Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2021

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021

A This return/report is for:
- ☐ a multiemployer plan
- ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- ☒ a single-employer plan
- ☐ a DFE (specify) ____

B This return/report is:
- ☐ the first return/report
- ☐ the final return/report
- ☐ an amended return/report
- ☐ a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ ☐

D Check box if filing under:
- ☒ Form 5558
- ☐ automatic extension
- ☐ the DFVC program
- ☐ special extension (enter description)

E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. . . . . ▶ ☐

Part II Basic Plan Information—enter all requested information

1a Name of plan
PLAINS ALL AMERICAN 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 07/01/2001

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
PLAINS ALL AMERICAN GP LLC

333 CLAY STREET
SUITE 1900
HOUSTON, TX 77002

2b Employer Identification Number (EIN) 76-0680801

2c Plan Sponsor's telephone number 713-646-4100

2d Business code (see instructions) 486000

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2022	MEGAN SWIERC
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
a Sponsor's name
c Plan Name

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	4046
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	3242
a(2) Total number of active participants at the end of the plan year	**6a(2)**	2925
b Retired or separated participants receiving benefits	**6b**	26
c Other retired or separated participants entitled to future benefits	**6c**	846
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	3797
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	6
f Total. Add lines **6d** and **6e**	**6f**	3803
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3380
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[X]	1	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2021 Form M-1 annual report. If the plan was not required to file the 2021 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2021

This Form is Open to Public Inspection

For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021

A Name of plan
PLAINS ALL AMERICAN 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PLAINS ALL AMERICAN GP LLC

D Employer Identification Number (EIN)
76-0680801

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
NEW YORK LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
13-5582869	66915	GA32128	978	01/01/2021	12/31/2021

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	62215760

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	0
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	0
d	Total of balance and additions (add lines **7b** and **7c(6)**)			**7d**	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** ☐ Health (other than dental or vision)
- **b** ☐ Dental
- **c** ☐ Vision
- **d** ☐ Life insurance
- **e** ☐ Temporary disability (accident and sickness)
- **f** ☐ Long-term disability
- **g** ☐ Supplemental unemployment
- **h** ☐ Prescription drug
- **i** ☐ Stop loss (large deductible)
- **j** ☐ HMO contract
- **k** ☐ PPO contract
- **l** ☐ Indemnity contract
- **m** ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2021** **This Form is Open to Public Inspection.**

For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021

A Name of plan	**B** Three-digit plan number (PN) ▶
PLAINS ALL AMERICAN 401(K) PLAN	001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
PLAINS ALL AMERICAN GP LLC	76-0680801

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 64 65	RECORDKEEPER	241878	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

CAPTRUST FINANCIAL ADVISORS

26-0058143

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	CONSULTANT	92500	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III	**Termination Information on Accountants and Enrolled Actuaries (see instructions)** (complete as many entries as needed)

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2021

This Form is Open to Public Inspection.

For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021

A Name of plan
PLAINS ALL AMERICAN 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
PLAINS ALL AMERICAN GP LLC

D Employer Identification Number (EIN)
76-0680801

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: STABLE VALUE ACCOUNT

b Name of sponsor of entity listed in (a): NEW YORK LIFE INSURANCE COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
13-5582869-125	P	62215760

a Name of MTIA, CCT, PSA, or 103-12 IE: WF STABLE FUND C

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
52-2250946-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: GROWTH MAP

b Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY SERVICES

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-3773972-183	C	5168216

a Name of MTIA, CCT, PSA, or 103-12 IE: INCOME MAP

b Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY SERVICES

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-3745190-180	C	1557255

a Name of MTIA, CCT, PSA, or 103-12 IE: MODERATE MAP

b Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY SERVICES

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-3768480-182	C	5863590

a Name of MTIA, CCT, PSA, or 103-12 IE: AGGRESSIVE MAP

b Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY SERVICES

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-3787800-184	C	4027456

a Name of MTIA, CCT, PSA, or 103-12 IE: CONSERVATIVE MAP

b Name of sponsor of entity listed in (a): WILMINGTON TRUST FIDUCIARY SERVICES

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
46-3750663-181	C	9119627

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II **Information on Participating Plans (to be completed by DFEs)**
(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2021

This Form is Open to Public Inspection

For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021

A Name of plan
PLAINS ALL AMERICAN 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PLAINS ALL AMERICAN GP LLC

D Employer Identification Number (EIN)
76-0680801

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	289703	0
(2) Participant contributions	1b(2)	371067	0
(3) Other	1b(3)	57542	77713
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	621	197106
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	10201853	9389521
(9) Value of interest in common/collective trusts	1c(9)	84011270	25736144
(10) Value of interest in pooled separate accounts	1c(10)	5186532	62215760
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	468905198	519863990
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

			(a) Beginning of Year	**(b)** End of Year
1d	Employer-related investments:			
	(1) Employer securities	**1d(1)**	0	0
	(2) Employer real property	**1d(2)**	0	0
e	Buildings and other property used in plan operation	**1e**	0	0
f	Total assets (add all amounts in lines 1a through 1e)	**1f**	569023786	617480234
	Liabilities			
g	Benefit claims payable	**1g**	0	0
h	Operating payables	**1h**	0	0
i	Acquisition indebtedness	**1i**	0	0
j	Other liabilities	**1j**	366	15100
k	Total liabilities (add all amounts in lines 1g through1j)	**1k**	366	15100
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	569023420	617465134

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		**(a)** Amount	**(b)** Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	**2a(1)(A)**	17181009	
	(B) Participants	**2a(1)(B)**	24596959	
	(C) Others (including rollovers)	**2a(1)(C)**	2471071	
	(2) Noncash contributions	**2a(2)**	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		44249039
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**	3826	
	(B) U.S. Government securities	**2b(1)(B)**	0	
	(C) Corporate debt instruments	**2b(1)(C)**	0	
	(D) Loans (other than to participants)	**2b(1)(D)**	0	
	(E) Participant loans	**2b(1)(E)**	482054	
	(F) Other	**2b(1)(F)**	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		485880
	(2) Dividends: **(A)** Preferred stock	**2b(2)(A)**	0	
	(B) Common stock	**2b(2)(B)**	0	
	(C) Registered investment company shares (e.g. mutual funds)	**2b(2)(C)**	22564613	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		22564613
	(3) Rents	**2b(3)**		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**	0	
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	**2b(4)(C)**		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**	0	
	(B) Other	**2b(5)(B)**	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3018362
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		910782
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		59844372
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		131073048
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	82267066	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		82267066
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		29889
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	334379	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		334379
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		82631334
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		48441714
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unmodified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) [X] DOL Regulation 2520.103-8 **(2)** [ ] DOL Regulation 2520.103-12(d) **(3)** [ ] neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: WEAVER AND TIDWELL, LLP **(2)** EIN: 75-0786316

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		2198199

			Yes	No	Amount
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	**4n**		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No

If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2021

This Form is Open to Public Inspection.

