

# Code of Business Conduct

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# Letter from Greg Armstrong and Harry Pefanis

Dear Fellow Employees,

Plains All American began as a concept in the early 1990s. Today, over 20 years later, PAA is one of the largest, most profitable and most admired midstream energy companies in North America and can legitimately be described as a success story. PAA's success was made possible by sound vision, a commitment to business fundamentals, prudent capital management and the commitment, hard work and sacrifices of all of its employees -- as well as our fair share of luck.

The journey from concept to major industry player was not without a number of significant challenges – some of which tested the very viability of our organization and the character of its leaders and employees. A common thread throughout PAA's history, in both good times and bad times, has been our organization's commitment to act with honesty, integrity, fairness and respect and in all cases to “do the right thing.”

As we look forward to the next 20 plus years, it is clear that maintaining and nurturing a culture that is consistent with our core values will be key to our long-term success and sustainability as a company. In that regard, in the accompanying Code of Business Conduct we have attempted to capture the core values that govern how PAA conducts business and engages in relationships with our various stakeholders. As you can imagine, our policies and procedures cannot cover every possible issue or situation that may arise, but our core values serve as the foundation of our culture and provide a compass in addressing any situation or concern and empower us to always “do the right thing.”

We thank you for your commitment, hard work and sacrifices that have made PAA so successful to date. In order to sustain that success going forward, a continued commitment to these core values is not only a fundamental expectation for each of us individually, but a mission critical objective for PAA as a company. We look forward to working with each of you as well as future colleagues to maintain and nurture a culture that is consistent with our core values.



**Greg L. Armstrong**

Chairman and Chief Executive Officer



**Harry N. Pefanis**

President and Chief Operating Officer

“As we look forward to the next 20 plus years, it is clear that maintaining and nurturing a culture that is consistent with our core values will be key to our long-term success and sustainability as a company.”

# Our Values

This Code sets forth the core values that govern how Plains All American<sup>1</sup> conducts business and engages in our business relationships, whether with customers or other stakeholders, including suppliers, fellow employees, lenders, investors, governmental agencies or the communities in which we do business. Maintaining and nurturing a culture that is consistent with these values, which are listed below, is key to our long-term success and sustainability as a company.

## Safety

We conduct our operations and business in a manner that is safe for our employees, contractors, and the environment.

## Ethics and Integrity

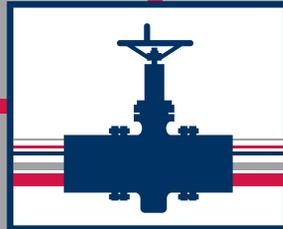
In our dealings within and outside of the Company, we do the right thing, obey the law, and act with the highest levels of honesty, ethics, and integrity.

## Accountability

In conducting our business, we are accountable to each other, our unit holders, our customers, and our other stakeholders, including the communities where we live and work.

## Respect and Fairness

We treat each other and our stakeholders fairly and with respect.



“Our core values are the foundation of our culture and should serve as a compass in addressing any situation or concern.”

This Code and the Company’s policies and procedures cannot cover every possible issue that may arise. Our core values, however, are the foundation of our culture and should serve as a compass in addressing any situation or concern. When our employees conduct themselves in accordance with our Code and these core values, we meet our commitment to conduct business the right way.

<sup>1</sup> We use “Plains All American” or “Company” in this Code to refer to Plains All American GP LLC. Unless the context indicates otherwise, it also includes Plains All American Pipeline, L.P. (the “Partnership”) and its subsidiaries.

# Our Code

“Our Code reflects general principles to guide you in making ethical decisions but is not intended to address every specific situation.”

## What Is the Code of Conduct?

Our Code sets forth the standards, principles, and values that you are expected to honor when conducting business for Plains All American. It also provides you with information regarding various resources that are available to you if you need additional information or have a question or concern.

## Who Has To Follow the Code and What Is Expected?

If you are an employee, officer, or director<sup>2</sup> of Plains All American or any of its affiliates, you are obligated and expected to abide by and follow our Code. Your responsibilities include :

- Educating yourself about the policies, procedures, and laws that apply to your work;
- Complying with our Code, our policies, and any applicable laws and regulations;
- Maintaining appropriate ethical behavior;
- Asking questions if you are unsure about your responsibilities or need guidance or additional information;
- Reporting any known or suspected violations by others of our Code, our policies, or any applicable laws or regulations; and
- When requested, certifying your compliance with our Code.

