistics Segment

Our revenues from supply and logistics activities reflect the sale of gathered and bulk-purchased crude oil, as well as sales of NGL volumes purchased from suppliers and natural gas sales attributable to the activities performed by our natural gas storage commercial optimization group. Generally, we expect our segment profit to increase or decrease directionally with (i) increases or decreases in our Supply and Logistics segment volumes (which consist of lease gathering crude oil purchase volumes and NGL sales volumes), (ii) demand for lease gathering services we provide producers and (iii) the overall volatility and strength or weakness of market conditions and the allocation of our assets among our various risk management strategies. In addition, the execution of our risk management strategies in conjunction with our assets can provide upside in certain markets. We do not anticipate that future changes in revenues resulting from variances in commodity prices will be a primary driver of segment profit.

The following tables set forth our operating results from our Supply and Logistics segment for the periods indicated:

Operating Results (1)	Three Months Ended September 30,		Favorable/ (Unfavorable) Variance		Nine Months Ended September 30,		Favorable/ (Unfavorable) Variance	
(in millions, except per barrel data)	2015	2014	$	%	2015	2014	$	%
Revenues	$ 5,254	$ 10,793	$ (5,539)	(51)%	$ 17,238	$ 33,021	$ (15,783)	(48)%
Purchases and related costs (2)	(5,032)	(10,488)	5,456	52%	(16,553)	(32,041)	15,488	48%
Field operating costs (3)	(110)	(122)	12	10%	(338)	(340)	2	1%
Equity-indexed compensation expense - operations	—	—	—	— %	—	(2)	2	100%
Segment general and administrative expenses (3) (4)								