For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021

A Name of plan
PLAINS ALL AMERICAN 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
PLAINS ALL AMERICAN GP LLC

D Employer Identification Number (EIN)
76-0680801

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... | **1** |

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year ..... | **3** |

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... | **6a** |

b Enter the amount contributed by the employer to the plan for this plan year ..... | **6b** |

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... | **6c** |

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	**14a**	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14b**	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

20 **PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____

Plains All American 401(k) Plan

Financial Statements and Supplemental Schedules
December 31, 2021 and 2020

Plains All American 401(k) Plan
Index

	Page(s)
Independent Auditor's Report	1-3
Financial Statements	
Statements of Net Assets Available for Benefits December 31, 2021 and 2020	4
Statement of Changes in Net Assets Available for Benefits December 31, 2021	5
Notes to Financial Statements December 31, 2021 and 2020	6-11
Supplemental Schedules*	
Schedule H, Line 4i-Schedule of Assets (Held at End of Year) December 31, 2021	12-14
Schedule H, Line 4a-Schedule of Delinquent Participant Contributions December 31, 2021	15

*Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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Assurance • Tax • Advisory

Independent Auditor's Report

To the Administrative Committee of the
Plains All American 401(k) Plan
Houston, Texas

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the financial statements of Plains All American 401(k) Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021 and 2020, and the related statement of changes in net assets available for benefits for the years ended December 31, 2021, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certification from a qualified institution as of and for the years ended December 31, 2021 and 2020, stating that the certified investment information, as described in Note 8 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (US GAAP).
- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with US GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued (or when applicable, one year after the date the financial statements are available to be issued).

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the *Scope and Nature of the ERISA Section 103(a)(3)(C) Audit* section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgement made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

The Administrative Committee of the
Plains All American 401(k) Plan

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of US GAAP.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with US GAAP.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter — Supplementary Information Required by ERISA

The supplementary information listed in the table of contents as of and for the years ended December 31, 2021 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplementary information, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with US GAAS. For information included in the supplementary information that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplementary information, we evaluated whether the supplementary information, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

- the form and content of the supplementary information, other than the information in the supplementary information that agrees to or is derived from the certified investment information, are presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplementary information related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Houston, Texas
October 12, 2022

Plains All American 401(k) Plan
Statements of Net Assets Available for Benefits
As of December 31, 2021 and 2020

	2021	2020
ASSETS		
Investments at fair value (Notes 2 and 3)	$ 608,075,613	$ 558,160,797
Receivables:		
Employee contributions receivable	-	371,067
Employer contributions receivable	-	289,703
Notes receivable from participants	9,389,521	10,201,853
Total receivables	9,389,521	10,862,623
Net assets available for benefits	$ 617,465,134	$ 569,023,420

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

Plains All American 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year ended December 31, 2021

Additions to net assets attributed to:		
Investment gain:		
Net appreciation in fair value of investments	$	63,777,341
Dividends		22,564,613
Interest income on notes receivable from participants		482,054
Total investment gain		86,824,008
Contributions:		
Participant		24,596,959
Employer		17,181,009
Rollovers		2,471,071
Total contributions		44,249,039
Total additions		131,073,047
Deductions from net assets attributed to:		
Benefits paid to participants		82,267,066
Administrative expenses		334,378
Deemed distributions of participant loans		29,889
Total deductions		82,631,333
Net increase in net assets available for benefits		48,441,714
Net assets available for benefits:		
Beginning of year		569,023,420
End of year	$	617,465,134

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

Note 1 - Plan Description

The following description of the Plains All American 401(k) Plan (the "Plan") provides only general information about the Plan's provisions in effect for the Plan years ended December 31, 2021 and 2020. Participants should refer to the Plan document and the Plan's summary description for a more complete description of the Plan's provisions. As used in this document, the terms "we", "us", "our", "ours" and similar terms refer to the Plan unless the context indicates otherwise.

General

The Plan was adopted, effective July 1, 2001, by Plains All American GP LLC (the "Company") to establish a savings and retirement plan for the exclusive benefit of the Company's employees and their beneficiaries. The Plan is a defined contribution plan in which all eligible employees of the Company may participate. An eligible employee is generally one that has completed their first hour of employment. The Plan satisfies the requirements of a Safe Harbor 401(k) Plan and is therefore exempt from the actual deferral and contribution percentage discrimination testing requirements. The Plan, as amended, is qualified under Section 401(a) of the Internal Revenue Code ("IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

The Company serves as Plan Administrator. The Board of Directors of the Company has delegated responsibility for administrative activities to a committee, which consisted of three Company employees for both the Plan years ended December 31, 2021 and 2020.

Fidelity Investments Institutional ("Fidelity" or "Trustee"), the service provider (trustee, custodian, recordkeeper, and fund manager) of the Plan assets, maintains an account for each participant. Prior to August 6, 2020, the Plan's service provider was Wells Fargo Bank N.A.

Contributions

Participants may elect to contribute up to 75% of their pre-tax annual compensation, which cannot exceed the annual dollar limit allowed by the IRC of $19,500 in 2021 and 2020. On behalf of each participant, the Company contributes to the Plan an amount equal to 100% of each participant's contributions up to 6% of the participant's annual compensation, subject to applicable Internal Revenue Service ("IRS") limitations ("Company Matching Contributions"). Participants who attained at least fifty years of age during the year could make additional contributions from their eligible pre-tax annual compensation ("catch-up contributions") to the Plan of up to $6,500 in 2021 and 2020, as allowed by the IRC. The Plan also accepts rollover contributions from other qualified retirement plans. Participants in the Plan determine the allocation of their balance and contributions among the available investment funds. Company Matching Contributions are invested in the Plan in accordance with each individual participant's contribution allocation.

Participant Accounts

Each participant's account is credited with the participant's contributions, including rollover contributions, Company Matching Contributions, and an allocation of the earnings of each fund in which the participant has invested. Participant accounts are charged with an allocation of administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as applicable.

Vesting

Participants are always 100% vested in their Plan account balances.

Notes Receivable from Participants ("Loans")

Loans are permitted under the provisions of the Plan. In connection with such loans, the Plan requires (1) the securing of such loans by a portion of the participant's Plan account balance, (2) a reasonable rate of interest and (3) a fixed repayment schedule. The Plan limits loans to the lesser of 50% of the participant's Plan account balance or $50,000 and the repayment term cannot exceed five years. However, the five-year limit does not apply if the participant uses the loan to buy their principal residence, in which case the limit is then extended to thirty years. All loans must be for a minimum of $1,000.

Pursuant to the Coronavirus Aid, Relief, and Economic Security Act (the CARES Act) that was signed into law on March 27, 2020, Plan participants could request a delay of note repayments for amounts due between March 27, 2020 and December 31, 2020. The ability to request a delay in note repayments under the CARES Act ceased as of December 31, 2020.

Payment of Benefits
Participants are eligible to receive their Plan account balance through a single lump sum payment or installment payments equal to the value of the participants vested value upon retirement, disability, death, or termination of employment. The majority of distributions and withdrawals are subject to a mandatory 20% federal income tax withholding requirement. Withdrawals from a participant's account while such participant is an employee of the Company will be permitted in cases of hardship as defined by the Plan.

Pursuant to the CARES Act, the Plan permits participants to request up to $100,000 in coronavirus-related distributions, with repayment terms of up to three years. The ability to request coronavirus-related distributions under the CARES Act ceased as of December 31, 2020.

Plan Termination
The Company has the right to amend or terminate the Plan at any time, subject to the provisions of ERISA.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting
The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with United States generally accepted accounting principles ("U.S. GAAP").

Use of Estimates
The preparation of the Plan's financial statements in conformity with U.S. GAAP requires that the Plan's Administrator make certain estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Because of inherent uncertainties in this process, actual results could differ from those estimates.

Investment Valuation and Income Recognition
The Plan's investments are reported at fair value as described in Note 3. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net change in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation/(depreciation) on those investments during the period.

Notes Receivable from Participants
Loans made to participants are reflected as notes receivable from participants on the Statements of Net Assets Available for Benefits. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest on the Statements of Net Assets Available for Benefits.

