

Edgar Filing: TC PIPELINES LP - Form SC 13D/A

TC PIPELINES LP
Form SC 13D/A
August 13, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

TC PipeLines, LP

(Name of Issuer)

Common Units

(Title of Class of Securities)

87233Q 10 8

(CUSIP Number)

Ronald J. Turner
110 Turnpike Road, Suite 203
Westborough, Massachusetts 01581
(508) 871-7046

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

August 1, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

Page 1 of 18 Pages

Edgar Filing: TC PIPELINES LP - Form SC 13D/A

SCHEDULE 13D/A

CUSIP No. 87233Q 10 8

Page 2 of 18 Pages

(1) Name of Reporting Person.

S.S. or I.R.S. Identification No. of Above Person

TransCanada Corporation

(2) Check the Appropriate Box if a Member of a Group

(See Instructions)

(a) / /

(b) / /

(3) SEC Use Only

(4) Source of Funds (See Instructions)

00; (See Item 3)

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to

Items 2(d) or 2(e)

/ /

(6) Citizenship or Place of Organization

Canada

Number of Shares

Beneficially

Owned by

Each Reporting

Person With

(7) Sole Voting Power

4,672,870 Common Units of TC PipeLines, LP

(8) Shared Voting Power

-0-

(9) Sole Dispositive Power

4,672,870 Common Units of TC PipeLines, LP

(10) Shared Dispositive Power

-0-

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

4,672,870 Common Units of TC PipeLines, LP

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

(See Instructions)

/ /

(13) Percent of Class Represented by Amount in Row (11)

28.1%*

(14) Type of Reporting Person

HC, CO

* TransCan Northern Ltd., a wholly owned subsidiary of TransCanada Pipelines Limited, acquired 2,800,000 Common Units on May 28, 1999 in connection with TC PipeLines, LP's initial public offering, as disclosed in TC PipeLines, LP's initial public offering prospectus and subsequent periodic reports filed under the Securities Exchange Act of 1934. On August 1, 2002, due to the early conversion of 936,435 subordinated units held by TC Pipelines GP, Inc., the general partner of TC Pipelines, LP, the ownership of the Reporting Persons increased to an aggregate 3,736,435 Common Units. On August 1, 2003, due to the early conversion of an additional 936,435 subordinated units held by TC Pipelines, LP, the ownership of the Reporting Persons increased to 4,672,870 Common Units.

Edgar Filing: TC PIPELINES LP - Form SC 13D/A

CUSIP No. 87233Q 10 8

Page 3 of 18 Pages

 (1) Name of Reporting Person.
 S.S. or I.R.S. Identification No. of Above Person
 TransCanada PipeLines Limited

(2) Check the Appropriate Box if a Member of a Group
 (See Instructions) (a) / /
 (b) / /

(3) SEC Use Only

(4) Source of Funds (See Instructions)
 OO; (See Item 3)

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to
 Items 2(d) or 2(e) / /

(6) Citizenship or Place of Organization
 Canada

Number of Shares (7) Sole Voting Power
 Beneficially -0-
 Owned by -----

Each Reporting (8) Shared Voting Power
 Person With 4,672,870 Common Units of TC PipeLines, LP

(9) Sole Dispositive Power
 -0-

(10) Shared Dispositive Power
 4,672,870 Common Units of TC PipeLines, LP

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
 4,672,870 Common Units of TC PipeLines, LP

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
 (See Instructions) / /

(13) Percent of Class Represented by Amount in Row (11)
 28.1%*

(14) Type of Reporting Person
 HC, CO

* TransCan Northern Ltd., a wholly owned subsidiary of TransCanada Pipelines Limited, acquired 2,800,000 Common Units on May 28, 1999 in connection with TC PipeLines, LP's initial public offering, as disclosed in TC PipeLines, LP's initial public offering prospectus and subsequent periodic reports filed under the Securities Exchange Act of 1934. On August 1, 2002, due to the early conversion of 936,435 subordinated units held by TC Pipelines GP, Inc., the general partner of TC Pipelines, LP, the ownership of the Reporting Persons increased to an aggregate 3,736,435 Common Units. On August 1, 2003, due to the early conversion of an additional 936,435 subordinated units held by TC Pipelines, LP, the ownership of the Reporting Persons increased to 4,672,870 Common Units.

