

PLAINS GP HOLDINGS LP
Form 10-Q
November 06, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2015

OR

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

Commission File Number: 1-36132

PLAINS GP HOLDINGS, L.P.

(Exact name of registrant as specified in its charter)

Delaware 90-1005472
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

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

(713) 646-4100

(Registrant's telephone number, including area code)

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

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

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

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Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

As of October 30, 2015, there were 227,204,958 Class A Shares outstanding.

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PART I. FINANCIAL INFORMATION

Item 1.UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

PLAINS GP HOLDINGS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(in millions, except share data)

	September 30, 2015	December 31, 2014
	(unaudited)	
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 25	\$ 404
Trade accounts receivable and other receivables, net	1,844	2,615
Inventory	837	891
Other current assets	255	271
Total current assets	2,961	4,181
PROPERTY AND EQUIPMENT		
Accumulated depreciation	(2,123)	(1,927)
Property and equipment, net	13,369	12,292
OTHER ASSETS		
Goodwill	2,417	2,465
Investments in unconsolidated entities	1,954	1,735
Deferred tax asset	1,849	1,705
Linefill and base gas	910	930
Long-term inventory	166	186
Other long-term assets, net	462	489
Total assets	\$ 24,088	\$ 23,983
LIABILITIES AND PARTNERS' CAPITAL		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 2,365	\$ 2,987
Short-term debt	681	1,287

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Other current liabilities	434	482
Total current liabilities	3,480	4,756
LONG-TERM LIABILITIES		
Senior notes, net of unamortized discount of \$18 and \$18, respectively	9,757	8,757
Other long-term debt	772	541
Other long-term liabilities and deferred credits	553	548
Total long-term liabilities	11,082	9,846
COMMITMENTS AND CONTINGENCIES (NOTE 10)		
PARTNERS' CAPITAL		
Class A Shareholders (227,204,958 and 206,933,274 shares outstanding, respectively)	1,797	1,657
Class B Shareholders (378,845,615 and 399,096,499 shares outstanding, respectively)	—	—
Noncontrolling interests	7,729	7,724
Total partners' capital	9,526	9,381
Total liabilities and partners' capital	\$ 24,088	\$ 23,983

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

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PLAINS GP HOLDINGS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in millions, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(unaudited)		(unaudited)	
REVENUES				
Supply and Logistics segment revenues	\$ 5,247	\$ 10,788	\$ 17,225	\$ 32,988
Transportation segment revenues	172	198	538	574
Facilities segment revenues	132	141	393	443
Total revenues	5,551	11,127	18,156	34,005
COSTS AND EXPENSES				
Purchases and related costs	4,701	10,166	15,591	31,116
Field operating costs	348	382	1,111	1,078
General and administrative expenses	60	79	219	260
Depreciation and amortization	110	97	327	294
Total costs and expenses	5,219	10,724	17,248	32,748
OPERATING INCOME	332	403	908	1,257
OTHER INCOME/(EXPENSE)				
Equity earnings in unconsolidated entities	45	29	134	73
Interest expense (net of capitalized interest of \$14, \$12, \$42 and \$33, respectively)	(110)	(88)	(322)	(254)
Other expense, net	(4)	(4)	(7)	(2)
INCOME BEFORE TAX	263	340	713	1,074
Current income tax expense	(11)	(10)	(72)	(62)
Deferred income tax expense	(24)	(19)	(48)	(54)
NET INCOME	228	311	593	958
Net income attributable to noncontrolling interests	(196)	(295)	(500)	(913)
NET INCOME ATTRIBUTABLE TO PAGP	\$ 32	\$ 16	\$ 93	\$ 45
BASIC AND DILUTED NET INCOME PER CLASS A SHARE	\$ 0.14	\$ 0.12	\$ 0.42	\$ 0.33
BASIC AND DILUTED WEIGHTED AVERAGE CLASS A SHARES OUTSTANDING	225	136	220	136

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

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PLAINS GP HOLDINGS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME/(LOSS)

(in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(unaudited)		(unaudited)	
Net income	\$ 228	\$ 311	\$ 593	\$ 958
Other comprehensive loss	(311)	(167)	(518)	(211)
Comprehensive income/(loss)	(83)	144	75	747
Comprehensive (income)/loss attributable to noncontrolling interests	113	(129)	14	(703)
Comprehensive income attributable to PAGP	\$ 30	\$ 15	\$ 89	\$ 44

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

PLAINS GP HOLDINGS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN

ACCUMULATED OTHER COMPREHENSIVE INCOME/(LOSS)

(in millions)

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

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Balance at September 30, 2015	\$ (208)	\$ (777)	\$ (985)
		Derivative Translation Instruments Adjustments (unaudited)	Total
Balance at December 31, 2013	\$ (77)	\$ (20)	\$ (97)
Reclassification adjustments	16	—	16
Deferred loss on cash flow hedges, net of tax	(57)	—	(57)
Currency translation adjustments	—	(170)	(170)
Total period activity	(41)	(170)	(211)
Balance at September 30, 2014	\$ (118)	\$ (190)	\$ (308)

