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April 30, 2013

National Energy Board
444 Seventh Avenue S.W.
Calgary, Alberta
T2P 0X8

Filed electronically

Attention: Sherri Young, Secretary of the Board

Dear Ms. Young:

**Re: TransCanada PipeLines Limited (TransCanada)
TransCanada Canadian Mainline Code of Conduct
Compliance Report for the Year Ended December 31, 2012**

In accordance with sub-section 7.4(f) of the Canadian Mainline Code of Conduct, TransCanada is filing its Compliance Report for the year ended December 31, 2012.

TransCanada is posting this filing on <http://www.transcanada.com/customerexpress/902.html>. TransCanada is also notifying Mainline shippers, members of the Tolls Task Force and the parties to RH-2-2004 Phase I of the filing and its availability on the website.

If you have any questions or concerns with respect to the enclosed please contact me at (403) 920-6233 or at ann_birch@transcanada.com.

Yours truly,
TransCanada PipeLines Limited

Original Signed by

Ann Birch
Regulatory Analyst

cc. Mainline Shippers
Tolls Task Force
Interested Parties List – RH-2-2004 Phase I

**TRANSCANADA PIPELINES LIMITED
CANADIAN MAINLINE CODE OF CONDUCT**

**COMPLIANCE REPORT
For the 2012 Reporting Period**

1.0 INTRODUCTION

1.1 Reporting Obligation

The TransCanada PipeLines Limited (“TCPL”) Canadian Mainline Code of Conduct (the “Code”) requires the Compliance Officer to perform an annual compliance review and prepare an annual Compliance Report. The Report is to be filed with the National Energy Board (“NEB”) within 120 days of TCPL’s fiscal year-end for the immediately preceding year.

This Compliance Report is for the period from January 1, 2012 to December 31, 2012 (the “Reporting Period”). Capitalized terms used in this Compliance Report have the meaning attributed to the terms in the Code, unless otherwise defined.

1.2 Contents of Compliance Report

Section 7.6 of the Code determines the contents of the Compliance Report. Specifically, the Compliance Report must include the following information for the Reporting Period:

- (a) a copy of the TCPL Mainline Compliance Plan (the “Compliance Plan” or “Plan”) and any amendments;
- (b) a corporate organization chart for TCPL and its Affiliates indicating relationships and ownership percentages;
- (c) a list of all Affiliates with whom TCPL Mainline transacted business, including business addresses, a list of the Affiliates’ officers and directors, and a description of the Affiliates’ business activities;
- (d) a list of all Services Agreements in effect at any time during such period;
- (e) an overall assessment of compliance with the Code by TCPL and TCPL Mainline, including, as applicable, compliance by the directors, officers, employees, consultants, contractors and agents of TCPL and TCPL Mainline, and by Affiliates of TCPL Mainline with respect to the interactions of the Affiliates with TCPL Mainline;
- (f) an assessment of the effectiveness of the Compliance Plan and any recommendations for modifications;
- (g) in the event of any material non-compliance with the Code, a comprehensive description thereof and an explanation of all steps taken to correct such non-compliance;

- (h) subject to the confidentiality provisions of section 8.1 of the Code, a summary of disputes, complaints and inquiry activity during the year;
- (i) an Affiliated Party Transactions Summary;
- (j) a summary list of any exemptions granted to the Code or exceptions utilized, including the exception for emergency services; and
- (k) two certificates each, in the form attached as Schedule “A” to the Code, attesting to the completeness of the Compliance Report and compliance with the Code; one certificate signed by the Compliance Officer and the second certificate signed by the highest ranking operating officer of TCPL.

2.0 COMPLIANCE REPORT

2.1 Compliance Plan

A copy of TCPL Mainline’s current Compliance Plan is provided in Appendix 1.

2.2 Corporate Organization Chart

Corporate organization charts showing the relationships between TCPL and its Affiliates, including ownership percentages, as of December 31, 2012, are provided in Appendix 2. The organization charts reflect the corporate structure that was in existence at the end of the Reporting Period.

A list of the officers and directors of TCPL as of December 31, 2012 is provided in Appendix 3.

2.3 List of Affiliates

A list of Affiliates with whom TCPL Mainline transacted business in the Reporting Period is provided in Appendix 4. The list includes the Affiliates’ business addresses, the Affiliates’ officers and directors at December 31, 2012, and a description of the Affiliates’ business activities over the Reporting Period.

2.4 List of Services Agreements

A list of all Services Agreements between TCPL Mainline and Affiliates which were in effect during the Reporting Period is provided in Appendix 5.

2.5 Assessment of Compliance with the Code

TCPL, as the owner and operator of the TCPL Mainline, is fully committed to the spirit and intent of the Code and believes it is operating in compliance with the requirements of the Code. TCPL’s Affiliates are also operating in compliance with the requirements of the Code with respect to any interactions with the TCPL Mainline.

Training

TCPL continues to communicate the contents of the Code to its personnel in an effort to ensure continued compliance. TransCanada's annual mandatory inter-affiliate training is a combined training module consisting of the Canadian Codes of Conduct and the U.S. Standards of Conduct rules. The Inter-affiliate Codes/Standards of Conduct training includes 3 modules that comprise of lessons providing in-depth information on the requirements of the Code and how the Code affects personnel and their work, and was provided to all active employees and contractors during 2012. The training also includes sample scenarios, the process for raising relevant questions or inquiries to TCPL Mainline and the NEB, and is followed by a mandatory quiz containing a number of questions, all of which must be answered correctly in order to successfully complete the training.