SCHEDULE 13D

CUSIP No. 87233Q 10 8

Page 4 of 18 Pages

Edgar Filing: TC PIPELINES LP - Form SC 13D/A

-
- (1) Name of Reporting Person.
S.S. or I.R.S. Identification No. of Above Person
TransCan Northern Ltd.
-
- (2) Check the Appropriate Box if a Member of a Group
(See Instructions) (a) / /
(b) / /
-
- (3) SEC Use Only
-
- (4) Source of Funds (See Instructions)
OO; (See Item 3)
-
- (5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e) / /
-
- (6) Citizenship or Place of Organization
Delaware
-
- | | |
|------------------|--|
| Number of Shares | (7) Sole Voting Power |
| Beneficially | -0- |
| Owned by | ----- |
| Each Reporting | (8) Shared Voting Power |
| Person With | 4,672,870 Common Units of TC PipeLines, LP |
| | ----- |
| | (9) Sole Dispositive Power |
| | -0- |
| | ----- |
| | (10) Shared Dispositive Power |
| | 4,672,870 Common Units of TC PipeLines, LP |
-
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person
4,672,870 Common Units of TC PipeLines, LP
-
- (12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) / /
-
- (13) Percent of Class Represented by Amount in Row (11)
28.1%*
-
- (14) Type of Reporting Person
HC, CO
-

* TransCan Northern Ltd., a wholly owned subsidiary of TransCanada Pipelines Limited, acquired 2,800,000 Common Units on May 28, 1999 in connection with TC PipeLines, LP's initial public offering, as disclosed in TC PipeLines, LP's initial public offering prospectus and subsequent periodic reports filed under the Securities Exchange Act of 1934. On August 1, 2002, due to the early conversion of 936,435 subordinated units held by TC Pipelines GP, Inc., the general partner of TC Pipelines, LP, the ownership of the Reporting Persons increased to an aggregate 3,736,435 Common Units. On August 1, 2003, due to the early conversion of an additional 936,435 subordinated units held by TC Pipelines, LP, the ownership of the Reporting Persons increased to 4,672,870 Common Units.

SCHEDULE 13D

CUSIP No. 87233Q 10 8

Page 5 of 18 Pages

Edgar Filing: TC PIPELINES LP - Form SC 13D/A

(1) Name of Reporting Person.
 S.S. or I.R.S. Identification No. of Above Person
 TC PipeLines GP, Inc.

(2) Check the Appropriate Box if a Member of a Group
 (See Instructions) (a) / /
 (b) / /

(3) SEC Use Only

(4) Source of Funds (See Instructions)
 00; (See Item 3)

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to
 Items 2(d) or 2(e) / /

(6) Citizenship or Place of Organization
 Delaware

| | |
|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | (7) Sole Voting Power -0- |
| | (8) Shared Voting Power 1,872,870 Common Units of TC PipeLines, LP |
| | (9) Sole Dispositive Power -0- |
| | (10) Shared Dispositive Power 1,872,870 Common Units of TC PipeLines, LP |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
 4,672,870 Common Units of TC PipeLines, LP

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
 (SEE INSTRUCTIONS) / /

(13) Percent of Class Represented by Amount in Row (11)
 28.1%*

(14) Type of Reporting Person
 HC, CO

* TransCan Northern Ltd., a wholly owned subsidiary of TransCanada Pipelines Limited, acquired 2,800,000 Common Units on May 28, 1999 in connection with TC PipeLines, LP's initial public offering, as disclosed in TC PipeLines, LP's initial public offering prospectus and subsequent periodic reports filed under the Securities Exchange Act of 1934. On August 1, 2002, due to the early conversion of 936,435 subordinated units held by TC Pipelines GP, Inc., the general partner of TC Pipelines, LP, the ownership of the Reporting Persons increased to an aggregate 3,736,435 Common Units. On August 1, 2003, due to the early conversion of an additional 936,435 subordinated units held by TC Pipelines, LP, the ownership of the Reporting Persons increased to 4,672,870 Common Units.