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

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PLAINS GP HOLDINGS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)

	Nine Months Ended September 30, 2015 2014 (unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 593	\$ 958
Reconciliation of net income to net cash provided by operating activities:		
Depreciation and amortization	327	294
Equity-indexed compensation expense	27	91
Inventory valuation adjustments	25	37
Deferred income tax expense	48	54
Gain on sales of linefill and base gas	—	(8)
(Gain)/loss on foreign currency revaluation	(20)	10
Settlement of terminated interest rate hedging instruments	(48)	(7)
Equity earnings in unconsolidated entities	(134)	(73)
Distributions from unconsolidated entities	159	74
Other	(12)	10
Changes in assets and liabilities, net of acquisitions	248	(174)
Net cash provided by operating activities	1,213	1,266
CASH FLOWS FROM INVESTING ACTIVITIES		
Cash paid in connection with acquisitions, net of cash acquired	(104)	(10)
Additions to property, equipment and other	(1,617)	(1,424)
Investment in unconsolidated entities	(213)	(98)
Cash received for sales of linefill and base gas	—	24
Cash paid for purchases of linefill and base gas	(131)	(159)
Proceeds from sales of assets	4	2
Other investing activities	(8)	1
Net cash used in investing activities	(2,069)	(1,664)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net borrowings/(repayments) under PAA commercial paper program (Note 6)	151	(683)
Net borrowings/(repayments) under AAP senior secured revolving credit facility (Note 6)	(27)	16
Proceeds from AAP term loan (Note 6)	50	—
Proceeds from the issuance of PAA senior notes (Note 6)	998	1,447
Repayments of PAA senior notes (Note 6)	(549)	—
Net proceeds from the issuance of common units by subsidiaries (Note 7)	1,099	655
Distributions paid to Class A shareholders (Note 7)	(143)	(65)
Distributions paid to noncontrolling interests (Note 7)	(1,086)	(959)

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Costs incurred in connection with financing arrangements	(11)	(15)
Other financing activities	(2)	(5)
Net cash provided by financing activities	480	391
Effect of translation adjustment on cash	(3)	(1)
Net decrease in cash and cash equivalents	(379)	(8)
Cash and cash equivalents, beginning of period	404	43
Cash and cash equivalents, end of period	\$ 25	\$ 35
Cash paid for:		
Interest, net of amounts capitalized	\$ 295	\$ 245
Income taxes, net of amounts refunded	\$ 43	\$ 135

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

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PLAINS GP HOLDINGS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERS' CAPITAL

(in millions)

	Partners' Capital (Excluding Noncontrolling Interests)			Total Partners' Capital
	Class			
	Class A (unaudited)	B	Interests	
Balance at December 31, 2014	\$ 1,657	\$ —	\$ 7,724	\$ 9,381
Net income	93	—	500	593
Distributions	(143)	—	(1,086)	(1,229)
Deferred tax asset	198	—	—	198
Change in ownership interest in connection with Exchange Right exercises (Note 7)	(4)	—	4	—
Issuance of common units by subsidiaries	—	—	1,099	1,099
Settlement of employee income tax withholding obligations under LTIP	—	—	(13)	(13)
Equity-indexed compensation expense	—	—	20	20
Distribution equivalent right payments	—	—	(5)	(5)
Other comprehensive loss	(4)	—	(514)	(518)
Balance at September 30, 2015	\$ 1,797	\$ —	\$ 7,729	\$ 9,526
	Partners' Capital (Excluding Noncontrolling Interests)			Total Partners' Capital
	Class			
	Class A (unaudited)	B	Interests	
Balance at December 31, 2013	\$ 1,035	\$ —	\$ 7,244	\$ 8,279
Net income	45	—	913	958
Distributions	(65)	—	(959)	(1,024)
Deferred tax asset	23	—	—	23
Change in ownership interest in connection with Exchange Right exercises (Note 7)	(1)	—	1	—
Issuance of common units by subsidiaries	—	—	655	655
Issuance of PAA common units under LTIP	—	—	1	1
Settlement of employee income tax withholding obligations under LTIP	—	—	(19)	(19)
Equity-indexed compensation expense	1	—	30	31
Distribution equivalent right payments	—	—	(5)	(5)
Other comprehensive loss	(1)	—	(210)	(211)
Other	—	—	(1)	(1)

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Balance at September 30, 2014	\$ 1,037	\$ —	\$ 7,650	\$ 8,687
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The accompanying notes are an integral part of these condensed consolidated financial statements.