Upon initial commencement of employment with TCPL, all new employees and contractors are required to complete the Inter-affiliate Codes/Standards of Conduct training within 30 days of their hire date and acknowledge receipt of the Code.

Training acknowledgements are automatically generated and required to be completed by personnel for both the annual deployment of training and ongoing new employee training. As at December 31, 2012, training acknowledgements were completed by all personnel who were assigned the Inter-affiliate Codes/Standards of Conduct training. The acknowledgements confirm that trainees, have received or have access to the current version of the Code, are aware of its contents, agree to abide by its requirements, and that they abided by the Code in the previous year (as applicable to their role within the organization). Copies of signed or electronic acknowledgements are maintained by the Corporate Compliance Department on behalf of the Compliance Officer.

As well, upon request, the Corporate Compliance Department provides in person training to business units regarding the application of the Code and potential impact on their operations. Additionally, all TCPL personnel are required to complete the Code of Business Ethics (COBE) training, which includes some training specific to the Code. The Code was also provided or made available to senior officers of all TCPL Mainline Affiliates.

Internal Controls and Processes

To accommodate information management and separation of duty functions, all TransCanada personnel are assigned a regulatory role classification of Regulated, Non-Regulated or Shared based on their functions within the organization and the requirements of the Code. The regulatory role classifications are used in a number of automated and manual processes to manage inter-affiliate compliance.

Since the inception of the Code, many aspects of TransCanada's IS environment have been validated and enhanced, resulting in robust compliance processes that confirm and validate the state of compliance on a regular basis. TransCanada's Identity Management Program delivers both preventative and detective controls, and consists of software, hardware and supporting processes to manage personnel access to applications and infrastructure based on an employee's regulatory role classification. Components of the Identity Management program include the

Information Asset Registry (IAR), the Access Request Tool (ART), Workforce and Compliance Manager.

IAR manages and stores all asset information required for regulatory compliance, and is the authoritative source of record for asset classification.

ART manages access requests for most of TransCanada's business applications and has provided automated provisioning for strategically selected applications. Each of TransCanada's various information assets has an Information Asset Owner (IAO) who is charged with managing access to such asset. The Corporate Compliance Department is notified of potential compliance issues relating to access to electronic information via a Transmission Compliance Review (TrC Review) which exists within ART. A TrC Review is triggered when a conflict between an individual's regulatory role classification and an asset's regulatory classification is detected. An individual's access request is suspended until the Corporate Compliance Department has responded to the TrC Review.

Workforce manages access requests for most of TransCanada's infrastructure assets (i.e. physical office location, access to floors, computer equipment, etc.). The Corporate Compliance Department relies on Workforce for the administration of office moves, floor access and the restricted floor reports.

Compliance Manager delivers strong detective controls, and has been instrumental in delivering automated processes to enable Information Asset Owners to effectively and efficiently complete their quarterly review and certification of access controls. The certifications provide an additional control by ensuring that the list of individuals who have access to Regulated applications is verified on a regular basis.

As reported by TCPL in its 2009 Compliance Report and updated in its 2010 and 2011 reports, a potential security control gap in one of TCPL's regulated applications was identified. The issue related to the open database connectivity to Avantis, which was deemed to be deficient, and which arose as a result of a routine system upgrade to the Avantis system. TCPL has implemented a manual process that records and tracks access through the open database connectivity. This is a control that will remain in place, as TCPL considers possible long term alternatives.

TCPL disclosed in its 2011 Compliance Report that a potential vulnerability existed with the GeoFind Server, one of TransCanada's regulated applications, which may allow a user to bypass GeoFind security. TCPL has completed an upgrade to GeoFind security in October 2012 to remove this potential vulnerability. To date there has been no indication that any improper exchange of information occurred.

TCPL Mainline has not received any complaints, inquiries, or disputes from internal or external parties during the Reporting Period regarding the application of Code provisions or TCPL Mainline's compliance with the Code.

2.6 Assessment of Compliance Plan Effectiveness

The TCPL Mainline Compliance Plan describes the measures, policies, procedures and monitoring mechanisms that TCPL Mainline employs to ensure its full compliance with the provisions of the Code. The Code also contains measures to ensure that TCPL Mainline's Affiliates comply with all aspects of the Code when interacting with TCPL Mainline.

The Compliance Plan has been effective in achieving the objectives of the Code, namely to:

- create a clearly defined set of rules to enhance transparency, fairness and senior management accountability with respect to interactions between TCPL, TCPL Mainline and their Affiliates;
- provide an environment in which inter-Affiliate economies and efficiencies can legitimately occur for the mutual advantage of TCPL Mainline's customers and TCPL shareholders;
- develop support and respect for the Code by the employees, officers and directors of TCPL, which will in turn promote ratepayer confidence in the application of the Code; and
- create regulatory processes and cost efficiencies through the consistent application of a clear set of standards and reporting requirements for transactions between TCPL, TCPL Mainline and their Affiliates, enhanced by a practical, resolution driven, dispute process.