PAGE 6 OF 18 PAGES

Item 1. SECURITY AND ISSUER

Edgar Filing: TC PIPELINES LP - Form SC 13D/A

This Amendment No. 1 (the "Amendment") to Schedule 13D/A is being filed by TransCanada Corporation, a Canadian public company, TransCanada PipeLines Limited, a Canadian company, TransCan Northern Ltd., a Delaware corporation and TC PipeLines GP, Inc., a Delaware corporation to amend the Schedule 13D that was previously filed on August 8, 2002. Effective March 15, 2003, TransCanada PipeLines Limited became a wholly owned subsidiary of TransCanada Corporation pursuant to a statutory reorganization. As a result, prior to May 15, 2003, the term "Reporting Persons" refers to TransCanada PipeLines Limited, TransCan Northern Ltd. and TC PipeLines GP, Inc. and beginning May 15, 2003 also includes TransCanada Corporation. This statement relates to the common units representing limited partner interests (the "Common Units") of TC PipeLines, LP, a Delaware limited partnership (the "Partnership"), which has its principal executive offices at 110 Turnpike Road, Suite 203, Westborough, Massachusetts 01581.

Item 2. IDENTITY AND BACKGROUND

The name, state or other place of organization and the address of its principal office for the Reporting Persons are set forth on Schedule I.

The information regarding the principal business of the Reporting Persons is amended by adding the following paragraph to the information previously filed:

TransCanada Corporation is the owner of TransCanada PipeLines Limited and is a holding company. The executive officers and directors of TransCanada Corporation are listed on Appendix A hereto.

(a) - (c) The information required to be filed in response to paragraphs (a), (b) and (c) of Item 2 with respect to the persons listed on Appendices A, B, C and D hereto is set forth therein.

(d) During the last five years, none of the Reporting Persons nor, to the knowledge of the Reporting Persons, any of the persons listed on Appendices A, B, C and D hereto, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons nor, to the knowledge of the Reporting Persons, any of the persons listed on Appendices A, B, C and D hereto, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any of such persons was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The information required to be filed in response to paragraph (f) of Item 2 with respect to the persons listed on Appendices A, B, C and D hereto is set forth therein.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The conversion of 936,435 subordinated units representing limited partner interests in TC PipeLines, LP ("Subordinated Units") held by TC PipeLines GP, Inc. into 936,435 Common Units occurred automatically for no additional consideration pursuant to and in accordance with the terms of the Partnership's Amended and Restated Agreement of Limited Partnership upon satisfaction of certain financial tests.

PAGE 7 OF 18 PAGES

Item 4. PURPOSE OF TRANSACTION

The Reporting Persons acquired the Common Units reported herein solely

Edgar Filing: TC PIPELINES LP - Form SC 13D/A

for the purpose of investment. The Reporting Persons may make additional purchases of Common Units either in the open market or in private transactions depending on the Partnership's business, prospects and financial condition, the market for the Common Units, general economic conditions, money and stock market conditions and other future developments.