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PLAINS GP HOLDINGS, L.P. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

Note 1—Organization and Basis of Consolidation and Presentation

Organization

Plains GP Holdings, L.P. (“PAGP”) is a Delaware limited partnership formed on July 17, 2013 to own an interest in the general partner and incentive distribution rights (“IDRs”) of Plains All American Pipeline, L.P. (“PAA”), a publicly traded Delaware limited partnership. PAGP has elected to be treated as a corporation for U.S. federal income tax purposes. As used in this Form 10-Q and unless the context indicates otherwise (taking into account the fact that PAGP has no operating activities apart from those conducted by PAA and its subsidiaries), the terms “Partnership,” “we,” “us,” “our,” “ours” and similar terms refer to PAGP and its subsidiaries.

As of September 30, 2015, our sole assets consisted of (i) a 100% managing member interest in Plains All American GP LLC (“GP LLC”) and (ii) an approximate 37% limited partner interest in Plains AAP, L.P. (“AAP”) through our ownership of 227,204,958 Class A units of AAP (“AAP units”). GP LLC is a Delaware limited liability company that holds the general partner interest in AAP. AAP is a Delaware limited partnership that directly owns all of PAA’s IDRs and indirectly owns the 2% general partner interest in PAA. AAP is the sole member of PAA GP LLC (“PAA GP”), a Delaware limited liability company that directly holds the 2% general partner interest in PAA. Plains GP Holdings LLC, a Delaware limited liability company, is our general partner.

GP LLC manages the business and affairs of PAA and AAP. Except for certain matters relating to PAA that require the approval of the limited partners of PAA, and certain matters relating to AAP that require the approval of the limited partners of AAP or of us as the sole member of GP LLC, either pursuant to the governing documents of PAA, AAP or GP LLC, or as may be required by non-waivable provisions of applicable law, GP LLC has full and complete authority, power and discretion to manage and control the business, affairs and property of PAA and AAP, to make all decisions regarding those matters and to perform any and all other acts or activities customary or incident to the management of PAA and AAP’s business, including the execution of contracts and management of litigation. GP LLC employs all domestic officers and personnel involved in the operation and management of PAA and AAP. PAA’s Canadian officers and personnel are employed by Plains Midstream Canada ULC (“PMC”).

PAA is a publicly traded master limited partnership that owns and operates midstream energy infrastructure and provides logistics services for crude oil, natural gas liquids (“NGL”), natural gas and refined products. PAA owns an

extensive network of pipeline transportation, terminalling, storage and gathering assets in key crude oil and NGL producing basins and transportation corridors and at major market hubs in the United States and Canada. Our business activities are conducted through three operating segments: Transportation, Facilities and Supply and Logistics. See Note 11 for further discussion of our operating segments.

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Definitions

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

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

Basis of Consolidation and Presentation

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

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

Note 2—Recent Accounting Pronouncements

In September 2015, the FASB issued guidance to simplify the accounting for measurement-period adjustments for provisional amounts recognized in a business combination by eliminating the requirement for an acquirer to retrospectively account for measurement-period adjustments. Under the updated guidance, the acquirer must recognize adjustments in the reporting period in which the adjustment amounts are determined and the effect on earnings as a result of the change to the provisional amounts must be calculated as if the accounting had been completed at the acquisition date. This guidance will become effective for interim and annual periods beginning after December 15, 2015, with early

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adoption permitted, and must be applied prospectively. We expect to adopt this guidance on January 1, 2016, and our adoption is not expected to have a material impact on our financial position, results of operations or cash flows.

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

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

In February 2015, the FASB issued guidance that revises the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. All legal entities are subject to reevaluation under the revised consolidation model. Among other things, this guidance (i) modifies the evaluation of whether limited partnerships and similar legal entities are variable interest entities or voting interest entities, (ii) eliminates the presumption that a general partner should consolidate a limited partnership and (iii) affects the consolidation analysis of reporting entities that are involved with variable interest entities, particularly those that have fee arrangements and related party relationships. This guidance will become effective for interim and annual periods beginning after December 15, 2015. Early adoption is permitted, including adoption in an interim period. We will adopt this guidance on January 1, 2016. We do not believe our adoption will have a material impact on our financial position, results of operations or cash flows.

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

In May 2014, the FASB issued guidance regarding the recognition of revenue from contracts with customers with the underlying principle that an entity will recognize revenue to reflect amounts expected to be received in exchange for the provision of goods and services to customers upon the transfer of those goods or services. The guidance also

requires additional disclosures about the nature, amount, timing and uncertainty of revenue and the related cash flows. This guidance can be adopted either with a full retrospective approach or a modified retrospective approach with a cumulative-effect adjustment as of the date of adoption. In August 2015, the FASB issued guidance deferring the effective date to interim and annual periods beginning after December 15, 2017. Therefore, we expect to adopt this guidance on January 1, 2018, and we are currently evaluating which transition approach to apply and the impact that adopting this guidance will have on our financial position, results of operations and cash flows.

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

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Note 3—Net Income Per Class A Share

Basic net income per Class A share is determined by dividing net income attributable to PAGP by the weighted-average number of Class A shares outstanding during the period. Class B shares do not share in the earnings of the Partnership. Accordingly, basic and diluted net income per Class B share has not been presented.