Plan Expenses
At the option of the Company, expenses related to the administration of the Plan and managing the funds may be paid by either the Plan or the Company. For the year ended 2021, trust, administration, and fiduciary fees of $334,378 were paid by the Plan.

Payment of Benefits
Benefits payments to participants are recorded when paid.

Recent Accounting Pronouncements
In August 2018, the Financial Accounting Standards Board ("FASB") issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework— Changes to the Disclosure Requirements for Fair Value Measurement, modifying the disclosure requirements on fair value measurements in Topic 820. This guidance is effective for interim and annual periods beginning after December 15, 2019, with early adoption permitted. We adopted this guidance effective January 1, 2020 and applied the guidance to applicable disclosures.

Note 3 - Fair Value Measurements

The FASB's ASC provides the framework for measuring and reporting investments at fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation methodology used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

> ***Level 1*** - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
> ***Level 2*** - Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
> ***Level 3*** - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The valuation methodologies used for the Plan's major investment types measured at fair value are as follows:

- **Mutual funds:** Valued at quoted market prices of shares held by the Plan at year end. Accordingly, the fair value is established using Level 1 inputs.
- **Common/collective trusts:** The common/collective trusts, which are stable return funds, invest in investment contracts and security-backed contracts. An investment contract is a contract issued by a financial institution to provide a stated rate of return to the buyer of the contract for a specified period of time. The estimated fair value of the common/collective trusts is Net Asset Value ("NAV"). The use of NAV as fair value is deemed appropriate as the common/collective trust funds do not have finite lives, unfunded commitments, or significant restrictions on redemptions.
- **Pooled Separate Fund:** The pooled separate fund is held through a New York Life Anchor Account and has a fixed and stated rate of return. The estimated fair value of the pooled separate fund is NAV, which is determined by taking the anchor account's total fund assets netted against the total fund liabilities. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value.

The tables below set forth by level within the fair value hierarchy the Plan's assets at fair value as of December 31, 2021 and 2020. There were no transfers between levels for either year.

	As of December 31, 2021			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 520,061,096	$ -	$ -	$ 520,061,096
Investments measured at net asset value [(a)]	-	-	-	88,014,517
Total investments, at fair value	$ 520,061,096	$ -	$ -	$ 608,075,613

	As of December 31, 2020			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 468,905,819	$ -	$ -	$ 468,905,819
Investments measured at net asset value [(a)]	-	-	-	89,254,978
Total investments, at fair value	$ 468,905,819	$ -	$ -	$ 558,160,797

(a) In accordance with ASC Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the Statements of Net Assets Available for Benefits.

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient:

December 31, 2021	Fair Value	Underfunded Commitments	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Common/Collective Trusts	$ 25,736,144	$ -	Daily	None
Pooled Separate Fund	62,278,373	$ -	Daily	None
Total Investments Measured at Net Asset Value	$ 88,014,517			

December 31, 2020	Fair Value	Underfunded Commitments	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Common/Collective Trusts	$ 84,011,270	$ -	Daily	None
Pooled Separate Fund	5,243,708	$ -	Daily	None
Total Investments Measured at Net Asset Value	$ 89,254,978			

Note 4 - Federal Income Tax Status

The Plan obtained its latest determination letter in January 2018, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable IRC requirements and is qualified under Section 401(a) of the IRC and therefore is exempt from taxation under Section 501(a) of the IRC. In IRS Rev. Proc. 2020-4, as updated by IRS Rev. Proc. 2022-4, a determination letter issued on or after January 4, 2016 will not include an expiration date. For 2021, the Plan has not been amended since receiving the January 2018 determination letter and thus the determination issued to the Company remains effective and does not have an expiration date.

U.S. GAAP requires that the Plan Administrator evaluate tax positions taken by the Plan and that a tax liability (or asset) be recognized if the Plan has taken an uncertain position for which it is more likely than not would not be sustained upon examination by the applicable taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2021, there were no uncertain positions taken.

Note 5 - Risks and Uncertainties

The Plan invests in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Note 6 - Party-In-Interest Transactions

Certain Plan investments are managed by Fidelity, and therefore transactions related to these investments qualify as party-in-interest transactions. Participants may direct investment of their plan balances into various index funds where the Trustee is responsible for managing the investments in participant accounts. Transactions related to these investments also qualify as party-in-interest transactions. Any purchases and sales of all such investments are open market transactions at fair market value. Consequently, such transactions are exempt from the prohibition of party-in-interest transactions under ERISA. Additionally, notes receivable from participants qualify as party in interest transactions. These transactions are also exempt from the prohibition of party-in-interest transactions under ERISA as the underlying loans are adequately secured, bear a reasonable rate of interest, and are available to all Participants in accordance with the Plan's summary description.

Note 7 - Rollover Contributions

From time to time, the Plan receives rollover contributions in cash from various qualified plans on behalf of participants. The Plan received rollover contributions of $2,471,071 for the year ended December 31, 2021, which is included in the "Rollovers" line item on the Statement of Changes in Net Assets Available for Benefits.

Note 8 - Information Certified by Trustee

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

	December 31,	
Net Assets Available for Benefits:	**2021**	**2020**
Total investments, at fair value	$ 608,075,613	$ 558,160,797
Notes receivable from participants	9,389,521	10,201,853

	Year Ended December 31,
Changes in Net Assets Available for Benefits:	**2021**
Net appreciation in fair value of investments	$ 63,777,341
Dividends	22,564,613
Interest income on notes receivable from participants	482,054

Fidelity Investments held the Plan's investment assets and executed investment transactions from August 6, 2020 to December 31, 2020 and Wells Fargo Bank N.A. held the Plan's investment assets and executed investment transactions as of and for the period from January 1, 2020 to August 5, 2020.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

Note 9 - Subsequent Events

The Company has evaluated subsequent events through October 12, 2022, the date the financial statements were available to be issued. We did not identify any subsequent events or transactions after the balance sheet date through October 12, 2022, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

Plains All American 401(k) Plan
Schedule H, Line 4i-Schedule of Assets (Held at End of Year)
As of December 31, 2021