We also have separate, specific policies and procedures to follow in particular circumstances and in specific areas of our business. If you believe this Code or such policies and procedures conflicts with a law or legal obligation, you should contact the Legal Department for guidance.

## What Happens If I Don't Follow the Code?

If you violate the provisions of our Code or fail to report violations of the Code, you will be subject to disciplinary actions, up to and including termination. Our Code reflects general principles to guide you in making ethical decisions. It cannot, and is not intended to, address every specific situation. As such, nothing in our Code prohibits or restricts the Company from taking any disciplinary action on any matters pertaining to your conduct, whether or not they are expressly discussed in this document.

## Questions about Our Code and Reporting Violations

Our Code and our core values should help you work through most business issues and dilemmas. In some situations, however, the answers may not be obvious.

2. Certain aspects of conduct by our directors are addressed by provisions in our Governance Guidelines (available on our website) and in the charter documents for the Company and the Partnership. Conduct by a director in accordance with such provisions is consistent with the requirements of this Code.

In such a situation, take time to think through these questions:

- What are the relevant facts?
- What feels right or wrong about the situation?
- Have you sought guidance from a supervisor or consulted other resources within the Company?
- Would you be comfortable if the conduct in question became a matter of public discussion?

In most cases, if you have a question or concern about the Code, you should discuss it with your supervisor. If for any reason you are uncomfortable discussing the matter with your supervisor, or you are dissatisfied with the answer, you may bring the matter to the attention of the Human Resources Department, the Legal Department, or the Vice President of Internal Audit. If for any reason you are uncomfortable with any of the above choices, you may report anonymously by calling our confidential Hotline at 1-877-778-5463 (available 24 hours a day, 7 days a week).

We must all work to ensure that violations of the Code are handled promptly and consistently. If you observe illegal or unethical behavior, or behavior that violates our Code or any of the policies of the Company, or if you have genuine reason to believe that such behavior has happened or is going to happen, you have the duty under our Code to promptly bring it to the attention of your supervisor, manager, or other appropriate personnel, or contact the Hotline at the number above. Looking the other way (or failing to report) constitutes a violation of our Code. For more information regarding the reporting of concerns or complaints regarding accounting or auditing matters or

internal accounting controls, please refer to our Policy and Procedures regarding Accounting and Auditing Complaints and related Questions and Answers.

## Investigation of Potential Code Violations

Reports of misconduct will be treated confidentially to the extent practical and legally permissible. Plains All American investigates all reports promptly and will take appropriate action when necessary. You may be asked to participate in an investigation of misconduct, and you are expected to comply with any such request. Individuals who conduct any investigation will be acting on behalf of the Company and not acting as your personal representative or lawyer.

## Non-Retaliation Policy

All employees should speak openly and ask questions about the Code, or any other subject, without fear of retaliation. Plains All American strictly forbids retaliation for raising concerns under our Code, our standards, or applicable law. No employee, director, or officer will retaliate or take any hostile action against anyone who raises an issue of concern in good faith. Such retaliation would itself constitute a violation of our Code. However, any employee who intentionally reports false information is also in violation of our Code and will be subject to disciplinary action.



**Call our confidential  
Hotline at  
1-877-778-5463  
Available 24 hours a day,  
7 days a week.**

**“If for any reason you are uncomfortable discussing the matter with your supervisor, or you are dissatisfied with the answer, bring the matter to the attention of the Human Resources Department, the Legal Department, or the Vice President of Internal Audit.”**

# Safety

## Protecting Employees and the Environment

Plains All American is committed to protecting our employees and the environment. Plains All American's most valuable assets are its people; accordingly, making sure that each of us returns home safely at the end of our workday to our families and loved ones is our highest priority.

Accomplishing this fundamental objective starts with our mandate that unsafe practices and risky behavior that endangers our employees or the environment will not be tolerated. We will not take shortcuts with respect to safety and all employees and contractors have the responsibility and authority to stop work that they believe is unsafe.