Diluted net income per Class A share is determined by dividing net income attributable to PAGP by the diluted weighted-average number of Class A shares outstanding during the period. For purposes of calculating diluted net income per Class A share, both the net income attributable to PAGP and the diluted weighted-average number of Class A shares outstanding consider the impact of possible future exchanges of (i) AAP units and the associated Class B shares into our Class A shares and (ii) certain Class B units of AAP (referred to herein as “AAP Management Units”) into our Class A shares. In addition, the calculation of the diluted weighted-average number of Class A shares outstanding considers the effect of potentially dilutive awards under the Plains GP Holdings, L.P. Long-Term Incentive Plan (the “PAGP LTIP”).

All AAP Management Units that have satisfied the applicable performance conditions are considered potentially dilutive. Exchanges of potentially dilutive AAP units and AAP Management Units are assumed to have occurred at the beginning of the period and the incremental income attributable to PAGP resulting from the assumed exchanges is representative of the incremental income that would have been attributable to PAGP if the assumed exchanges occurred on that date. Our outstanding PAGP LTIP awards that contemplate the issuance of Class A shares are considered dilutive and are reduced by a hypothetical share repurchase based on the remaining unamortized fair value, as prescribed by the treasury stock method in guidance issued by the FASB.

For the three and nine months ended September 30, 2015, and the same periods in 2014, the possible exchange of any AAP units and certain AAP Management Units would not have had a dilutive effect on basic net income per Class A share. For the three and nine months ended September 30, 2015 and 2014, our PAGP LTIP awards were dilutive. However, there were less than 0.1 million dilutive LTIP awards for each of the three and nine months ended September 30, 2015 and 2014, which did not change the presentation of weighted average Class A shares outstanding or net income per Class A share. The following table illustrates the calculation of basic and diluted net income per Class A share for the three and nine months ended September 30, 2015 and 2014 (in millions, except per share data):

	Three Months Ended September 30, 2015		Nine Months Ended September 30, 2014	
Basic and Diluted Net Income per Class A Share				
Net income attributable to PAGP	\$ 32	\$ 16	\$ 93	\$ 45
Basic and diluted weighted average Class A shares outstanding	225	136	220	136

Basic and diluted net income per Class A share	\$ 0.14	\$ 0.12	\$ 0.42	\$ 0.33
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Note 4—Accounts Receivable

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

To mitigate credit risk related to our accounts receivable, we utilize a rigorous credit review process. We closely monitor market conditions to make a determination with respect to the amount, if any, of open credit to be extended to any given customer and the form and amount of financial performance assurances we require. Such financial assurances are commonly provided to us in the form of advance cash payments, standby letters of credit or parental guarantees. As of September 30, 2015 and December 31, 2014, we had received \$110 million and \$180 million, respectively, of advance cash payments from third parties to mitigate credit risk. We also received \$46 million and \$198

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million, as of September 30, 2015 and December 31, 2014, respectively, of standby letters of credit to support obligations due from third parties, a portion of which applies to future business. The decrease in standby letters of credit and advance cash payments from third parties as of September 30, 2015 compared to December 31, 2014 is largely due to a decrease in exposure to various customers requiring letters of credit. Additionally, in an effort to mitigate credit risk, a significant portion of our transactions with counterparties are settled on a net-cash basis. Furthermore, we also enter into netting agreements (contractual agreements that allow us to offset receivables and payables with those counterparties against each other on our balance sheet) for a majority of such arrangements.

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

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

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

	September 30, 2015				December 31, 2014			
	Volumes	Unit of Measure	Carrying Value	Price/Unit (1)	Volumes	Unit of Measure	Carrying Value	Price/Unit (1)
Inventory								
Crude oil	11,796	barrels	\$ 475	\$ 40.27	6,465	barrels	\$ 304	\$ 47.02
NGL	18,461	barrels	272	\$ 14.73	13,553	barrels	454	\$ 33.50
Natural gas	17,923	Mcf	48	\$ 2.68	32,317	Mcf	102	\$ 3.16
Other	N/A		42	N/A	N/A		31	N/A
Inventory subtotal			837				891	
Linefill and base gas								
Crude oil	12,327	barrels	724	\$ 58.73	11,810	barrels	744	\$ 63.00
NGL	1,348	barrels	45	\$ 33.38	1,212	barrels	52	\$ 42.90

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Natural gas	30,812	Mcf	141	\$ 4.58	28,612	Mcf	134	\$ 4.68
Linefill and base gas								
subtotal			910				930	
Long-term inventory								
Crude oil	3,434	barrels	143	\$ 41.64	2,582	barrels	136	\$ 52.67
NGL	1,652	barrels	23	\$ 13.92	1,681	barrels	50	\$ 29.74
Long-term inventory								
subtotal			166				186	
Total			\$ 1,913				\$ 2,007	

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

At the end of each reporting period, we assess the carrying value of our inventory and make any adjustments necessary to reduce the carrying value to the applicable net realizable value. Any resulting adjustments are a component of "Purchases and related costs" on our accompanying Condensed Consolidated Statements of Operations. We recorded a charge of \$25 million during the nine months ended September 30, 2015, which primarily related to the writedown of our NGL inventory due to declines in prices during the first quarter of 2015. The loss was substantially offset by a portion of the derivative mark-to-market gain that was recognized in the fourth quarter of 2014. See Note 8 for

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discussion of our derivative and risk management activities. During the nine months ended September 30, 2014, we recorded a charge of \$37 million related to the writedown of our natural gas inventory that was purchased in conjunction with managing natural gas storage deliverability requirements during the extended period of severe cold weather in the first quarter of 2014.