Identity of Issue	Number of Shares or Units		Value [1]
COMMON/COLLECTIVE TRUST FUNDS			
Aggressive Managed Account Portfolio	172,334		$ 4,027,456
Conservative Managed Account Portfolio	522,615		9,119,628
Growth Managed Account Portfolio	231,967		5,168,216
Income Managed Account Portfolio	103,817		1,557,254
Moderate Managed Account Portfolio	294,209		5,863,590
Total common/collective trust funds			25,736,144
MUTUAL FUNDS			
American Balanced Fund Class R-6	2,253,529		75,448,154
American Funs EuroPacific Growth Class R-6	237,983		15,404,666
American Century Equity Income Fund R6 Class	2,668,304		26,336,156
Delaware Small Cap Value Fund Class R6	245,539		20,026,194
Fidelity 500 Index Fund [2]	561,927		92,897,744
Fidelity Extended Market Index Fund [2]	224,233		19,555,361
Fidelity Government Money Market Fund [2]	3		3
Fidelity Government Money Market Fund Class K6 [2]	197,103		197,103
Fidelity Total International Index Fund [2]	71,671		1,027,768
Fidelity U.S. Bond Index Fund [2]	173,130		2,074,097
John Hancock Funds Disciplined Value Mid Cap Fund Class R6	638,824		17,669,883
MFS International Growth Fund Class R6	192,635		8,408,518
PGIM Total Return Bond Fund Class R6	1,932,721		28,005,134
Principal Midcap Fund Class R-6	1,134,753		47,489,396
T.Rowe Price Large-Cap Growth Fund I Class	747,108		54,927,378
Vanguard Explorer Fund Admiral Shares	157,771		18,784,231
Vanguard Institutional Target Retirement 2015	14,125		348,318
Vanguard Institutional Target Retirement 2020	322,062		8,795,513
Vanguard Institutional Target Retirement 2025	592,292		17,389,681
Vanguard Institutional Target Retirement 2030	380,450		11,664,611
Vanguard Institutional Target Retirement 2035	471,214		14,979,894
Vanguard Institutional Target Retirement 2040	303,104		9,999,399
Vanguard Institutional Target Retirement 2045	239,474		8,158,890
Vanguard Institutional Target Retirement 2050	216,340		7,411,820
Vanguard Institutional Target Retirement 2055	221,488		7,608,101
Vanguard Institutional Target Retirement 2060	13,879		478,688
Vanguard Institutional Target Retirement 2065	6,229		196,947
Vanguard Institutional Target Retirement	193,262		4,777,448
Total mutual funds			520,061,096
POOLED SEPERATE FUND			
New York Life Anchor Account			62,278,373
Total pooled separate fund			62,278,373
Total Investments			608,075,613
Employee Contributions Receivable			
Employer Contributions Receivable			
Notes Receivable From Participants			
Notes receivable from participants, 1 to 30 year maturities, rates from 4.25% to 6.50% [1][2]			9,389,521
Total Receivables			9,389,521
Total			**$ 617,465,134**

Plains All American 401(k) Plan
Schedule H, Line 4i-Schedule of Assets (Held at End of Year)
As of December 31, 2021

1) Amounts are presented at fair value. See Note 3 within our Notes to Financial Statements for required fair value measurement disclosures.
2) Denotes party-in-interest as defined by ERISA. See Note 6 within our Notes to Financial Statements for further party-in-interest disclosures.

The information in this schedule has been certified as to its completeness and accuracy by Fidelity.

Plains All American 401(k) Plan
Schedule H, Line 4a-Schedule of Delinquent Participant Contributions
As of December 31, 2021

	Participant Contributions Transferred Late to Plan	Total that Constitue Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Check here if late participant loan payments are included: ☑	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2020	$ 741,863	$ -	$ -	$ -	$ 741,863
2021	$ 2,198,199	$ 2,198,199	$ -	$ -	$ -

Plains All American 401(k) Plan

Financial Statements and Supplemental Schedules
December 31, 2021 and 2020

Plains All American 401(k) Plan
Index

	Page(s)
Independent Auditor's Report	1-3
Financial Statements	
Statements of Net Assets Available for Benefits December 31, 2021 and 2020	4
Statement of Changes in Net Assets Available for Benefits December 31, 2021	5
Notes to Financial Statements December 31, 2021 and 2020	6-11
Supplemental Schedules*	
Schedule H, Line 4i-Schedule of Assets (Held at End of Year) December 31, 2021	12-14
Schedule H, Line 4a-Schedule of Delinquent Participant Contributions December 31, 2021	15

*Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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Independent Auditor's Report

To the Administrative Committee of the
Plains All American 401(k) Plan
Houston, Texas

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the financial statements of Plains All American 401(k) Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021 and 2020, and the related statement of changes in net assets available for benefits for the years ended December 31, 2021, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certification from a qualified institution as of and for the years ended December 31, 2021 and 2020, stating that the certified investment information, as described in Note 8 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (US GAAP).
- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with US GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued (or when applicable, one year after the date the financial statements are available to be issued).

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the *Scope and Nature of the ERISA Section 103(a)(3)(C) Audit* section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgement made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

The Administrative Committee of the
Plains All American 401(k) Plan

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of US GAAP.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with US GAAP.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter — Supplementary Information Required by ERISA

The supplementary information listed in the table of contents as of and for the years ended December 31, 2021 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplementary information, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with US GAAS. For information included in the supplementary information that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplementary information, we evaluated whether the supplementary information, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

- the form and content of the supplementary information, other than the information in the supplementary information that agrees to or is derived from the certified investment information, are presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplementary information related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Houston, Texas
October 12, 2022

Plains All American 401(k) Plan
Statements of Net Assets Available for Benefits
As of December 31, 2021 and 2020

	2021	2020
ASSETS		
Investments at fair value (Notes 2 and 3)	$ 608,075,613	$ 558,160,797
Receivables:		
Employee contributions receivable	-	371,067
Employer contributions receivable	-	289,703
Notes receivable from participants	9,389,521	10,201,853
Total receivables	9,389,521	10,862,623
Net assets available for benefits	$ 617,465,134	$ 569,023,420

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

Plains All American 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year ended December 31, 2021

Additions to net assets attributed to:		
Investment gain:		
Net appreciation in fair value of investments	$	63,777,341
Dividends		22,564,613
Interest income on notes receivable from participants		482,054
Total investment gain		86,824,008
Contributions:		
Participant		24,596,959
Employer		17,181,009
Rollovers		2,471,071
Total contributions		44,249,039
Total additions		131,073,047
Deductions from net assets attributed to:		
Benefits paid to participants		82,267,066
Administrative expenses		334,378
Deemed distributions of participant loans		29,889
Total deductions		82,631,333
Net increase in net assets available for benefits		48,441,714
Net assets available for benefits:		
Beginning of year		569,023,420
End of year	$	617,465,134

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

Note 1 - Plan Description

The following description of the Plains All American 401(k) Plan (the "Plan") provides only general information about the Plan's provisions in effect for the Plan years ended December 31, 2021 and 2020. Participants should refer to the Plan document and the Plan's summary description for a more complete description of the Plan's provisions. As used in this document, the terms "we", "us", "our", "ours" and similar terms refer to the Plan unless the context indicates otherwise.

General

The Plan was adopted, effective July 1, 2001, by Plains All American GP LLC (the "Company") to establish a savings and retirement plan for the exclusive benefit of the Company's employees and their beneficiaries. The Plan is a defined contribution plan in which all eligible employees of the Company may participate. An eligible employee is generally one that has completed their first hour of employment. The Plan satisfies the requirements of a Safe Harbor 401(k) Plan and is therefore exempt from the actual deferral and contribution percentage discrimination testing requirements. The Plan, as amended, is qualified under Section 401(a) of the Internal Revenue Code ("IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

The Company serves as Plan Administrator. The Board of Directors of the Company has delegated responsibility for administrative activities to a committee, which consisted of three Company employees for both the Plan years ended December 31, 2021 and 2020.

Fidelity Investments Institutional ("Fidelity" or "Trustee"), the service provider (trustee, custodian, recordkeeper, and fund manager) of the Plan assets, maintains an account for each participant. Prior to August 6, 2020, the Plan's service provider was Wells Fargo Bank N.A.

Contributions

Participants may elect to contribute up to 75% of their pre-tax annual compensation, which cannot exceed the annual dollar limit allowed by the IRC of $19,500 in 2021 and 2020. On behalf of each participant, the Company contributes to the Plan an amount equal to 100% of each participant's contributions up to 6% of the participant's annual compensation, subject to applicable Internal Revenue Service ("IRS") limitations ("Company Matching Contributions"). Participants who attained at least fifty years of age during the year could make additional contributions from their eligible pre-tax annual compensation ("catch-up contributions") to the Plan of up to $6,500 in 2021 and 2020, as allowed by the IRC. The Plan also accepts rollover contributions from other qualified retirement plans. Participants in the Plan determine the allocation of their balance and contributions among the available investment funds. Company Matching Contributions are invested in the Plan in accordance with each individual participant's contribution allocation.