Plains All American supports its commitment to safe and environmentally responsible operations through extensive and ongoing education and training, as well as investment in any necessary equipment, systems, processes, or other resources. Our commitment also includes compliance with applicable environmental health and safety rules, laws, and regulations. For additional information regarding our environmental, health, and safety policies and procedures, please refer to our Safe Operating Policies, Procedures and Practices Manual.<sup>3</sup>

## Substance Abuse

To protect the safety of those we work with and those affected by our operations, we must perform our jobs free from any substance that could impair judgment or job performance. Employees may not work under the influence of alcohol, illegal drugs or controlled substances. Employees are prohibited from soliciting, distributing, or selling illegal drugs or bringing drugs or drug-related paraphernalia into the workplace.

## Violence

Plains All American is committed to providing a safe and secure work environment. Acts or threats of violence interfere with our commitment to health and safety and will not be tolerated. Any threatening behavior, even if made in a seemingly joking manner, must be reported immediately.

If you or someone you know is in immediate danger, use your judgement when reacting and, if appropriate, call local law enforcement authorities before reporting the incident through the normal channels.

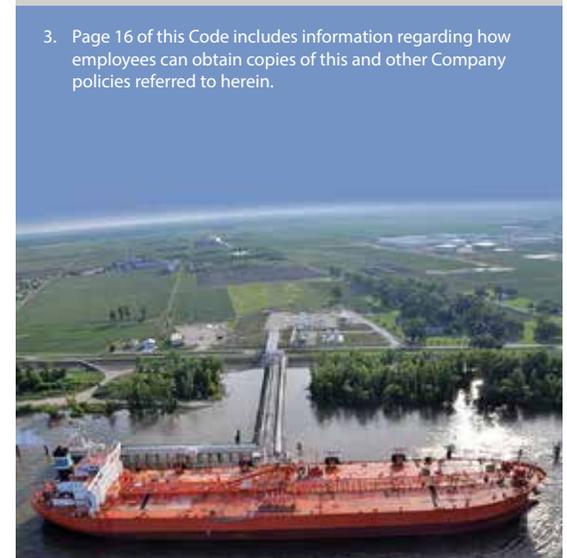
## Right

- Alerting your supervisor immediately and stopping the job if conditions are unsafe
- Consulting your supervisor if you have any doubts concerning safety requirements

## Wrong

- Performing a task that you are not trained or equipped to do
- Not using personal protective equipment required for the job
- Remaining silent and continuing to work on a job you believe is unsafe or involves an unacceptable level of risk

3. Page 16 of this Code includes information regarding how employees can obtain copies of this and other Company policies referred to herein.



# Ethics and Integrity

## Obeying the Law

Our ethical standards rest on doing the right thing and obeying the law. You are expected to respect and obey the laws of the cities, states, provinces, and countries in which we operate. Although not all individuals are expected to know the details of these laws, it is important to be familiar with the laws that apply to your area of responsibility, and to know enough to determine when to seek advice and counsel from supervisors, managers, the Legal Department, or other appropriate personnel. If you are unsure about your responsibilities under the law, please contact a member of the Legal Department.<sup>4</sup>

## Avoiding Improper Business Conduct

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided, or accepted by any Company employee or family member of an employee if it (1) is a gift of cash or securities, (2) is or could be construed as a bribe or payoff, or (3) violates any laws or regulations. Employees should always use good judgment when offering or accepting business courtesies. Please consult your supervisor if you are uncertain whether any gift or proposed gift is

appropriate. Plains All American prohibits bribes, kickbacks, or other illegal efforts to obtain an improper business advantage. You must never directly or indirectly promise, offer, deliver, or authorize money or other things of value to or for the benefit of any governmental official or governmental employee for procurement of action or consideration of a governmental entity or to obtain or retain business with such governmental entity.

## Proper Use of Company Assets

All employees are entrusted with access to, and management of, Plains All American assets. All employees should endeavor to protect and ensure the efficient use of the Company's assets. Theft, carelessness, and waste have a direct impact on the Company's profitability. Company property, information, and position should be used to advance the legitimate business interests of the Company and not for personal gain. Except as specifically authorized by the Company, Plains All American property and equipment may only be used for Company business. Any suspected incident of fraud or theft should be reported immediately. If you believe Plains All American resources are being wasted or used inappropriately, you should bring your concern to the attention of your supervisor.