Note 6—Debt

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

	September 30, 2015	December 31, 2014
SHORT-TERM DEBT		
PAA commercial paper notes, bearing a weighted-average interest rate of 0.43% and 0.46%, respectively (1)	\$ 678	\$ 734
PAA senior notes:		
5.25% senior notes due June 2015	—	150
3.95% senior notes due September 2015	—	400
Other	3	3
Total short-term debt	681	1,287
LONG-TERM DEBT		
PAA senior notes, net of unamortized discount of \$18 and \$18, respectively (2)	9,757	8,757
PAA commercial paper notes, bearing a weighted-average interest rate of 0.43% (2)	208	—
AAP term loan, bearing a weighted-average interest rate of 1.8% and 1.8%, respectively	550	500
AAP senior secured revolving credit facility, bearing a weighted-average interest rate of 1.8% and 1.8%, respectively	9	36
Other	5	5
Total long-term debt	10,529	9,298
Total debt (3)	\$ 11,210	\$ 10,585

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

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

on a long-term basis.

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

Credit Facilities

In January 2015, PAA entered into an agreement for a 364-day senior unsecured revolving credit facility with a borrowing capacity of \$1.0 billion. Borrowings accrue interest based, at PAA's election, on either the Eurocurrency Rate

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or the Base Rate, as defined in the agreement, in each case plus a margin based on PAA's credit rating at the applicable time. In August 2015, PAA amended this agreement to extend the maturity date to August 2016.

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

In August 2015, AAP amended its credit agreement to, among other things, (i) increase its term loan commitments from \$500 million to \$550 million, (ii) increase the aggregate commitments under its senior secured revolving credit facility from \$75 million to \$125 million and (iii) extend the maturity date of the term loan and senior secured revolving credit facility to August 2020. In addition, the amendment provides for a \$50 million accordion feature, which may be used to expand the term loan and/or revolving credit facility commitments.

Borrowings and Repayments

Total borrowings under credit agreements and the PAA commercial paper program for the nine months ended September 30, 2015 and 2014 were approximately \$37.1 billion and \$55.7 billion, respectively. Total repayments under credit agreements and the PAA commercial paper program were approximately \$36.9 billion and \$56.3 billion for the nine months ended September 30, 2015 and 2014, respectively. The variance in total gross borrowings and repayments is impacted by various business and financial factors including, but not limited to, the timing, average term and method of general partnership borrowing activities.

Letters of Credit

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

Senior Notes Issuances

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

Senior Notes Repayments

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

Note 7—Partners' Capital and Distributions

Distributions

The following table details the distributions paid to Class A shareholders during or pertaining to the first nine months of 2015 (in millions, except per share data):

Date Declared	Distribution Date	Distributions to Class A Shareholders	Distributions per Class A Share
October 7, 2015	November 13, 2015 (1)	\$ 52	\$ 0.231
July 7, 2015	August 14, 2015	\$ 51	\$ 0.227
April 7, 2015	May 15, 2015	\$ 50	\$ 0.222
January 8, 2015	February 13, 2015	\$ 42	\$ 0.203

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

Exchange Rights

Holders of AAP units and their permitted transferees each have the right to exchange all or a portion of their AAP units for Class A shares at an exchange ratio of one Class A share for each AAP unit exchanged (referred to herein as their "Exchange Right"). This Exchange Right may be exercised only if, simultaneously therewith, an equal number of Class B shares and general partner units are transferred by the exercising party to us. For additional information regarding Exchange Rights, see Note 11 to our Consolidated Financial Statements included in Part IV of our 2014 Annual Report on Form 10-K. During the nine months ended September 30, 2015, certain holders of AAP units and their permitted transferees exercised their Exchange Right, which resulted in the exchange of AAP units, general partner units and our Class B shares for our Class A shares. The impact of such Exchange Right exercises on our Class A and Class B shares outstanding is reflected in the table below.