Participant Accounts

Each participant's account is credited with the participant's contributions, including rollover contributions, Company Matching Contributions, and an allocation of the earnings of each fund in which the participant has invested. Participant accounts are charged with an allocation of administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as applicable.

Vesting

Participants are always 100% vested in their Plan account balances.

Notes Receivable from Participants ("Loans")

Loans are permitted under the provisions of the Plan. In connection with such loans, the Plan requires (1) the securing of such loans by a portion of the participant's Plan account balance, (2) a reasonable rate of interest and (3) a fixed repayment schedule. The Plan limits loans to the lesser of 50% of the participant's Plan account balance or $50,000 and the repayment term cannot exceed five years. However, the five-year limit does not apply if the participant uses the loan to buy their principal residence, in which case the limit is then extended to thirty years. All loans must be for a minimum of $1,000.

Pursuant to the Coronavirus Aid, Relief, and Economic Security Act (the CARES Act) that was signed into law on March 27, 2020, Plan participants could request a delay of note repayments for amounts due between March 27, 2020 and December 31, 2020. The ability to request a delay in note repayments under the CARES Act ceased as of December 31, 2020.

Payment of Benefits
Participants are eligible to receive their Plan account balance through a single lump sum payment or installment payments equal to the value of the participants vested value upon retirement, disability, death, or termination of employment. The majority of distributions and withdrawals are subject to a mandatory 20% federal income tax withholding requirement. Withdrawals from a participant's account while such participant is an employee of the Company will be permitted in cases of hardship as defined by the Plan.

Pursuant to the CARES Act, the Plan permits participants to request up to $100,000 in coronavirus-related distributions, with repayment terms of up to three years. The ability to request coronavirus-related distributions under the CARES Act ceased as of December 31, 2020.

Plan Termination
The Company has the right to amend or terminate the Plan at any time, subject to the provisions of ERISA.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting
The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with United States generally accepted accounting principles ("U.S. GAAP").

Use of Estimates
The preparation of the Plan's financial statements in conformity with U.S. GAAP requires that the Plan's Administrator make certain estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Because of inherent uncertainties in this process, actual results could differ from those estimates.

Investment Valuation and Income Recognition
The Plan's investments are reported at fair value as described in Note 3. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net change in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation/(depreciation) on those investments during the period.

Notes Receivable from Participants
Loans made to participants are reflected as notes receivable from participants on the Statements of Net Assets Available for Benefits. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest on the Statements of Net Assets Available for Benefits.

Plan Expenses
At the option of the Company, expenses related to the administration of the Plan and managing the funds may be paid by either the Plan or the Company. For the year ended 2021, trust, administration, and fiduciary fees of $334,378 were paid by the Plan.

Payment of Benefits
Benefits payments to participants are recorded when paid.

Recent Accounting Pronouncements
In August 2018, the Financial Accounting Standards Board ("FASB") issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework— Changes to the Disclosure Requirements for Fair Value Measurement, modifying the disclosure requirements on fair value measurements in Topic 820. This guidance is effective for interim and annual periods beginning after December 15, 2019, with early adoption permitted. We adopted this guidance effective January 1, 2020 and applied the guidance to applicable disclosures.

Note 3 - Fair Value Measurements

The FASB's ASC provides the framework for measuring and reporting investments at fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation methodology used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

> ***Level 1*** - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
> ***Level 2*** - Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
> ***Level 3*** - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The valuation methodologies used for the Plan's major investment types measured at fair value are as follows:

- **Mutual funds:** Valued at quoted market prices of shares held by the Plan at year end. Accordingly, the fair value is established using Level 1 inputs.
- **Common/collective trusts:** The common/collective trusts, which are stable return funds, invest in investment contracts and security-backed contracts. An investment contract is a contract issued by a financial institution to provide a stated rate of return to the buyer of the contract for a specified period of time. The estimated fair value of the common/collective trusts is Net Asset Value ("NAV"). The use of NAV as fair value is deemed appropriate as the common/collective trust funds do not have finite lives, unfunded commitments, or significant restrictions on redemptions.
- **Pooled Separate Fund:** The pooled separate fund is held through a New York Life Anchor Account and has a fixed and stated rate of return. The estimated fair value of the pooled separate fund is NAV, which is determined by taking the anchor account's total fund assets netted against the total fund liabilities. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value.

The tables below set forth by level within the fair value hierarchy the Plan's assets at fair value as of December 31, 2021 and 2020. There were no transfers between levels for either year.

	As of December 31, 2021			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 520,061,096	$ -	$ -	$ 520,061,096
Investments measured at net asset value [(a)]	-	-	-	88,014,517
Total investments, at fair value	$ 520,061,096	$ -	$ -	$ 608,075,613

	As of December 31, 2020			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 468,905,819	$ -	$ -	$ 468,905,819
Investments measured at net asset value [(a)]	-	-	-	89,254,978
Total investments, at fair value	$ 468,905,819	$ -	$ -	$ 558,160,797

(a) In accordance with ASC Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the Statements of Net Assets Available for Benefits.

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient:

December 31, 2021	Fair Value	Underfunded Commitments	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Common/Collective Trusts	$ 25,736,144	$ -	Daily	None
Pooled Separate Fund	62,278,373	$ -	Daily	None
Total Investments Measured at Net Asset Value	$ 88,014,517			

December 31, 2020	Fair Value	Underfunded Commitments	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Common/Collective Trusts	$ 84,011,270	$ -	Daily	None
Pooled Separate Fund	5,243,708	$ -	Daily	None
Total Investments Measured at Net Asset Value	$ 89,254,978			

Note 4 - Federal Income Tax Status

The Plan obtained its latest determination letter in January 2018, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable IRC requirements and is qualified under Section 401(a) of the IRC and therefore is exempt from taxation under Section 501(a) of the IRC. In IRS Rev. Proc. 2020-4, as updated by IRS Rev. Proc. 2022-4, a determination letter issued on or after January 4, 2016 will not include an expiration date. For 2021, the Plan has not been amended since receiving the January 2018 determination letter and thus the determination issued to the Company remains effective and does not have an expiration date.

U.S. GAAP requires that the Plan Administrator evaluate tax positions taken by the Plan and that a tax liability (or asset) be recognized if the Plan has taken an uncertain position for which it is more likely than not would not be sustained upon examination by the applicable taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2021, there were no uncertain positions taken.

Note 5 - Risks and Uncertainties

The Plan invests in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Note 6 - Party-In-Interest Transactions

Certain Plan investments are managed by Fidelity, and therefore transactions related to these investments qualify as party-in-interest transactions. Participants may direct investment of their plan balances into various index funds where the Trustee is responsible for managing the investments in participant accounts. Transactions related to these investments also qualify as party-in-interest transactions. Any purchases and sales of all such investments are open market transactions at fair market value. Consequently, such transactions are exempt from the prohibition of party-in-interest transactions under ERISA. Additionally, notes receivable from participants qualify as party in interest transactions. These transactions are also exempt from the prohibition of party-in-interest transactions under ERISA as the underlying loans are adequately secured, bear a reasonable rate of interest, and are available to all Participants in accordance with the Plan's summary description.

Note 7 - Rollover Contributions

From time to time, the Plan receives rollover contributions in cash from various qualified plans on behalf of participants. The Plan received rollover contributions of $2,471,071 for the year ended December 31, 2021, which is included in the "Rollovers" line item on the Statement of Changes in Net Assets Available for Benefits.