Item 5. INTEREST IN SECURITIES OF THE COMPANY

(a) There were 14,300,000 Common Units outstanding as of May 28, 1999, of which 2,800,000 or 19.6% of the amount outstanding, were held by TransCan Northern Ltd. On August 1, 2002, the Reporting Persons' beneficial ownership interest increased due to the conversion on a one-for-one basis of one-third (or 936,435) of the 2,809,306 Subordinated Units held by TC PipeLines GP, Inc., the general partner of the Partnership. On August 1, 2003, the Reporting Persons' beneficial ownership increased due to the conversion of an additional 936,435 Subordinated Units into Common Units. The Subordinated Units were converted into Common Units because specified financial tests contained in the Partnership's Amended and Restated Agreement of Limited Partnership, which are related to generating cash from operations and distributing at least \$0.45 per unit on all Common Units and Subordinated Units, were satisfied for each of the three consecutive four-quarter periods ending on June 30, 2003. As a result, as of August 1, 2003, TransCanada Corporation is deemed to beneficially own 4,672,870 Common Units, which constitute 28.1% of the 16,563,564 issued and outstanding Common Units as of such date. 2,800,000 of such Common Units are held through TransCan Northern Ltd. and the remaining 1,872,870 Common Units are held through TC PipeLines GP, Inc. The directors and executive officers of each of the Reporting Persons disclaim any beneficial ownership of the Common Units owned by either TransCan Northern Ltd. or TC PipeLines GP, Inc.

If the financial tests for conversion in the Partnership's partnership agreement are met for the three consecutive four-quarter periods ending on June 30, 2004, the final one-third (or 936,436) of the Subordinated Units will convert into Common Units on the first day after the record date established for the cash distribution for any quarter ending on or after June 30, 2004. The Reporting Persons currently hold, through TC Pipelines GP, Inc., these remaining 936,436 Subordinated Units in the Partnership.

(b) The number of Common Units as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or direct the disposition for the Reporting Persons is set forth on the cover pages of this Statement on Schedule 13D, and such information is incorporated herein by reference. Neither the directors nor the executive officers of each of the Reporting Persons individually have the power to vote or direct the vote of, or dispose or direct the disposition of, Common Units deemed beneficially owned by the Reporting Persons, or to dispose of or direct the disposition of, or receive or direct the receipt of, distributions with respect to such Common Units. TransCanada Corporation, by virtue of its ownership of TransCanada PipeLines Limited and TransCan Northern Ltd., the sole stockholder of TC PipeLines GP, Inc., has the sole power to elect the board of directors of TC PipeLines GP, Inc., however, all decisions regarding Common Units owned by TC PipeLines GP, Inc. are within the exclusive authority of the board of directors of TC PipeLines GP, Inc.

(c) On August 1, 2003, 936,435 of the Subordinated Units held by TC PipeLines, GP, Inc. converted on a one-for-one basis into 936,435 Common Units. There have been no other reportable transactions with respect to the Common Units within 60 days of the date hereof by the Reporting Persons.

(d) The Reporting Persons have the right to receive distributions from, and the proceeds from the sale of, the respective Common Units reported by such persons on the cover pages of this Statement on Schedule 13D.

Edgar Filing: TC PIPELINES LP - Form SC 13D/A

(e) Not applicable.

PAGE 8 OF 18 PAGES

Item 7. MATERIAL TO BE FILED AS EXHIBITS

The information previously furnished in response to this item is amended by adding reference to the following new exhibit filed in this Amendment No. 1, which replaced the previously filed Exhibit B.

Exhibit B: Joint Filing Agreement, dated August 13, 2003.

PAGE 9 OF 18 PAGES

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: August 13, 2003

TRANSCANADA CORPORATION

/s/ ALBRECHT W. A. BELLSTEDT

Name: Albrecht W. A. Bellstedt
Title: Executive Vice-President,
Law and General Counsel

/s/ RHONDDA E. S. GRANT

Name: Rhondda E. S. Grant
Title: Vice-President and Corporate Secretary

TRANSCANADA PIPELINES LIMITED

/s/ ALBRECHT W. A. BELLSTEDT

Name: Albrecht W. A. Bellstedt
Title: Executive Vice-President,
Law and General Counsel

/s/ RHONDDA E. S. GRANT

Name: Rhondda E. S. Grant
Title: Vice-President and Corporate Secretary

TRANSCAN NORTHERN LTD.