“It is important to be familiar with the laws that apply to your area of responsibility, and to know enough to determine when to seek advice.”

4. Names and contact information can be found on the Legal Department contact list available on the Company's intranet website.



## Right

- Disclosing to your supervisor any relationship where your interests may conflict with the interests of Plains All American
- Excusing yourself from decisions where there is a conflict of interest, or the appearance of one
- Carefully scrutinizing business courtesies offered or received to insure they are consistent with company policy

## Wrong

- Having a personal business or financial relationship with a Plains All American supplier or client that is not disclosed
- Failing to disclose a family or close personal relationship with a client or supplier
- Giving gifts to, or accepting gifts from, any governmental or quasi-governmental employee
- Otherwise giving or accepting gifts or other personal benefits that are not normal business courtesies, and that are given or accepted in exchange for past or future business with the company

## Social Media

We recognize that the Internet provides opportunities to participate in interactive discussions and share information on particular topics using a wide variety of social media. We respect the right of employees to use the Internet as a medium of self-expression, but employees are not authorized to represent Plains All American or discuss Company business on personal and social forum Web sites and Web blogs (“blogs”). Only specifically authorized individuals may speak about Plains All American to the media, the investment community, and in other public forums, including social media and networks, wikis and blogs.

If you choose to identify yourself as a Plains All American employee or to discuss matters related to the Company in a social Web context, some readers may mistakenly view you as a spokesperson for the Company, even though your activity is personal expression. Accordingly, you must exercise caution when utilizing social media and/or networking platforms, and it is your responsibility to ensure that you do not discuss Company business or disclose confidential or proprietary information regarding the Company. It is also inappropriate to use social media to make false or misleading statements about the Company or any of its officers or employees.

## Conflicts of Interest

We must protect the Company’s reputation for integrity against any situation that could create a conflict of interest. A “conflict of interest” exists when a person’s personal interest interferes, or may be perceived to interfere, with the interests of the Company<sup>5</sup>. A conflict of interest can arise when a person takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when a person, or a member of his or her family, receives improper personal benefits as a result of his or her position with the Company.

Certain situations increase the likelihood of a conflict of interest, including (1) service as an officer, partner, or employee of a business enterprise other than the Company; (2) personal or family financial interests (including a family member serving as an officer, partner, or employee) or other business interest in any enterprise that has business relations with or competes with the Company (other than investment in publicly traded entities); (3) acquiring any interest in any entity, property, or other asset in which the Company has an interest or potential interest; and (4) the Company making loans to, or guaranteeing obligations of, employees, directors, or their family members.

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5. The Partnership’s Agreement of Limited Partnership and the Company’s Governance Guidelines specify a process for resolution of a conflict of interest between the Company on the one hand and the Partnership and its limited partners on the other. Proper resolution of conflicts of interest or potential conflicts of interest (including any derivative conflict created by an executive officer’s ownership of interests in the Company or a director’s designation by an owner of the Company) in accordance with the process described in the Partnership Agreement and the Governance Guidelines is consistent with the requirements of this Code.

“Conflicts of interest are not always clear-cut or obvious, so if you have a question, you should consult your supervisor or the Legal Department.”

You must avoid conflicts of interest unless a specific, written waiver has been obtained. The process for obtaining a waiver is set out below. In the absence of such a waiver, you must abandon or forfeit the activity or interest that creates the conflict. Conflicts of interest are not always clear-cut or obvious, so if you have a question, please consult your supervisor or the Legal Department. Any employee, officer, or director who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager, or other appropriate personnel or report their concern through the reporting mechanisms set out in this Code.

### Corporate Opportunities

Any business opportunity that is discovered through or arises from the use of Company property, information or position belongs to the Company. Any employee who becomes aware of such an opportunity must bring it to the attention of his or her supervisor or an officer of the Company. No employee may take personal advantage of such an opportunity, or directly or indirectly compete with the Company for such opportunity, without first obtaining a specific, written waiver. The process for obtaining a waiver is set out below. In the absence of such a waiver, you must abandon or forfeit such opportunity.

