

PACIFIC ENERGY PARTNERS LP

Form S-8 POS

November 16, 2006

As Filed with the Securities and Exchange Commission on November 16, 2006

Registration Nos. 333-106804

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**POST EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**PACIFIC ENERGY PARTNERS, L.P.**

(Exact Name of Registrant as Specified in Its  
Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or  
Organization)

**1311**

(Primary Standard Industrial Classification Code  
Number)

**56-0490580**

(I.R.S Employer Identification Number)

**333 Clay Street, Suite 1600**

**Houston, Texas 77002**

**(713) 646-4100**

(Address, Including Zip Code, and Telephone  
Number, Including Area Code, of Registrant's  
Principal Executive Offices)

**Tim Moore**

**333 Clay Street, Suite 1600**

**Houston, Texas 77002**

**(713) 646-4100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

**Alan Beck**

**Vinson & Elkins L.L.P.**

**First City Tower**

**1001 Fannin Street, Suite 2300**

**Houston, Texas 77002-6760**

**713-758-2222**

**TERMINATION OF REGISTRATION**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (Registration No. 333-106804) of Pacific Energy Partners, L.P., a Delaware limited partnership (the Partnership ), filed on July 7, 2003, pertaining to the Partnership s 1,750,000 common units representing limited partner interests in the Partnership issuable pursuant to the Amended and Restated Pacific Energy GP, LP Long-Term Incentive Plan.

The Partnership hereby removes from registration all securities of the Partnership registered pursuant to this Registration Statement that remain unissued.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and Rule 478 thereunder, the Registrant has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on November 16, 2006.

PLAINS ALL AMERICAN PIPELINE, L.P.  
(as successor by merger to Pacific Energy Partners, L.P.)

By: Plains AAP, L.P.,  
its general partner

By: Plains All American GP LLC,  
its general partner

By: /s/ TIM MOORE

Tim Moore  
Vice President, General Counsel and Secretary