/s/ RONALD L. COOK

Name: Ronald L. Cook
Title: Vice-President, Taxation

/s/ RHONDDA E. S. GRANT

Name: Rhondda E. S. Grant

Edgar Filing: TC PIPELINES LP - Form SC 13D/A

Title: Secretary

TC PIPELINES GP, INC.

/s/ RONALD L. COOK

Name: Ronald L. Cook
Title: Vice-President, Taxation

/s/ RHONDDA E. S. GRANT

Name: Rhondda E. S. Grant
Title: Secretary

PAGE 10 OF 18 PAGES

SCHEDULE I

| NAME ----- | STATE OF INCORPORATION OR FORMATION ----- | BUSINESS ----- |
|-------------------------------|---|--|
| TransCanada Corporation | Canada | TransCa 450 - 1st Calgary, AL T2 Phone: (4 |
| TransCanada PipeLines Limited | Canada | TransCa 450 - 1st Calgary, AL T2 Phone: (4 |
| TransCan Northern Ltd. | Delaware | TransCa 450 - 1st Calgary, AL T2 Phone: (4 |
| TC PipeLines GP, Inc. | Delaware | 110 Tur Sui Westborough, Ma Phone: (5 |

PAGE 11 OF 18 PAGES

APPENDIX A AND B

Executive Officers and Directors of TransCanada Corporation and TransCanada
PipeLines Limited

Harold N. Kvisle

President, Chief Executive Officer and Director

Edgar Filing: TC PIPELINES LP - Form SC 13D/A

| | |
|--|--|
| Ronald J. Turner | Executive Vice-President, Gas Transmission |
| Albrecht W.A. Bellstedt, Q.C. | Executive Vice-President, Law and General Coun |
| Russell K. Girling | Executive Vice-President, Corporate Development Chief Financial Officer |
| Donald M. Wishart | Executive Vice-President, Operations and Engin |
| Sarah E. Raiss | Executive Vice-President, Corporate Services |
| Dennis McConaghy | Executive Vice-President, Gas Development |
| Alexander J. Pourbaix | Executive Vice-President, Power |
| Richard F. Haskayne, O.C., F.C.A. | Chairman and Director |
| Douglas D. Baldwin, P. Eng. | Director |
| S. Barry Jackson | Director |
| David P. O'Brien | Director |
| James R. Paul | Director |
| Wendy K. Dobson | Director |
| Harry G. Schaefer, F.C.A. | Vice Chairman and Director |
| W. Thomas Stephens | Director |
| Kerry L. Hawkins | Director |
| Joseph D. Thompson, P. Eng. | Director |
| The Hon. Paul Gauthier, P.C., O.C., O.Q., Q.C. | Director |

PAGE 12 OF 18 PAGES

Each of the persons listed below is a Canadian citizen other than James R. Paul and W. Thomas Stephens, who are United States citizens. The principal business address of each executive officer and director of TransCanada PipeLines Limited, and the present principal occupation or employment of each such person is as follows:

| NAME ----- | PRESENT PRINCIPAL OCCUPATION ----- | PRINCIPAL BU ----- |
|------------------|---|----------------------------|
| Harold N. Kvisle | President, Chief Executive Officer and Director TransCanada PipeLines Limited | 450 - 1 Calgary, Albert |
| Ronald J. Turner | Executive Vice-President, Gas Transmission TransCanada PipeLines Limited | 450 - 1 Calgary, Albert |