### Waivers of the Code of Business Conduct

Waivers of this Code, including waivers with respect to conflicts of interest and corporate opportunities, must be obtained in writing from the Vice President (or Senior Vice President or Executive Vice President, as applicable) of your business unit or corporate function. In addition, all waiver requests determined to be material by the applicable Vice President (or Senior Vice President or Executive Vice President, as applicable) must also be approved by two of the following four persons: the Chief Executive Officer, the President, the Chief Financial Officer, and the General Counsel. The Chief Executive Officer may veto any waiver. However, only the Board or a Board committee may authorize a waiver of our Code for executive officers (an officer subject to the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934, as amended) and directors, and any such waiver will be promptly disclosed as and to the extent required by law or stock exchange regulation.

# Accountability

## Honest Record-Keeping and Reporting

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or Corporate Accounting.

All of the Company's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions, and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets are not permitted.

Business records and communications often become public, so you should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that could be misunderstood. This applies to internal memos, formal reports, telephone calls, e-mails, and other forms of electronic communication. No records or documents should be altered or destroyed if the subject matter relates to a private dispute or governmental investigation or proceeding. In the event of anticipated, threatened, or actual litigation or governmental investigation, do not alter or destroy any records or documents and consult the Legal Department.



## Accurate Public Disclosure

Plains All American is committed to the full, fair, accurate, timely, and clear disclosure in documents filed with the Securities and Exchange Commission ("SEC") and in other public communications. Every employee involved in the preparation or review of such communications must demonstrate that commitment.

“Your obligation to protect the Company’s assets includes maintaining and protecting the confidentiality of information entrusted to you by the Company or by third parties because of your position with the Company.”

This often means going beyond mere compliance with accounting procedures or SEC rules. To the extent you are involved in the process of auditing and reviewing our financial statements, you must endeavor to cooperate with our external auditors. We must never take any action to coerce, manipulate, mislead, or fraudulently influence such auditors during the process. Any contact with investors, securities analysts, or the news media regarding Company business is limited to a specified group of spokespersons. For more information, please refer to the Company’s Media Policy and Policy for Informal Disclosure.

Our Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer are subject to this Code along with every other employee, and are also subject to a separate Code of Ethics for Senior Financial Officers.

## Protecting Confidential Information

Through your work at Plains All American, you may come across non-public or proprietary information about our Company or others. Your obligation to protect the Company’s assets includes maintaining and

protecting the confidentiality of information entrusted to you by the Company or by third parties because of your position with the Company, except where disclosure is authorized or legally required.

Confidential information includes all non-public information that might be of use to competitors, or harmful to Plains All American or its customers, if disclosed. It also includes intellectual property such as trade secrets, as well as business, marketing, and operational plans, customer relationships, databases, records, salary information, and any financial data and reports that have not been publicly disclosed by Plains All American.

Unauthorized use, disclosure, or distribution of this information would violate our Code, and it is also illegal to remove trade secrets from a company or possess stolen trade secrets. The obligation to preserve confidential information applies both at work and away from the office, and continues even after employment ends. For more information, please refer to our Policy on Insider Trading and Policy for Informal Disclosure.

## Insider Trading

Employees at Plains All American may have access to confidential information about the Company, suppliers, customers, or other business partners. Because the Company is the general partner of a publicly traded partnership, you should be aware of the strict laws prohibiting trading in securities while in possession of any material, non-public information.

Information is “material” if there is a substantial likelihood that an investor would reasonably consider it important in arriving at a decision to buy, sell, or hold securities. Information is considered to be “non-public” until it has been widely disseminated to the public (generally through a news release by the Company).



Examples of potentially material information include:

- Information about earnings or losses;
- A pending or proposed significant acquisition, merger, or tender offer;
- A pending or proposed significant joint venture;
- A Company restructuring;
- Regulatory developments that could significantly impact the Company;
- A material adverse event involving the Company's assets;
- A change in senior management;
- Pending or threatened significant litigation, or the resolution of such litigation; and
- Gain or loss of a major customer.

If in the course of your work you have access to material, non-public information about any company, you must not share that information with others, or buy or sell any of that company's

securities or options. You should also be careful to avoid creating even the appearance of improperly using or acting on inside information. Please refer to our Policy on Insider Trading for more detailed information.