Pursuant to section 7.2 of the Code and Plan, all employees are required to acknowledge receipt of the Code on commencement of their relationship or work with TCPL, and annually within 90 days of the end of the previous calendar year. TCPL provides numerous training modules to its employees throughout a calendar year. As such, the annual Inter-affiliate Codes/Standards of Conduct training is scheduled for deployment each fall. This schedule ensures that employees receive the maximum benefit from all of TCPL's mandatory training requirements. Consequently, the annual acknowledgments are collected outside of the 90 day after year end requirement of the Plan.

2.7 Comprehensive Description of any Material Non-Compliance with the Code

TCPL Mainline is not aware of any circumstances involving a material non-compliance with the Code requirements during the Reporting Period.

2.8 Summary of Disputes, Complaints and Inquiry Activity

TCPL Mainline did not receive any formal complaints or disputes with respect to the application of the Code from internal or external parties during the Reporting Period. TCPL Mainline has encouraged parties to seek additional information or clarification of Code provisions and responsibilities if they had any questions or concerns. The only inquiries received by TCPL Mainline were routine informal inquiries from internal sources seeking guidance of an educational nature. These interactions did not in any way constitute disputes or complaints.

2.9 Affiliated Party Transaction Summary

A summary of the types of transactions and services between TCPL Mainline and Affiliates for the Reporting Period is provided in Appendix 6. The summary contains a general description of the transactions and services, the parties involved, and the approximate aggregate values associated with the arrangements.

2.10 Summary List of Any Exemptions to the Code including Emergency Services.

No exemptions to the Code were requested by or granted to TCPL Mainline during the Reporting Period. Similarly, no emergency services were provided to or received by TCPL Mainline during the Reporting Period.

2.11 Officer's Certificates

Two Officer's Certificates, one signed by the Compliance Officer and one signed by the President, Pipelines Division are provided in Appendix 7. These officers attest to the completeness of the Compliance Report and TCPL Mainline's compliance with the Code over the Reporting Period.

3.0 CONCLUSION

TCPL Mainline believes it has complied with and operated in accordance with the provisions, spirit and intent of the Code for the Reporting Period. TCPL Mainline will post this Compliance Report on TCPL's corporate website and notify interested parties of its availability.

**APPENDIX 1
TCPL MAINLINE COMPLIANCE PLAN**

**TCPL Mainline
Code of Conduct
2012 Compliance Report**

TRANSCANADA PIPELINES LIMITED

CANADIAN MAINLINE

INTER-AFFILIATE CODE OF CONDUCT

COMPLIANCE PLAN

December 21, 2007

**TRANSCANADA PIPELINES LIMITED
CANADIAN MAINLINE
INTER- AFFILIATE CODE OF CONDUCT COMPLIANCE PLAN**

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**TRANSCANADA PIPELINES LIMITED
CANADIAN MAINLINE
INTER- AFFILIATE CODE OF CONDUCT COMPLIANCE PLAN**

1 PURPOSE AND OBJECTIVES

The purpose of this Compliance Plan is to detail the policies, measures, procedures and monitoring mechanisms that the TransCanada Pipelines Limited (TCPL) Mainline will use to ensure compliance with the provisions of the Code.

The Compliance Plan describes certain obligations and responsibilities of specified TCPL Mainline management representatives. All or a portion of the tasks described in this Compliance Plan may be delegated by the specified TCPL Mainline management representatives to other TCPL Mainline representatives.

The headings and numbering used in the Compliance Plan are consistent with the numbering used in the Code. Consequently, sections of the Code which require no further compliance measures are still retained in this Plan for numbering consistency.

Questions or comments concerning this Plan should be directed to the Compliance Officer at:

Chief Compliance Officer	Telephone: (403) 920-2000
TransCanada PipeLines Limited	E-mail: chiefcomplianceoff@transcanada.com
450-1 st Street S.W.	
Calgary, Alberta	
T2P 5H1	

Copies of the Code and the Compliance Plan may be obtained from TCPL's corporate website at www.transcanada.com or by contacting TCPL's Transmission Compliance Department at (403) 920-2000.

2 GENERAL PROVISIONS

2.1 Definitions

In this Compliance Plan, the following words and phrases shall have the following meanings:

- a) **"Affiliate"** means with respect to TCPL Mainline or TCPL:
- i) an "affiliate" as defined in the CBCA;
 - ii) a unit or division within TCPL or any Body Corporate referred to in clause (b)(i) above;
 - iii) a partnership, joint venture, or Person in which TCPL or any Body Corporate referred to in clause (b)(i) above has a controlling interest or that is otherwise subject to the control of TCPL or such Body Corporate, or that has or reasonably expects to have a commercial or operational arrangement with TCPL and TCPL or any Body Corporate

referred to in clause (b)(i) above owns more than 10% of the votes necessary to elect directors;