Edgar Filing: TC PIPELINES LP - Form SC 13D/A

| | | |
|-----------------------------------|---|------------------------------|
| Albrecht W.A. Bellstedt, Q.C. | Executive Vice-President, Law and General Counsel TransCanada PipeLines Limited | 450 - 1 Calgary, Albert |
| Donald M. Wishart | Executive Vice-President, Operations and Engineering TransCanada PipeLines Limited | 450 - 1 Calgary, Albert |
| Russell K. Girling | Executive Vice-President, Corporate Development and Chief Financial Officer TransCanada PipeLines Limited | 450 - 1 Calgary, Albert |
| Sarah E. Raiss | Executive Vice-President, Corporate Services TransCanada PipeLines Limited | 450 - 1 Calgary, Albert |
| Dennis McConaghy | Executive Vice-President, Gas Development TransCanada PipeLines Limited | 450 - 1 Calgary, Albert |
| Alexander J. Pourbaix | Executive Vice-President, Power TransCanada PipeLines Limited | 450 - 1 Calgary, Albert |
| Richard F. Haskayne, O.C., F.C.A. | Chairman TransCanada PipeLines Limited | 2030, 855 Calgary, Albert |
| Douglas D. Baldwin, P.Eng. | Chairman Talisman Energy Inc. | 3400, 888 Calgary, Albert |
| S. Barry Jackson | Chairman Resolute Energy Inc. | 2700, 530 Calgary, Albert |

PAGE 13 OF 18 PAGES

| NAME ----- | PRESENT PRINCIPAL OCCUPATION ----- | PRINCIPAL BU ----- |
|--|--|---|
| Wendy K. Dobson | Professor Rotman School of Management and Director, Institute for International Business University of Toronto | 105 St. G Toronto, On M5 |
| The Hon. Paule Gauthier, P.C., O.C., O.Q., Q.C. | Senior Partner Desjardins Duchame Stein Monast | 1150 de Clai Sui Quebec, Qu G1 |
| Kerry L. Hawkins | President Cargill Limited | 300, 240 G Winnipeg, Ma R3 |
| David P. O'Brien | Chairman EnCana Corporation | 150 - 9 P.O. Calgary, Al T2 |
| James R. Paul | Chairman | 2 Kin |

Edgar Filing: TC PIPELINES LP - Form SC 13D/A

| | | |
|-----------------------------|---|--|
| | James and Associates | Kingwood, Tex |
| Harry G. Schaefer, F.C.A. | President Schaefer & Associates Ltd. | Suit 500 Eau Cla Calgary, Albert |
| W. Thomas Stephens | Corporate Director | 3333 East Greenwood Vi U.S. |
| Joseph D. Thompson, P. Eng. | Chairman PCL Construction Group Inc. | PCL Edmonton Bldg #4, 54 Edmonton, A T6 |

PAGE 14 OF 18 PAGES

The principal business and address of the corporations and organizations by which our non-employee directors are employed are as follows:

| NAME OF CORPORATION OR ORGANIZATION ----- | PRINCIPAL BUSINESS ----- | AD -- |
|---|---|---|
| Resolute Energy | Oil and gas | 2700, 530 Calgary, Albert |
| University of Toronto | Education | Rotman Schoo Universit 105 St. G Toronto, On M5 |
| Desjardins Duchame Stein Monast | Law firm | 1150 de Clai Sui Quebec, Qu G1 |
| Cargill Limited | Grain handlers, merchants, transporters and processors of agricultural products. | 300, 240 G Winnipeg, Ma R3 |
| EnCana Corporation | Oil and gas | 150 - 9 P.O. Calgary, Al T2 |
| James and Associates | Private investment firm | 2 Kin Kingwood, Tex |
| Schaefer & Associates Ltd. | Business advisory services | Suite Eau Clair Calgary, Albert |
| PCL Construction Group Inc. | General construction | PCL Edmonton Bldg #4, 54 Edmonton, A T6 |

APPENDIX C

Executive Officers and Directors of TransCan Northern Ltd.

Each of the persons listed below is a Canadian citizen and an employee of TransCanada PipeLines Limited, the parent of TransCan Northern Ltd. The principal business address of each executive officer and director of TransCan Northern Ltd. is 450 - 1 Street SW, Calgary, Alberta, Canada, T2P 5H1.

| NAME ---- | OFFICE ----- |
|---------------------|-----------------------------|
| Ronald J. Turner | President and Director |
| Paul F. MacGregor | Vice-President and Director |
| Ronald L. Cook | Vice-President, Taxation |
| Russell K. Girling | Treasurer |
| Rhondda E.S. Grant | Secretary |
| Dennis J. McConaghy | Director |

APPENDIX D

Executive Officers and Directors of TC PipeLines GP, Inc.