## Protecting Employee Personal Information

We each provide personal information to the Company with the expectation that it will be properly secured and only used for appropriate business purposes. Plains All American is committed to respecting the privacy of all employee or third-party personal information that it processes. Specific internal rules guide our conduct in the collection, use, release, disclosure, and security of such data and describe our expectations of third parties who process such data on our behalf. If your work at Plains All American includes handling such personal information, you have an obligation to protect such information and use it only for the purposes described.

# Respect and Fairness

## Right

- Ensuring interactions with other Plains All American employees and outside parties are consistent with Company values
- Making hiring and other employment decisions based only on merit and business considerations, without discrimination

## Wrong

- Failing to internally report discrimination or other misconduct
- Treating employees or third parties disrespectfully
- Behaving in an intimidating or hostile manner
- Displaying offensive material at work
- Disciplining an employee for properly reporting an ethical concern

## Focus on Our Colleagues, Customers, Suppliers, and Other Stakeholders

Our reputation is in large measure defined by how we treat each other, our customers, suppliers, and other stakeholders. Our business goal is to consistently generate superior results, fairly and honestly, and never through unethical or illegal business practices. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged or proprietary information, misrepresentation of material facts, or any other intentionally unfair practice.

## Discrimination and Harassment

Our Company insists on maintaining a professional, safe, and discrimination-free work environment. We are firmly committed to fostering a work environment in which all co-workers treat each other with respect and dignity. Consistent with our Equal Employment Opportunity and Harassment policies, this commitment extends to providing equal opportunity in all aspects of employment as required by all applicable federal, state, or local law.

We will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics, unwelcome sexual advances or requests, or engaging in coercive behavior that is sexual in nature. Please refer to our Equal Employment Opportunity and Harassment policies for more information.



# No Implied Contract

“Our Code is not intended to create any express or implied contract with any employee or third party. This document is not an employment contract between the Company and any of its employees. Moreover, there are no third-party beneficiaries of our Code. The Code is not intended to affect any of the rights and powers under the Partnership Agreement of Plains All American

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Pipeline, L.P. or the Limited Liability Company Agreement of Plains All American GP LLC, as the same may be amended or restated from time to time, including without limitation the indemnities and related provisions contained therein. The Company may amend the Code at any time and without prior notice.

## Additional Resources

Copies of our Code as well as our Governance Guidelines and Code of Ethics for Senior Financial Officers are available on our internet website ([www.paalp.com](http://www.paalp.com)) under “Our Company – Structure and Governance.”

Copies of the following policies, as well as additional Company policies, may be accessed by employees through the Company’s intranet website or by contacting the Human Resources Department:

- Policy and Procedures Regarding Accounting and Auditing Complaints and related Questions and Answers
- Policy on Insider Trading
- Policy for Informal Disclosure
- Media Policy
- Equal Employment Opportunity Policy
- Harassment Policy
- Safe Operating Policies, Procedures and Practices Manual

*Note for Canadian employees – Some Canadian policies may be slightly different due to differences between U.S. and Canadian laws; accordingly, Canadian employees should consult the PMC intranet website and/or contact the Human Resources Department in our Calgary office to obtain copies of the above policies or ask questions regarding such policies.*



# Certification

## PLAINS ALL AMERICAN CODE OF BUSINESS CONDUCT CERTIFICATION

I acknowledge that I have received and read the Code of Business Conduct ("Code"). I understand that I am responsible for complying with the Code as it pertains to my job duties/assignment.

I understand that I am responsible for promptly reporting known or suspected violations of the Code to my immediate supervisor, the Human Resources Department, the Legal Department, the Vice President of Internal Audit, or the Hotline at 1-877-778-5463 (available 24 hours a day/7 days a week) as instructed in the Code.

I confirm my understanding that any failure to comply with the principles and rules of the Code will subject me to disciplinary action, up to and including dismissal from employment/assignment with the Company. I further confirm that, to the best of my knowledge, I am in compliance with the Code, and I am not aware of any unreported instances of non-compliance by another individual.

**Signature:** \_\_\_\_\_

**Name (please print):** \_\_\_\_\_

**Date:** \_\_\_\_\_