Note 8 - Information Certified by Trustee

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

	December 31,	
Net Assets Available for Benefits:	**2021**	**2020**
Total investments, at fair value	$ 608,075,613	$ 558,160,797
Notes receivable from participants	9,389,521	10,201,853

	Year Ended December 31,
Changes in Net Assets Available for Benefits:	**2021**
Net appreciation in fair value of investments	$ 63,777,341
Dividends	22,564,613
Interest income on notes receivable from participants	482,054

Fidelity Investments held the Plan's investment assets and executed investment transactions from August 6, 2020 to December 31, 2020 and Wells Fargo Bank N.A. held the Plan's investment assets and executed investment transactions as of and for the period from January 1, 2020 to August 5, 2020.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

Note 9 - Subsequent Events

The Company has evaluated subsequent events through October 12, 2022, the date the financial statements were available to be issued. We did not identify any subsequent events or transactions after the balance sheet date through October 12, 2022, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

Plains All American 401(k) Plan
Schedule H, Line 4i-Schedule of Assets (Held at End of Year)
As of December 31, 2021

Identity of Issue	Number of Shares or Units		Value [1]
COMMON/COLLECTIVE TRUST FUNDS			
Aggressive Managed Account Portfolio	172,334		$ 4,027,456
Conservative Managed Account Portfolio	522,615		9,119,628
Growth Managed Account Portfolio	231,967		5,168,216
Income Managed Account Portfolio	103,817		1,557,254
Moderate Managed Account Portfolio	294,209		5,863,590
Total common/collective trust funds			25,736,144
MUTUAL FUNDS			
American Balanced Fund Class R-6	2,253,529		75,448,154
American Funs EuroPacific Growth Class R-6	237,983		15,404,666
American Century Equity Income Fund R6 Class	2,668,304		26,336,156
Delaware Small Cap Value Fund Class R6	245,539		20,026,194
Fidelity 500 Index Fund [2]	561,927		92,897,744
Fidelity Extended Market Index Fund [2]	224,233		19,555,361
Fidelity Government Money Market Fund [2]	3		3
Fidelity Government Money Market Fund Class K6 [2]	197,103		197,103
Fidelity Total International Index Fund [2]	71,671		1,027,768
Fidelity U.S. Bond Index Fund [2]	173,130		2,074,097
John Hancock Funds Disciplined Value Mid Cap Fund Class R6	638,824		17,669,883
MFS International Growth Fund Class R6	192,635		8,408,518
PGIM Total Return Bond Fund Class R6	1,932,721		28,005,134
Principal Midcap Fund Class R-6	1,134,753		47,489,396
T.Rowe Price Large-Cap Growth Fund I Class	747,108		54,927,378
Vanguard Explorer Fund Admiral Shares	157,771		18,784,231
Vanguard Institutional Target Retirement 2015	14,125		348,318
Vanguard Institutional Target Retirement 2020	322,062		8,795,513
Vanguard Institutional Target Retirement 2025	592,292		17,389,681
Vanguard Institutional Target Retirement 2030	380,450		11,664,611
Vanguard Institutional Target Retirement 2035	471,214		14,979,894
Vanguard Institutional Target Retirement 2040	303,104		9,999,399
Vanguard Institutional Target Retirement 2045	239,474		8,158,890
Vanguard Institutional Target Retirement 2050	216,340		7,411,820
Vanguard Institutional Target Retirement 2055	221,488		7,608,101
Vanguard Institutional Target Retirement 2060	13,879		478,688
Vanguard Institutional Target Retirement 2065	6,229		196,947
Vanguard Institutional Target Retirement	193,262		4,777,448
Total mutual funds			520,061,096
POOLED SEPERATE FUND			
New York Life Anchor Account			62,278,373
Total pooled separate fund			62,278,373
Total Investments			608,075,613
Employee Contributions Receivable			
Employer Contributions Receivable			
Notes Receivable From Participants			
Notes receivable from participants, 1 to 30 year maturities, rates from 4.25% to 6.50% [1][2]			9,389,521
Total Receivables			9,389,521
Total			**$ 617,465,134**

Plains All American 401(k) Plan
Schedule H, Line 4i-Schedule of Assets (Held at End of Year)
As of December 31, 2021

1) Amounts are presented at fair value. See Note 3 within our Notes to Financial Statements for required fair value measurement disclosures.
2) Denotes party-in-interest as defined by ERISA. See Note 6 within our Notes to Financial Statements for further party-in-interest disclosures.

The information in this schedule has been certified as to its completeness and accuracy by Fidelity.

Plains All American 401(k) Plan
Schedule H, Line 4a-Schedule of Delinquent Participant Contributions
As of December 31, 2021

	Participant Contributions Transferred Late to Plan	Total that Constitue Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Check here if late participant loan payments are included: ☑	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2020	$ 741,863	$ -	$ -	$ -	$ 741,863
2021	$ 2,198,199	$ 2,198,199	$ -	$ -	$ -

Plains All American 401(k) Plan

Financial Statements and Supplemental Schedules
December 31, 2021 and 2020

Plains All American 401(k) Plan
Index

	Page(s)
Independent Auditor's Report	1-3
Financial Statements	
Statements of Net Assets Available for Benefits December 31, 2021 and 2020	4
Statement of Changes in Net Assets Available for Benefits December 31, 2021	5
Notes to Financial Statements December 31, 2021 and 2020	6-11
Supplemental Schedules*	
Schedule H, Line 4i-Schedule of Assets (Held at End of Year) December 31, 2021	12-14
Schedule H, Line 4a-Schedule of Delinquent Participant Contributions December 31, 2021	15

*Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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Assurance • Tax • Advisory

Independent Auditor's Report

To the Administrative Committee of the
Plains All American 401(k) Plan
Houston, Texas

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the financial statements of Plains All American 401(k) Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021 and 2020, and the related statement of changes in net assets available for benefits for the years ended December 31, 2021, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certification from a qualified institution as of and for the years ended December 31, 2021 and 2020, stating that the certified investment information, as described in Note 8 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (US GAAP).
- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with US GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued (or when applicable, one year after the date the financial statements are available to be issued).

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the *Scope and Nature of the ERISA Section 103(a)(3)(C) Audit* section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgement made by a reasonable user based on the financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

The Administrative Committee of the
Plains All American 401(k) Plan

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of US GAAP.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with US GAAP.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter — Supplementary Information Required by ERISA

The supplementary information listed in the table of contents as of and for the years ended December 31, 2021 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplementary information, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with US GAAS. For information included in the supplementary information that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplementary information, we evaluated whether the supplementary information, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

- the form and content of the supplementary information, other than the information in the supplementary information that agrees to or is derived from the certified investment information, are presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplementary information related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

Houston, Texas
October 12, 2022

Plains All American 401(k) Plan
Statements of Net Assets Available for Benefits
As of December 31, 2021 and 2020

	2021	2020
ASSETS		
Investments at fair value (Notes 2 and 3)	$ 608,075,613	$ 558,160,797
Receivables:		
Employee contributions receivable	-	371,067
Employer contributions receivable	-	289,703
Notes receivable from participants	9,389,521	10,201,853
Total receivables	9,389,521	10,862,623
Net assets available for benefits	$ 617,465,134	$ 569,023,420

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

Plains All American 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year ended December 31, 2021

Additions to net assets attributed to:		
Investment gain:		
Net appreciation in fair value of investments	$	63,777,341
Dividends		22,564,613
Interest income on notes receivable from participants		482,054
Total investment gain		86,824,008
Contributions:		
Participant		24,596,959
Employer		17,181,009
Rollovers		2,471,071
Total contributions		44,249,039
Total additions		131,073,047
Deductions from net assets attributed to:		
Benefits paid to participants		82,267,066
Administrative expenses		334,378
Deemed distributions of participant loans		29,889
Total deductions		82,631,333
Net increase in net assets available for benefits		48,441,714
Net assets available for benefits:		
Beginning of year		569,023,420
End of year	$	617,465,134

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

Note 1 - Plan Description

The following description of the Plains All American 401(k) Plan (the "Plan") provides only general information about the Plan's provisions in effect for the Plan years ended December 31, 2021 and 2020. Participants should refer to the Plan document and the Plan's summary description for a more complete description of the Plan's provisions. As used in this document, the terms "we", "us", "our", "ours" and similar terms refer to the Plan unless the context indicates otherwise.