- iv) any partnership, joint venture, or Person deemed by the NEB to be an affiliate of TCPL Mainline or TCPL for the purposes of the Code; and
 - v) an agent or other Person acting on behalf of any Body Corporate, unit, division, partnership, joint venture or Person referred to in clauses (b)(i) to (iv) above.
- b) **“Affiliated Party Transactions Summary”** unless otherwise directed by the NEB, means in respect of any period of time, a summary overview of each type of business transaction or service performed by an Affiliate for TCPL Mainline or by TCPL Mainline for an Affiliate, which summary shall contain a general description of the transactions and services, the parties involved and the approximate aggregate value of each type of transaction or service during the said period.
- c) **“Body Corporate”** means a “body corporate” as defined in the CBCA.
- d) **“CBCA”** means the *Canada Business Corporations Act*.
- e) **“Code”** means the TCPL Mainline Code of Conduct.
- f) **“Compliance Officer”** shall have the meaning ascribed thereto in section 7.3 of the Code.
- g) **“Compliance Plan”** or **“Plan”** shall mean this document which is to be prepared and updated by TCPL Mainline pursuant to section 7.5 of the Code.
- g.1) **“Compliance Plan Committee”** shall mean a committee which shall meet at least quarterly and be comprised of at least the following TCPL representatives:
- President, Pipelines Division;
 - Controller;
 - Chief Compliance Officer; and
 - Senior Vice-President, Canadian and Eastern US Pipelines.
- h) **“Compliance Report”** shall have the meaning ascribed thereto in section 7.6 of the Code.
- h.1) **“Compliance Training Material”** means the material developed by the Compliance Officer which will be used to educate TCPL’s officers, employees, TCPL Mainline’s consultants, contractors and agents about the provisions of the Code and this Plan. At a minimum, the material will include information on:
- Impartial application of the TCPL Mainline tariff;
 - Equal access to TCPL Mainline services;
 - Avoiding undue influence of customers with respect to Affiliates;
 - Ensuring Affiliate compliance with the Code;
 - Treatment of Confidential Information related to customers; and

- The process for forwarding disputes, complaints or inquiries to the Compliance Officer.
- i) **“Confidential Information”** means any information relating to a specific customer or potential customer of TCPL Mainline, which information TCPL Mainline has obtained or compiled in the process of providing current or prospective TCPL Services and which is not otherwise available to the public.
- j) **“Cost Recovery Basis”** with respect to:
 - i) the use by TCPL Mainline of an Affiliate’s personnel, means the fully burdened costs of such personnel for the time period they are used by TCPL Mainline, including salary, benefits, vacation, materials, disbursements and all applicable overheads;
 - ii) the use by TCPL Mainline of an Affiliate’s equipment, means an allocated share of capital and operating costs appropriate for the time period the equipment is utilized by TCPL Mainline;
 - iii) the use by an Affiliate of TCPL Mainline’s equipment, means an allocated share of the capital and operating costs appropriate for the time period the equipment is utilized by the Affiliate;
 - iv) the use by TCPL Mainline of an Affiliate’s services, means the complete costs of providing the services, determined in a manner acceptable to TCPL Mainline, acting prudently;
 - v) the use by an Affiliate of TCPL Mainline’s services, means the complete costs of providing the services, determined in a manner acceptable to TCPL Mainline, acting prudently; and
 - vi) the transfer of equipment, plant inventory, spare parts or similar assets between TCPL Mainline and a Regulated Affiliate, means the net book value of the transferred assets.
- k) **“Fair Market Value”** means the price reached in an open and unrestricted market between informed and prudent parties, acting at arms length and under no compulsion to act.
- l) **“For Profit Affiliate Service”** means any service, provided by TCPL on behalf of TCPL Mainline to an Affiliate, or by an Affiliate to TCPL on behalf of TCPL Mainline on a for-profit basis.
- m) **“Information Services”** means any computer systems, computer services, databases, electronic storage services or electronic communication media utilized by TCPL Mainline relating to TCPL Mainline customers or TCPL Mainline Services.
- n) **“NEB”** means the National Energy Board.
- o) **“Non-Executive Officer”** means an officer of TCPL who is not also a senior officer of TransCanada Corporation with an executive officer title.

- p) **“Non-Regulated Affiliate”** means an Affiliate that is not a Regulated Affiliate.
- q) **“Occasional Services”** shall have the meaning ascribed thereto in section 3.3.6 of the Code.
- r) **“Person”** means a “person” as defined in the CBCA.
- s) **“Regulated Affiliate”** means an Affiliate whose tolls and tariffs are regulated by the NEB, the Alberta Energy and Utilities Board or the Federal Energy Regulatory Commission.
- t) **“Services Agreement”** means an agreement entered into between TCPL and one or more Affiliates for the provision of Shared Services or For Profit Affiliate Services to or from TCPL Mainline and shall provide for the following matters as appropriate in the circumstances:
 - i) the type, quantity and quality of service;
 - ii) pricing, allocation or cost recovery provisions;
 - iii) confidentiality arrangements;
 - iv) the apportionment of risk;
 - v) dispute resolution provisions; and
 - vi) a representation by TCPL and each Affiliate party to the agreement that the agreement complies with the Code.
- u) **“Shared Service”** means any service provided on a Cost Recovery Basis by TCPL on behalf of TCPL Mainline to an Affiliate or by an Affiliate to TCPL on behalf of TCPL Mainline.
- v) **“TCPL”** means TransCanada PipeLines Limited.
- w) **“TCPL Mainline”** means the TCPL line of business under which TCPL owns and operates a high pressure natural gas transmission system that extends from the Alberta border across Saskatchewan, Manitoba, Ontario, and through a portion of Quebec, and connects to various downstream Canadian and international pipelines.
- x) **“TCPL Mainline Service”** means a TCPL Mainline service, the terms and conditions of which are regulated by the NEB.