Shares Outstanding

The following table presents the activity for our Class A shares and Class B shares for the nine months ended September 30, 2015:

	Class B Shares	Class A Shares
Balance at December 31, 2014	399,096,499	206,933,274
Shares (exchanged)/issued in connection with Exchange Right exercises	(20,250,884)	20,250,884
Shares issued in connection with PAGP LTIP award vestings	—	20,800
Balance at September 30, 2015	378,845,615	227,204,958

Consolidated Subsidiaries

Noncontrolling Interests in Subsidiaries

As of September 30, 2015, noncontrolling interests in our subsidiaries consisted of (i) a 98% limited partner interest in PAA, (ii) an approximate 63% limited partner interest in AAP that consists of Class A units and AAP Management

Units (a profits interest) and (iii) a 25% interest in SLC Pipeline LLC.

Subsidiary Distributions

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

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

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

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AAP Distributions. The following table details the distributions to AAP's partners from distributions received from PAA paid during or pertaining to the first nine months of 2015 (in millions):

Distribution Date	Distributions Received by AAP from PAA	Cash Reserves	Distributions to AAP's Partners		
			Total	Noncontrolling Interests	PAGP
November 13, 2015 (1)	\$ 154	\$ (3)	\$ 151	\$ 98	\$ 53
August 14, 2015	\$ 152	\$ (5)	\$ 147	\$ 96	\$ 51
May 15, 2015	\$ 148	\$ (3)	\$ 145	\$ 95	\$ 50
February 13, 2015	\$ 136	\$ (3)	\$ 133	\$ 91	\$ 42

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

Other Distributions. During the nine months ended September 30, 2015, distributions of \$2 million were paid to noncontrolling interests in SLC Pipeline LLC.

Sales of Common Units by Subsidiaries

PAA Continuous Offering Program. During the nine months ended September 30, 2015, PAA issued an aggregate of approximately 1.1 million common units under its continuous offering program, generating proceeds of \$58 million, net of offering costs.

PAA Underwritten Offering. In March 2015, PAA completed an underwritten public offering of 21.0 million common units, generating proceeds of approximately \$1.0 billion, net of costs associated with the offering.

Note 8—Derivatives and Risk Management Activities

We identify the risks that underlie our core business activities and use risk management strategies to mitigate those risks when we determine that there is value in doing so. Our policy is to use derivative instruments for risk management purposes and not for the purpose of speculating on hydrocarbon commodity (referred to herein as

“commodity”) price changes. We use various derivative instruments to (i) manage our exposure to commodity price risk, as well as to optimize our profits, (ii) manage our exposure to interest rate risk and (iii) manage our exposure to currency exchange rate risk. Our commodity risk management policies and procedures are designed to help ensure that our hedging activities address our risks by monitoring our derivative positions, as well as physical volumes, grades, locations, delivery schedules and storage capacity. Our interest rate and currency exchange rate risk management policies and procedures are designed to monitor our derivative positions and ensure that those positions are consistent with our objectives and approved strategies. When we apply hedge accounting, our policy is to formally document all relationships between hedging instruments and hedged items, as well as our risk management objectives for undertaking the hedge. This process includes specific identification of the hedging instrument and the hedged transaction, the nature of the risk being hedged and how the hedging instrument’s effectiveness will be assessed. Both at the inception of the hedge and on an ongoing basis, we assess whether the derivatives used in a transaction are highly effective in offsetting changes in cash flows or the fair value of hedged items.

Commodity Price Risk Hedging

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

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

- An average of 159,000 barrels per day net long position (total of 4.9 million barrels) associated with our crude oil purchases, which was unwound ratably during October 2015 to match monthly average pricing.
- A net short time spread position averaging 12,900 barrels per day (total of 5.9 million barrels), which hedges a portion of our anticipated crude oil lease gathering purchases through December 2016.
- An average of 8,200 barrels per day (total of 2.2 million barrels) of crude oil grade spread positions through June 2016. These derivatives allow us to lock in grade basis differentials.
- A net short position of 15.8 Bcf through May 2016 related to anticipated sales of natural gas inventory and base gas requirements.
- A net short position of 22.7 million barrels through June 2017 related to anticipated net sales of our crude oil and NGL inventory.

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

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

Natural Gas Processing/NGL Fractionation — We purchase natural gas for processing and operational needs. Additionally, we purchase NGL mix for fractionation and sell the resulting individual specification products (including ethane, propane, butane and condensate). In conjunction with these activities, we hedge the price risk associated with the purchase of the natural gas and the subsequent sale of the individual specification products. As of

September 30, 2015, we had a long natural gas position of 9.7 Bcf through December 2016, a short propane position of 2.2 million barrels through December 2016, a short butane position of 0.6 million barrels through December 2016 and a short WTI position of 0.2 million barrels through December 2016. In addition, we had a long power position of 0.5 million megawatt hours, which hedges a portion of our power supply requirements at our Canadian natural gas processing and fractionation plants through December 2018.

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

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Interest Rate Risk Hedging

We use interest rate derivatives to hedge interest rate risk associated with anticipated and outstanding interest payments occurring as a result of debt issuances. The derivative instruments we use to manage this risk consist of forward starting interest rate swaps and treasury locks. As of September 30, 2015, AOCI includes deferred losses of \$192 million that relate to open and terminated interest rate derivatives that were designated as cash flow hedges. The terminated interest rate derivatives were cash-settled in connection with the issuance or refinancing of debt agreements. The deferred loss related to these instruments is being amortized to interest expense over the terms of the hedged debt instruments.