Each of the persons listed below is a Canadian citizen and an employee of TransCanada PipeLines Limited, other than Robert A. Helman, Jack F. Jenkins-Stark and David L. Marshall, who are United States citizens. The principal business address of each executive officer and director of TC PipeLines, GP, Inc., of each such person is as follows:

| NAME ---- | OFFICE ----- | PRINCIPAL BUS ----- |
|---------------------|---|------------------------------------|
| Ronald J. Turner | President, Chief Executive Officer and Director | 450 - 1 Street Calgary, Alberta |
| Russell K. Girling | Chief Financial Officer and Director | 450 - 1 Street Calgary, Alberta |
| Paul F. MacGregor | Vice-President, Business Development | 450 - 1 Street Calgary, Alberta |
| Donald R. Marchland | Vice-President, Treasurer | 450 - 1 Street Calgary, Alberta |
| Ronald L. Cook | Vice-President, Taxation | 450 - 1 Street Calgary, Alberta |

Edgar Filing: TC PIPELINES LP - Form SC 13D/A

| | | |
|-------------------------|----------------------|---|
| Theresa Jang | Controller | 450 - 1 Street Calgary, Alberta |
| Rhondda E.S. Grant | Secretary | 450 - 1 Street Calgary, Alberta |
| Robert A. Helman | Independent Director | 190 S. LaSalle Chicago, Illinois |
| Jack F. Jenkins-Stark | Independent Director | 1010 Atlantic Alameda, California |
| David L. Marshall | Independent Director | 997 Wander Way Incline Village, Nevada |
| Albrecht W.A. Bellstedt | Director | 450 - 1 Street Calgary, Alberta |
| Dennis J. McConaghy | Director | 450 - 1 Street Calgary, Alberta |

PAGE 17 OF 18 PAGES

EXHIBIT A

JOINT FILING AGREEMENT

Each of the undersigned agrees that (i) the statement on Schedule 13D relating to the Common Units representing limited partner interests in TC PipeLines, LP, has been adopted and filed on behalf of each of them, (ii) all future amendments to such statement on Schedule 13D will, unless written notice to the contrary is delivered as described below, be jointly filed on behalf of each of them, and (iii) the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934 apply to each of them. This agreement may be terminated with respect to the obligations to jointly file future amendments to such statement on Schedule 13D as to any of the undersigned upon such person giving written notice thereof to each of the other persons signature hereto, at the principal office thereof.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: August 13, 2003

TRANSCANADA CORPORATION

/s/ ALBRECHT W. A. BELLSTEDT

Name: Albrecht W. A. Bellstedt
Title: Executive Vice-President,
Law and General Counsel

/s/ RHONDDA E. S. GRANT

Name: Rhondda E. S. Grant
Title: Vice-President and Corporate Secretary

TRANSCANADA PIPELINES LIMITED

Edgar Filing: TC PIPELINES LP - Form SC 13D/A

/s/ ALBRECHT W. A. BELLSTEDT

Name: Albrecht W. A. Bellstedt
Title: Executive Vice-President,
Law and General Counsel

/s/ RHONDDA E. S. GRANT

Name: Rhondda E. S. Grant
Title: Vice-President and Corporate Secretary

TRANSCAN NORTHERN LTD.

/s/ RONALD L. COOK

Name: Ronald L. Cook
Title: Vice-President, Taxation

/s/ RHONDDA E. S. GRANT

Name: Rhondda E. S. Grant
Title: Secretary

PAGE 18 OF 18 PAGES

TC PIPELINES, GP, INC.

/s/ RONALD L. COOK

Name: Ronald L. Cook
Title: Vice-President, Taxation

/s/ RHONDDA E. S. GRANT

Name: Rhondda E. S. Grant
Title: Secretary