2.2 Interpretation

Headings are for convenience only and shall not affect the interpretation of this Plan. Words importing the singular include the plural and vice versa. A reference to a statute, document or a provision of a document includes an amendment or supplement to, or a replacement of, that statute, document or that provision of that document.

2.3 To Whom this Plan Applies

All directors, officers, representatives, consultants, contractors and agents of TCPL Mainline are obligated to comply with the applicable provisions of this Plan and all directors, officers,

representatives, consultants, contractors and agents of Affiliates of TCPL Mainline are obligated to comply with the applicable provisions of this Plan to the extent they interact with TCPL Mainline.

2.4 Coming into Force

This Plan comes into force upon filing with the NEB.

2.5 Amendments to this Plan

This Plan may be reviewed and amended from time to time by the NEB, on its own initiative or pursuant to a request by any party to whom this Plan applies or by any interested and affected party.

2.6 Exemptions

TCPL Mainline may apply to the NEB for an exemption with respect to compliance with any provision of this Plan.

2.7 Retained for Numbering Consistency.

3 GOVERNANCE AND SEPARATION OF TCPL BUSINESS

3.1 Governance

3.1.1 Separate Operations

Policy: TCPL's Mainline commercial business and affairs should be managed and conducted separately from the commercial business and affairs of its Non-Regulated Affiliates, except as required to fulfill corporate governance, policy, and strategic direction responsibilities of a corporate group of businesses as a whole.

Compliance Measures:

1. Compliance Training Material will be presented or delivered on an annual basis to all Canadian based TCPL officers and employees including TCPL Mainline management team members. Acknowledgements attesting to the completion of this training will be collected and retained electronically or in paper format.
2. Within 90 days of the end of the previous calendar year, the Compliance Officer will provide the Compliance Plan Committee with a written report identifying whether any Canadian based TCPL officers and employees have not acknowledged completion of the Compliance Training Material.
3. The Compliance Plan Committee will review the above report within 90 days of the end of the previous calendar year. The minutes of the meeting at which the report is reviewed will reflect the results of the review.

3.1.2 Retained for Numbering Consistency

3.1.3 Separate Management

Policy: Subject to Section 3.1.4 of the Code, TCPL Mainline will have a separate management team and separate officers from its Non-Regulated Affiliates, but may share management team members or officers with other Regulated Affiliates.

Compliance Measures:

1. The Compliance Officer will maintain an up-to-date list of TCPL Mainline management team members and officers.
2. At each meeting of the Compliance Plan Committee, the list of TCPL Mainline management team members and officers will be compared to the current management team members and officers of those Non-Regulated Affiliates with which TCPL Mainline has or expects to have a commercial or operational arrangement, and the minutes of the meeting will reflect the outcome of this comparison.
3. Any conflict with this policy identified as a result of the above review will be treated as an inquiry under the Code (see Section 8).

3.1.4 Retained for Numbering Consistency

3.1.5 Guiding Principle

Policy: No individual shall act both as a director, officer or member of a management team of TCPL Mainline and as a director, officer or member of a management team of any other Affiliate (thereby acting in a dual capacity) unless the individual is able to carry out his/her responsibilities in a manner that preserves the form, and the spirit and intent, of the Code.

Compliance Measures:

1. The Compliance Officer will maintain an up-to-date list of directors, officers and members of the management team of TCPL Mainline who also act as directors, officers and members of the management team of an Affiliate.
2. All such directors, officers, and members of the management team of TCPL Mainline who also act as directors, officers, and members of the management team of an Affiliate will, on commencement of such dual responsibilities, provide a certificate to the Compliance Officer that stipulates that he/she is aware of the provisions of Section 3.1.5 of the Code, and that he/she will carry out his/her responsibilities in a manner which will preserve the form, and the spirit and intent of the Code.

3. Within 60 days of the end of each calendar year, all such directors, officers, and members of the management team of TCPL Mainline who also act as directors, officers, and members of the management team of an Affiliate, will provide a certificate to the Compliance Officer that stipulates that he/she is aware of the provisions of Section 3.1.5 of the Code and that he/she has carried out his/her responsibilities in a manner which preserved the form, and the spirit and intent of the Code.
4. The Compliance Officer will maintain a record of the above certificates. Any failure to provide a certificate, or the provision of a certificate which does not demonstrate adherence to the Code, will be treated as an inquiry under the Code (see Section 8).

3.2 Degree of Separation

3.2.1 Accounting Separation

Policy: TCPL Mainline shall maintain accounting separation of TCPL Mainline from all Affiliates and shall maintain separately identifiable financial records and books of accounts.

Compliance Measures:

1. The Controller for TCPL will ensure the accounts and records of TCPL Mainline are kept separate from the accounts and records of Affiliates.
2. The Controller for TCPL will provide a signed certificate, in the form attached as Schedule “B” to this Plan, attesting to the accounting separation of TCPL from all Affiliates and the maintenance of separate financial records and books of accounts, to the Compliance Officer within 60 days of the end of the previous calendar year.
3. The Compliance Officer will maintain a record of the above certificates. Any failure to provide a certificate, or the provision of a certificate which does not demonstrate adherence to the Code, will be treated as an inquiry under the Code (see Section 8).

3.2.2 Separation of Information Services

Policy: Where TCPL Mainline shares Information Services with a Non-Regulated Affiliate, all Confidential Information will be protected from unauthorized access by the Non-Regulated Affiliate.