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

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

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

Currency Exchange Rate Risk Hedging

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

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

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

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

Summary of Financial Impact

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

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

	Three Months Ended September 30, 2015
	Derivatives in Hedging Relationships
Gain/(Loss)	Derivatives Not
Reclassified/(Loss)	

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Location of Gain/(Loss)	from AOCI Recognized into Income(1)	Designated	Total
Commodity Derivatives	(2)	Income (3) as a Hedge	Total
Supply and Logistics segment revenues	\$ 42	\$ —	\$ 56
Transportation segment revenues	—	2	2
Field operating costs	—	(9)	(9)
Interest Rate Derivatives			
Interest expense	(2)	—	(4)
Foreign Currency Derivatives			
Supply and Logistics segment revenues	—	(9)	(9)
Total Gain/(Loss) on Derivatives Recognized in Net Income	\$ 40	\$ (2)	\$ 36

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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Recurring Fair Value Measurements

Derivative Financial Assets and Liabilities

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

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

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

Level 1

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

Level 2

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

Level 3

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

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Rollforward of Level 3 Net Asset/(Liability)

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

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

Note 9—Equity-Indexed Compensation Plans

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

PAGP LTIP Awards

Activity for awards under the PAGP LTIP is summarized in the following table (shares in millions):

	PAGP Shares	Weighted Average Grant Date Fair Value per Share
Outstanding at December 31, 2014	0.1	\$ 27.84
Granted (1)	—	\$ 27.84
Vested (2)	—	\$ 27.84
Outstanding at September 30, 2015	0.1	\$ 27.84

(1) During the nine months ended September 30, 2015, less than 0.1 million PAGP LTIP awards were issued under the automatic re-grant feature for awards issued to PAGP directors.

(2) During the nine months ended September 30, 2015, less than 0.1 million PAGP LTIP awards vested and were settled in Class A shares.

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PAA LTIP Awards

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

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

(1) Amounts do not include AAP Management Units.

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

AAP Management Units

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

	Reserved for Future Grants	Outstanding	Outstanding Units Earned	Grant Date Fair Value Of Outstanding AAP Management Units (1)
Balance at December 31, 2014	3.0	49.1	47.8	\$ 64

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Granted	(1.6)	1.6	—	24
Earned	N/A	N/A	0.7	N/A
Balance at September 30, 2015	1.4	50.7	48.5	\$ 88

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

Other Consolidated Equity-Indexed Compensation Plan Information

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Equity-indexed compensation expense/(benefit) (1)	\$ (8)	\$ 22	\$ 27	\$ 91
LTIP unit- or share-settled vestings (2)	\$ 2	\$ 1	\$ 37	\$ 52
LTIP cash-settled vestings (3)	\$ 10	\$ —	\$ 66	\$ 52
DER cash payments (4)	\$ 2	\$ 2	\$ 6	\$ 6

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- (1) For each of the three months ended September 30, 2015 and 2014, and the nine months ended September 30, 2015, amount includes less than \$1 million of expense related to PAGP LTIP awards. For the nine months ended September 30, 2014, amount includes \$1 million of expense related to PAGP LTIP awards.
- (2) For the nine months ended September 30, 2015, \$1 million relates to awards settled in PAGP Class A shares. For the three months ended September 30, 2015 and the three and nine months ended September 30, 2014, all amounts relate to awards settled in PAA common units.
- (3) All cash settled vestings for the three and nine months ended September 30, 2015 and 2014 related to PAA LTIP awards.
- (4) For each of the three and nine months ended September 30, 2015 and 2014, less than \$1 million of cash paid was related to DERs on PAGP LTIP awards.

Note 10—Commitments and Contingencies

Loss Contingencies — General

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

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

Legal Proceedings — General

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

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

Environmental — General

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

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existing or future assets could be significant and could have a material adverse effect on our consolidated financial condition, results of operations or cash flows.

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

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

Specific Legal, Environmental or Regulatory Matters

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

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

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

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

Although we have not yet received such firm's final written report, we have discussed their findings with them. They have orally advised us that based on their detailed analysis of the pertinent data and materials, their estimate of the worst case discharge is approximately 3,000 barrels. Accordingly, while we have not finalized our calculation of the "worst case" discharge, based on the relatively narrow range of difference between the low and high end of the range of various worst case estimates that have been prepared, we do not anticipate that any variance between these estimates and

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the final estimate of the worst case discharge will have a material impact on our accrual (described below) for the estimated total costs that we have incurred or will incur with respect to the Line 901 incident.