General

The Plan was adopted, effective July 1, 2001, by Plains All American GP LLC (the "Company") to establish a savings and retirement plan for the exclusive benefit of the Company's employees and their beneficiaries. The Plan is a defined contribution plan in which all eligible employees of the Company may participate. An eligible employee is generally one that has completed their first hour of employment. The Plan satisfies the requirements of a Safe Harbor 401(k) Plan and is therefore exempt from the actual deferral and contribution percentage discrimination testing requirements. The Plan, as amended, is qualified under Section 401(a) of the Internal Revenue Code ("IRC") and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

The Company serves as Plan Administrator. The Board of Directors of the Company has delegated responsibility for administrative activities to a committee, which consisted of three Company employees for both the Plan years ended December 31, 2021 and 2020.

Fidelity Investments Institutional ("Fidelity" or "Trustee"), the service provider (trustee, custodian, recordkeeper, and fund manager) of the Plan assets, maintains an account for each participant. Prior to August 6, 2020, the Plan's service provider was Wells Fargo Bank N.A.

Contributions

Participants may elect to contribute up to 75% of their pre-tax annual compensation, which cannot exceed the annual dollar limit allowed by the IRC of $19,500 in 2021 and 2020. On behalf of each participant, the Company contributes to the Plan an amount equal to 100% of each participant's contributions up to 6% of the participant's annual compensation, subject to applicable Internal Revenue Service ("IRS") limitations ("Company Matching Contributions"). Participants who attained at least fifty years of age during the year could make additional contributions from their eligible pre-tax annual compensation ("catch-up contributions") to the Plan of up to $6,500 in 2021 and 2020, as allowed by the IRC. The Plan also accepts rollover contributions from other qualified retirement plans. Participants in the Plan determine the allocation of their balance and contributions among the available investment funds. Company Matching Contributions are invested in the Plan in accordance with each individual participant's contribution allocation.

Participant Accounts

Each participant's account is credited with the participant's contributions, including rollover contributions, Company Matching Contributions, and an allocation of the earnings of each fund in which the participant has invested. Participant accounts are charged with an allocation of administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as applicable.

Vesting

Participants are always 100% vested in their Plan account balances.

Notes Receivable from Participants ("Loans")

Loans are permitted under the provisions of the Plan. In connection with such loans, the Plan requires (1) the securing of such loans by a portion of the participant's Plan account balance, (2) a reasonable rate of interest and (3) a fixed repayment schedule. The Plan limits loans to the lesser of 50% of the participant's Plan account balance or $50,000 and the repayment term cannot exceed five years. However, the five-year limit does not apply if the participant uses the loan to buy their principal residence, in which case the limit is then extended to thirty years. All loans must be for a minimum of $1,000.

Pursuant to the Coronavirus Aid, Relief, and Economic Security Act (the CARES Act) that was signed into law on March 27, 2020, Plan participants could request a delay of note repayments for amounts due between March 27, 2020 and December 31, 2020. The ability to request a delay in note repayments under the CARES Act ceased as of December 31, 2020.

Payment of Benefits
Participants are eligible to receive their Plan account balance through a single lump sum payment or installment payments equal to the value of the participants vested value upon retirement, disability, death, or termination of employment. The majority of distributions and withdrawals are subject to a mandatory 20% federal income tax withholding requirement. Withdrawals from a participant's account while such participant is an employee of the Company will be permitted in cases of hardship as defined by the Plan.

Pursuant to the CARES Act, the Plan permits participants to request up to $100,000 in coronavirus-related distributions, with repayment terms of up to three years. The ability to request coronavirus-related distributions under the CARES Act ceased as of December 31, 2020.

Plan Termination
The Company has the right to amend or terminate the Plan at any time, subject to the provisions of ERISA.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting
The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with United States generally accepted accounting principles ("U.S. GAAP").

Use of Estimates
The preparation of the Plan's financial statements in conformity with U.S. GAAP requires that the Plan's Administrator make certain estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Because of inherent uncertainties in this process, actual results could differ from those estimates.

Investment Valuation and Income Recognition
The Plan's investments are reported at fair value as described in Note 3. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net change in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation/(depreciation) on those investments during the period.

Notes Receivable from Participants
Loans made to participants are reflected as notes receivable from participants on the Statements of Net Assets Available for Benefits. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest on the Statements of Net Assets Available for Benefits.

Plan Expenses
At the option of the Company, expenses related to the administration of the Plan and managing the funds may be paid by either the Plan or the Company. For the year ended 2021, trust, administration, and fiduciary fees of $334,378 were paid by the Plan.

Payment of Benefits
Benefits payments to participants are recorded when paid.

Recent Accounting Pronouncements
In August 2018, the Financial Accounting Standards Board ("FASB") issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework— Changes to the Disclosure Requirements for Fair Value Measurement, modifying the disclosure requirements on fair value measurements in Topic 820. This guidance is effective for interim and annual periods beginning after December 15, 2019, with early adoption permitted. We adopted this guidance effective January 1, 2020 and applied the guidance to applicable disclosures.

Note 3 - Fair Value Measurements

The FASB's ASC provides the framework for measuring and reporting investments at fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation methodology used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

> ***Level 1*** - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
> ***Level 2*** - Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
> ***Level 3*** - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The valuation methodologies used for the Plan's major investment types measured at fair value are as follows:

- **Mutual funds:** Valued at quoted market prices of shares held by the Plan at year end. Accordingly, the fair value is established using Level 1 inputs.
- **Common/collective trusts:** The common/collective trusts, which are stable return funds, invest in investment contracts and security-backed contracts. An investment contract is a contract issued by a financial institution to provide a stated rate of return to the buyer of the contract for a specified period of time. The estimated fair value of the common/collective trusts is Net Asset Value ("NAV"). The use of NAV as fair value is deemed appropriate as the common/collective trust funds do not have finite lives, unfunded commitments, or significant restrictions on redemptions.
- **Pooled Separate Fund:** The pooled separate fund is held through a New York Life Anchor Account and has a fixed and stated rate of return. The estimated fair value of the pooled separate fund is NAV, which is determined by taking the anchor account's total fund assets netted against the total fund liabilities. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value.

The tables below set forth by level within the fair value hierarchy the Plan's assets at fair value as of December 31, 2021 and 2020. There were no transfers between levels for either year.

	As of December 31, 2021			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 520,061,096	$ -	$ -	$ 520,061,096
Investments measured at net asset value [(a)]	-	-	-	88,014,517
Total investments, at fair value	$ 520,061,096	$ -	$ -	$ 608,075,613

	As of December 31, 2020			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 468,905,819	$ -	$ -	$ 468,905,819
Investments measured at net asset value [(a)]	-	-	-	89,254,978
Total investments, at fair value	$ 468,905,819	$ -	$ -	$ 558,160,797

(a) In accordance with ASC Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the Statements of Net Assets Available for Benefits.