Compliance Measures:

1. The Vice President, Information Services will ensure that appropriate data management and data access protocols are in place before Information Services are shared with a Non-Regulated Affiliate. These protocols will include a

requirement for written requests for access and a process for review, approval or rejection, and documentation of such requests.

2. The Senior Vice-President, Canadian and Eastern US Pipelines will provide a signed certificate in the form attached as Schedule “B” to this Plan, attesting to the protection from unauthorized access by Non-Regulated Affiliates to shared Information Services, to the Compliance Officer within 60 days of the end of the previous calendar year.
3. The Compliance Officer will maintain a record of the above certificates. Any failure to provide a certificate, or the provision of a certificate which does not demonstrate adherence to the Code, will be treated as an inquiry under the Code (see Section 8).

3.2.3 Financial Transactions with Affiliates

Policy: Any loan, investment, or other financial support provided by TCPL Mainline to a Non-Regulated Affiliate is to be provided on terms no more favorable than what that Non-Regulated Affiliate would be able to obtain as a stand-alone entity from the capital markets.

Compliance Measures:

1. TCPL Mainline is not capable of providing loans, investments or other financial support of any kind, as TCPL Mainline is not a legal entity per se. Any loans, investments or other financial support made by TCPL to an Affiliate will be distinct and will not be made on behalf of the TCPL Mainline.

3.2.4 Physical Separation

Policy TCPL Mainline shall put appropriate measures in place to restrict physical access of representatives with commercial responsibilities for Non-Regulated Affiliates to Confidential Information.

Compliance Measures:

1. TCPL Mainline will identify the primary physical locations of Confidential Information and implement appropriate security-controlled access to these locations by Non-Regulated Affiliates through the restriction of card-key access or other appropriate means.
2. The Senior Vice-President, Canadian and Eastern US Pipelines will provide a certificate in the form attached as Schedule “B” to this Plan, attesting that TCPL Mainline has implemented appropriate security-controlled physical access to Confidential Information, to the Compliance Officer within 60 days of the end of the previous calendar year.

3. The Compliance Officer will maintain a record of the above certificates. Any failure to provide a certificate, or the provision of a certificate which does not demonstrate adherence to the Code, will be treated as an inquiry under the Code (see Section 8).

3.3 Resource Sharing

3.3.1 Sharing of Assets

Policy: The operational plant, assets and equipment of TCPL Mainline shall be separately identifiable from the operation plant, assets and equipment of other TCPL lines of business and separated in ownership from the operational plant, assets and equipment of other Non-Regulated Affiliates.

Compliance Measures:

1. The Controller for TCPL will maintain an inventory of all plant, assets and equipment directly owned by or allocated to the TCPL Mainline which the TCPL Mainline shares with Affiliates.
2. Within 60 days of the end of each calendar year, the Controller for TCPL will provide an annual report to the Compliance Plan Committee of all plant, assets and equipment directly owned by or allocated to TCPL Mainline which TCPL Mainline shared with Affiliates, identifying whether such sharing was done on a cost recovery or for-profit basis.
3. The Compliance Plan Committee will review the above report within 90 days of the end of the previous calendar year. The minutes of the meeting at which the report is reviewed will reflect the results of the review, including any recommendations by the Compliance Plan Committee for changes to the methods by which plant, assets and equipment directly owned by or allocated to TCPL Mainline are shared with Affiliates.
4. Any recommendations by the Compliance Plan Committee for changes to the methods by which plant, assets and equipment directly owned by or allocated to TCPL Mainline are shared with Affiliates will be treated as an inquiry under the Code (see Section 8).

3.3.2 Shared Services Permitted

Policy: TCPL in operating TCPL's Mainline business, may obtain Shared Services from, or provide Shared Services to, an Affiliate where it is prudent to do so provided that each of TCPL Mainline and its Affiliates bears its proportionate share of costs.

Compliance Measures:

1. The Compliance Officer will maintain an inventory of all Shared Services obtained from, or provided to, an Affiliate.
2. Shared Services will be documented by Services Agreements.
3. On an annual basis, TCPL Mainline will review the prudence of existing Shared Services Agreements and report the results to the Compliance Plan Committee. Any Services Agreements which are determined imprudent to continue will be revised or terminated as permitted under the terms of the Services Agreements.
4. Any recommendations by the Compliance Plan Committee for changes to existing Shared Services Agreements will be treated as an inquiry under the Code (see Section 8).

3.3.3 Retained for Numbering Consistency

3.3.4 Sharing of Employees

Policy: TCPL Mainline may share employees with an Affiliate on a Cost Recovery Basis, subject to the restrictions described in sections 3.3.4.1 and 3.3.4.2 of the Code.

Compliance Measures:

1. The Compliance Officer will keep an up-to-date list of all TCPL Mainline positions for which TCPL Mainline can not share representatives with Non-Regulated Affiliates under Section 3.3.4.2 of the Code.
2. The Senior Vice-President, Canadian and Eastern US Pipelines will provide a certificate in the form attached as Schedule “B” to this Plan, attesting that TCPL Mainline has adhered to this policy, to the Compliance Officer within 60 days of the end of the previous calendar year.
3. The Compliance Officer will maintain a record of the above certificates. Any failure to provide a certificate, or the provision of a certificate which does not demonstrate adherence to the Code, will be treated as an inquiry under the Code (see Section 8).