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

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

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

In late May, on behalf of the EPA, the United States Attorney for the Department of Justice, Central District of California, Environmental Crimes Section ("DOJ") began an investigation into whether there were any violations of federal criminal statutes in connection with the Line 901 incident, including potential violations of the federal Clean Water Act. We are cooperating with the DOJ's investigation by responding to their requests for documents and access to our employees. The DOJ has expressed an interest in talking to several of our employees and consistent with the terms of our governing organizational documents, we are funding their defense costs, including the costs of separate counsel engaged to represent such individuals. In addition to the DOJ, the California Attorney General's Office and the District Attorney's Office for the County of Santa Barbara are also investigating the Line 901 incident to determine whether any applicable state or local laws have been violated. On August 26, 2015, we also received a Request for

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

Shortly following the Line 901 incident, we established a claims line and encouraged any parties that were damaged by the release to contact us to discuss their damage claims. We have received a number of claims through the claims line and we are processing those claims as we receive them. In addition, we have also had seven class action lawsuits filed against us, all of which have been filed in the United States District Court for the Central District of California. In general, these lawsuits have been brought by various plaintiffs seeking to establish different classes of claimants that have allegedly been damaged by the release, including potential classes such as persons that derive a significant portion of their income through commercial fishing and harvesting activities in the waters adjacent to Santa

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Barbara County or from businesses that are dependent on marine resources from Santa Barbara County, retail businesses located in historic downtown Santa Barbara, certain owners of oceanfront and/or beachfront property on the Pacific Coast of California, and other classes of individuals and businesses that were allegedly impacted by the release.

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

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

Taking the foregoing into account, we estimate that the aggregate total costs we have incurred or will incur with respect to the Line 901 incident will be approximately \$257 million, which estimate includes actual and projected emergency response and clean-up costs, natural resource damage assessments and certain third party claims settlements as well as estimates for fines, penalties and certain legal fees. This estimate does not include any lost revenue associated with the shutdown of Line 901 or 903. In addition, this estimate considers our prior experience in environmental investigation and remediation matters and available data from, and in consultation with, our environmental and other specialists, as well as currently available facts and presently enacted laws and regulations. We have made assumptions for (i) the expected number of days that clean up, remediation and monitoring services will be required, the number of personnel and equipment required at the site and the rates charged by the associated service and equipment providers, (ii) the duration of the natural resource damage assessment and the ultimate amount of damages determined, (iii) the resolution of certain third party claims and lawsuits, but excluding claims and lawsuits with respect to which losses are not probable and reasonably estimable, and excluding future claims and lawsuits, (iv) the determination and calculation of fines and penalties and (v) the nature, extent and cost of legal services that will be required in connection with all lawsuits, claims and other matters requiring legal or expert advice associated with the Line 901 incident. We believe we have accrued adequate amounts for all probable and reasonably estimable costs; however, this estimate is subject to uncertainties associated with the assumptions that we have made. Our assumptions and estimates may turn out to be inaccurate and our total costs could turn out to be higher; accordingly, we can provide no assurance that we will not have to accrue additional costs in the future with respect to the Line 901 incident.

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

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

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

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

National Energy Board Audit. In the third quarter of 2014, the National Energy Board (“NEB”) of Canada notified PMC that various corrective actions from a 2010 audit had not been completed to the satisfaction of the NEB. The NEB initiated a process to assess PMC’s approach to compliance with the NEB’s Onshore Pipeline Regulations, which

process resulted in the issuance by the NEB of an order on January 15, 2015 that imposed six conditions on PMC designed to enhance PMC's ability to operate its pipelines in a manner that protects the public and the environment. The conditions include the filing of certain safety critical tasks, controls and programs with the NEB, external audits of certain PMC programs and systems, and periodic update meetings with NEB staff regarding the status and progress of corrective actions. In early February 2015, the NEB imposed a penalty on PMC of \$76,000 CAD related to these issues. It is possible that additional fines and penalties may be assessed against PMC in the future related to this matter.

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

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associated with these releases will be \$15 million. Through September 30, 2015, we spent \$9 million in connection with clean-up and remediation activities.

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

Note 11—Operating Segments

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

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

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

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Total revenues of reportable segments	\$ 424	\$ 281	\$ 10,793	\$ 11,498
Equity earnings in unconsolidated entities	\$ 29	\$ —	\$ —	\$ 29
Segment profit (2) (3)	\$ 231	\$ 147	\$ 152	\$ 530
Maintenance capital	\$ 35	\$ 19	\$ 2	\$ 56

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	Transportation	Facilities	Supply and Logistics	Total
Nine Months Ended September 30, 2015				
Revenues:				
External customers	\$ 538	\$ 393	\$ 17,225	\$ 18,156
Intersegment (1)	665	396	13	1,074
Total revenues of reportable segments	\$ 1,203	\$ 789	\$ 17,238	\$ 19,230
Equity earnings in unconsolidated entities	\$ 134	\$ —	\$ —	\$ 134
Segment profit (2) (3)	\$ 681	\$ 432	\$ 258	\$ 1,371
Maintenance capital	\$ 101	\$ 48	\$ 5	\$ 154