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient:

December 31, 2021	Fair Value	Underfunded Commitments	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Common/Collective Trusts	$ 25,736,144	$ -	Daily	None
Pooled Separate Fund	62,278,373	$ -	Daily	None
Total Investments Measured at Net Asset Value	$ 88,014,517			

December 31, 2020	Fair Value	Underfunded Commitments	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Common/Collective Trusts	$ 84,011,270	$ -	Daily	None
Pooled Separate Fund	5,243,708	$ -	Daily	None
Total Investments Measured at Net Asset Value	$ 89,254,978			

Note 4 - Federal Income Tax Status

The Plan obtained its latest determination letter in January 2018, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable IRC requirements and is qualified under Section 401(a) of the IRC and therefore is exempt from taxation under Section 501(a) of the IRC. In IRS Rev. Proc. 2020-4, as updated by IRS Rev. Proc. 2022-4, a determination letter issued on or after January 4, 2016 will not include an expiration date. For 2021, the Plan has not been amended since receiving the January 2018 determination letter and thus the determination issued to the Company remains effective and does not have an expiration date.

U.S. GAAP requires that the Plan Administrator evaluate tax positions taken by the Plan and that a tax liability (or asset) be recognized if the Plan has taken an uncertain position for which it is more likely than not would not be sustained upon examination by the applicable taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2021, there were no uncertain positions taken.

Note 5 - Risks and Uncertainties

The Plan invests in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Note 6 - Party-In-Interest Transactions

Certain Plan investments are managed by Fidelity, and therefore transactions related to these investments qualify as party-in-interest transactions. Participants may direct investment of their plan balances into various index funds where the Trustee is responsible for managing the investments in participant accounts. Transactions related to these investments also qualify as party-in-interest transactions. Any purchases and sales of all such investments are open market transactions at fair market value. Consequently, such transactions are exempt from the prohibition of party-in-interest transactions under ERISA. Additionally, notes receivable from participants qualify as party in interest transactions. These transactions are also exempt from the prohibition of party-in-interest transactions under ERISA as the underlying loans are adequately secured, bear a reasonable rate of interest, and are available to all Participants in accordance with the Plan's summary description.

Note 7 - Rollover Contributions

From time to time, the Plan receives rollover contributions in cash from various qualified plans on behalf of participants. The Plan received rollover contributions of $2,471,071 for the year ended December 31, 2021, which is included in the "Rollovers" line item on the Statement of Changes in Net Assets Available for Benefits.

Note 8 - Information Certified by Trustee

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

	December 31,	
Net Assets Available for Benefits:	**2021**	**2020**
Total investments, at fair value	$ 608,075,613	$ 558,160,797
Notes receivable from participants	9,389,521	10,201,853

	Year Ended December 31,
Changes in Net Assets Available for Benefits:	**2021**
Net appreciation in fair value of investments	$ 63,777,341
Dividends	22,564,613
Interest income on notes receivable from participants	482,054

Fidelity Investments held the Plan's investment assets and executed investment transactions from August 6, 2020 to December 31, 2020 and Wells Fargo Bank N.A. held the Plan's investment assets and executed investment transactions as of and for the period from January 1, 2020 to August 5, 2020.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

Note 9 - Subsequent Events

The Company has evaluated subsequent events through October 12, 2022, the date the financial statements were available to be issued. We did not identify any subsequent events or transactions after the balance sheet date through October 12, 2022, the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

Plains All American 401(k) Plan
Schedule H, Line 4i-Schedule of Assets (Held at End of Year)
As of December 31, 2021

Identity of Issue	Number of Shares or Units		Value [1]
COMMON/COLLECTIVE TRUST FUNDS			
Aggressive Managed Account Portfolio	172,334		$ 4,027,456
Conservative Managed Account Portfolio	522,615		9,119,628
Growth Managed Account Portfolio	231,967		5,168,216
Income Managed Account Portfolio	103,817		1,557,254
Moderate Managed Account Portfolio	294,209		5,863,590
Total common/collective trust funds			25,736,144
MUTUAL FUNDS			
American Balanced Fund Class R-6	2,253,529		75,448,154
American Funs EuroPacific Growth Class R-6	237,983		15,404,666
American Century Equity Income Fund R6 Class	2,668,304		26,336,156
Delaware Small Cap Value Fund Class R6	245,539		20,026,194
Fidelity 500 Index Fund [2]	561,927		92,897,744
Fidelity Extended Market Index Fund [2]	224,233		19,555,361
Fidelity Government Money Market Fund [2]	3		3
Fidelity Government Money Market Fund Class K6 [2]	197,103		197,103
Fidelity Total International Index Fund [2]	71,671		1,027,768
Fidelity U.S. Bond Index Fund [2]	173,130		2,074,097
John Hancock Funds Disciplined Value Mid Cap Fund Class R6	638,824		17,669,883
MFS International Growth Fund Class R6	192,635		8,408,518
PGIM Total Return Bond Fund Class R6	1,932,721		28,005,134
Principal Midcap Fund Class R-6	1,134,753		47,489,396
T.Rowe Price Large-Cap Growth Fund I Class	747,108		54,927,378
Vanguard Explorer Fund Admiral Shares	157,771		18,784,231
Vanguard Institutional Target Retirement 2015	14,125		348,318
Vanguard Institutional Target Retirement 2020	322,062		8,795,513
Vanguard Institutional Target Retirement 2025	592,292		17,389,681
Vanguard Institutional Target Retirement 2030	380,450		11,664,611
Vanguard Institutional Target Retirement 2035	471,214		14,979,894
Vanguard Institutional Target Retirement 2040	303,104		9,999,399
Vanguard Institutional Target Retirement 2045	239,474		8,158,890
Vanguard Institutional Target Retirement 2050	216,340		7,411,820
Vanguard Institutional Target Retirement 2055	221,488		7,608,101
Vanguard Institutional Target Retirement 2060	13,879		478,688
Vanguard Institutional Target Retirement 2065	6,229		196,947
Vanguard Institutional Target Retirement	193,262		4,777,448
Total mutual funds			520,061,096
POOLED SEPERATE FUND			
New York Life Anchor Account			62,278,373
Total pooled separate fund			62,278,373
Total Investments			608,075,613
Employee Contributions Receivable			
Employer Contributions Receivable			
Notes Receivable From Participants			
Notes receivable from participants, 1 to 30 year maturities, rates from 4.25% to 6.50% [1][2]			9,389,521
Total Receivables			9,389,521
Total			**$ 617,465,134**

Plains All American 401(k) Plan
Schedule H, Line 4i-Schedule of Assets (Held at End of Year)
As of December 31, 2021

1) Amounts are presented at fair value. See Note 3 within our Notes to Financial Statements for required fair value measurement disclosures.
2) Denotes party-in-interest as defined by ERISA. See Note 6 within our Notes to Financial Statements for further party-in-interest disclosures.

The information in this schedule has been certified as to its completeness and accuracy by Fidelity.

Plains All American 401(k) Plan
Schedule H, Line 4a-Schedule of Delinquent Participant Contributions
As of December 31, 2021

	Participant Contributions Transferred Late to Plan	Total that Constitue Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Check here if late participant loan payments are included: ☑	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2020	$ 741,863	$ -	$ -	$ -	$ 741,863
2021	$ 2,198,199	$ 2,198,199	$ -	$ -	$ -