3.3.5 Occasional Services Permitted

Policy: TCPL Mainline may receive, or provide, one-off, infrequent or occasional services to, or from, an Affiliate on a Cost Recovery Basis, documented by way of work order, purchase order or similar instrument. In the event that occasional services become material as to value, frequency or use of resources, TCPL shall enter into a Services Agreement with the Affiliate for Shared Services.

Compliance Measures:

1. The Senior Vice-President, Canadian and Eastern US Pipelines will ensure that all Occasional Services provided to, or received from, an Affiliate are provided on a Cost Recovery Basis, and are documented by way of an approved work order, purchase order, or similar instrument.
2. Within 60 days of the end of the previous calendar year, the Senior Vice-President, Canadian and Eastern US Pipelines will provide a report on any Occasional Services provided to or received from an Affiliate to the Compliance Plan Committee, indicating whether the Services were provided on a Cost Recovery Basis, were properly documented, and remain non-material.
3. The Compliance Plan Committee will review the above report within 90 days of the end of the previous calendar year. The minutes of the meeting at which the report is reviewed will reflect the results of the review, including any recommendations by the Compliance Plan Committee for changes to the provision, receipt and documentation of Occasional Services.
4. Any recommendations by the Compliance Plan Committee for changes to the provision, receipt and documentation of Occasional Services will be treated as an inquiry under the Code (see Section 8).

3.3.6 Emergency Services Permitted

Policy: In the event of an emergency, TCPL Mainline may share services and resources with an Affiliate without a Services Agreement on a Cost Recovery Basis.

Compliance Measures:

1. The Senior Vice-President, Canadian and Eastern US Pipelines will ensure that all emergency services and resources provided to, or received from an Affiliate in the event of an emergency are provided on a Cost Recovery Basis, and are documented by way of an approved work order, purchase order or similar instrument.
2. Within 60 days of the end of the previous calendar year, the Senior Vice-President, Canadian and Eastern US Pipelines will provide on behalf of TCPL Mainline a report on any Emergency Services provided to or received from an Affiliate, to the Compliance Plan Committee, indicating whether the Services were provided on a Cost Recovery Basis, were properly documented, and remain non-material.
3. The Compliance Plan Committee will review the above report within 90 days of the end of the previous calendar year. The minutes of the meeting at which the

report is reviewed will reflect the results of the review, including any recommendations by the Compliance Plan Committee for changes to the provision, receipt and documentation of Emergency Services.

4. Any recommendations by the Compliance Plan Committee for changes to the provision, receipt and documentation of Emergency Services will be treated as an inquiry under the Code (see Section 8).

4 TRANSFER PRICING

4.1 For Profit Affiliate Services

Policy: TCPL may, when it determines it is prudent in operating TCPL's Mainline business to do so, obtain For Profit Affiliate Services from an Affiliate or provide For Profit Affiliate Services to an Affiliate, subject to the provisions in Sections 4.2 and 4.3 of the Code.

Compliance Measures:

1. The Compliance Officer will maintain an inventory of all For Profit Affiliate Services which TCPL on behalf of TCPL Mainline has obtained directly or indirectly from, or provided to, an Affiliate.
2. All existing, new or revised For Profit Affiliate Services will be documented by a Services Agreement, duly executed by TCPL employees with the appropriate signing authority on behalf of TCPL Mainline.
3. Prior to TCPL implementing a new or revised For Profit Affiliate Service to receive services directly or indirectly from an Affiliate on behalf of TCPL Mainline, the Services Agreement and a supporting business case will be reviewed and approved by the Senior Vice-President, Canadian and Eastern US Pipelines.
4. Prior to TCPL implementing a new or revised For Profit Affiliate Service to provide services to an Affiliate on behalf of TCPL Mainline, the Services Agreement, and a description of the process and underlying information used to determine that the For Profit Affiliate Service is to be provided at a price which is no less than Fair Market Value, will be reviewed and approved by the Senior Vice-President, Canadian and Eastern US Pipelines. Fair Market Value will be determined in a manner consistent with Section 4.5 of the Code.
5. On an annual basis, TCPL will review the prudence of existing TCPL Mainline For Profit Affiliate Services Agreements. Any Services Agreements which are determined imprudent to continue will be revised or terminated as permitted under the terms of the Services Agreements. Any recommendations by the Compliance Plan Committee for changes to existing Services Agreements will be treated as an inquiry under the Code (see Section 8).

4.2 Retained for Numbering Consistency

4.3 Retained for Numbering Consistency

4.4 Asset Transfers

Policy: Assets transferred, mortgaged, leased or otherwise disposed of by TCPL on behalf of TCPL Mainline to a Non-Regulated Affiliate shall be at Fair Market Value.

Compliance Measures:

1. The Senior Vice-President, Canadian and Eastern US Pipelines will approve any asset transfers, mortgages, leases, or other dispositions by TCPL on behalf of TCPL Mainline to a Non-Regulated Affiliate, and will ensure that such asset transfers are at Fair Market Value.
2. Within 60 days of the end of the previous calendar year, the Controller for TCPL will provide a report to the Compliance Plan Committee detailing any asset transfers from TCPL on behalf of TCPL Mainline to Non-Regulated Affiliates. The report will describe the manner in which the asset transfers were determined to be at Fair Market Value.
3. Within 90 days of the end of the previous calendar year, the Compliance Plan Committee will review the above report. The minutes of the meeting at which the report is reviewed will reflect the results of the review, including any recommendations by the Compliance Plan Committee for changes to the methods used to ensure that asset transfers are at Fair Market Value.
4. Any recommendations by the Compliance Plan Committee for changes to the methods used to ensure that asset transfers from TCPL on behalf of TCPL Mainline to Non-Regulated Affiliates are priced at Fair Market Value will be treated as an inquiry under the Code (see Section 8).

4.5 Retained for Numbering Consistency

4.6 Asset Transfers Between TCPL Mainline and Regulated Affiliates

Policy: Where operational efficiencies between TCPL Mainline and Regulated Affiliates can be obtained through the use of common facilities (such as shared warehousing or field offices), combined purchasing power or through the use of other cost saving procedures, individual assets or groups of assets used in TCPL Mainline and Regulated Affiliates' operations (such as equipment, plant inventory, spare parts or similar assets) may be transferred in the ordinary course of business between TCPL Mainline and Regulated Affiliates at net book value or other

reasonable standard acceptable to the Board. All such transactions shall be properly accounted for on the books of TCPL.

Compliance Measures:

1. The Controller for TCPL will ensure that the transfer of individual assets or groups of assets between TCPL on behalf of TCPL Mainline and Regulated Affiliates is done at net book value or other reasonable standard acceptable to the Board.
2. Within 60 days of the end of the previous calendar year, the Controller for TCPL will provide a report to the Compliance Plan Committee detailing the transfer of individual assets or groups of assets between TCPL on behalf of TCPL Mainline and Regulated Affiliates.
3. Within 90 days of the end of the previous calendar year, the Compliance Plan Committee will review the above report. The minutes of the meeting at which the report is reviewed and approved will reflect the results of the review, including any recommendations by the Compliance Plan Committee for changes to the methods used to ensure that asset transfers are done at net book value or other reasonable standard acceptable to the Board.
4. Any recommendations by the Compliance Plan Committee for changes to the methods used to ensure that asset transfers between TCPL on behalf of TCPL Mainline and Affiliates are valued at net book value or other reasonable standard acceptable to the Board, will be treated as an inquiry under the Code (see Section 8).

5 EQUAL TREATMENT WITH RESPECT TO TCPL MAINLINE SERVICES

5.1 Impartial Application of Tariff

Policy: TCPL Mainline shall apply and enforce all tariff provisions relating to TCPL Mainline Services impartially, in the same timeframe, and without preference in relation to its Affiliates and all other customers or prospective customers.

Compliance Measures:

See the Compliance Measures in Section 7.2 of this Plan.

5.2 Equal Access

Policy: TCPL Mainline shall not favor any Affiliate with respect to access to information concerning TCPL Mainline Services or with respect to the obtaining of, or the scheduling of, TCPL Mainline Services. Requests by an Affiliate or an Affiliate's customers for access to TCPL Mainline Services shall be processed and provided in the same manner as would be

processed or provided for other customers or prospective customers of TCPL Mainline.

Compliance Measures:

See the Compliance Measures in Section 7.2 of this Plan.

5.3 No Undue Influence

Policy: TCPL Mainline shall not condition or otherwise tie the receipt of TCPL Mainline Services to a requirement that a customer must also deal with an Affiliate. TCPL Mainline shall ensure that its representatives do not, explicitly or by implication, suggest that an advantage will accrue to a customer in dealing with TCPL Mainline if the customer also deals with an Affiliate of TCPL Mainline.

Compliance Measures:

See the Compliance Measures in Section 7.2 of this Plan.

5.4 Affiliate Activities

Policy: TCPL Mainline shall take reasonable steps to ensure that an Affiliate does not imply in its marketing material or otherwise, favored treatment or preferential access to TCPL Mainline Services.

Compliance Measures:

See the Compliance Measures in Section 7.2 of this Plan.

5.5 Retained for Numbering Consistency

6 CONFIDENTIALITY OF INFORMATION

6.1 TCPL Mainline Information

Policy Subject to section 6.2 of the Code, TCPL Mainline shall not provide Non-Regulated Affiliates with information relating to the planning, operations, finances or strategy of TCPL Mainline before such information is publicly available.

Compliance Measures:

See the Compliance Measures in Section 7.2 of this Plan.

6.2 Management Exception

Policy: Officers of TCPL who are also officers of an Affiliate as permitted pursuant to section 3.1.4 of the Code may disclose, subject to the provisions of section 3.1.5 of the Code, TCPL Mainline planning,

operational, financial and strategic information to the Affiliate to fulfill their responsibilities with respect to corporate governance, policy and strategic direction of an affiliated group of businesses, but only to the extent necessary and not for any other purpose.

Compliance Measures:

See the Compliance Measures in Section 3.1 of this Plan.

6.3 No Release of Confidential Information

Policy: Subject to section 6.5 of the Code, TCPL Mainline shall not release to an Affiliate Confidential Information relating to a customer or prospective customer, without receiving the prior written consent of the customer or prospective customer, unless such Confidential Information may be disclosed to an Affiliate in connection with an inquiry described in Section 6.3 of the Code.

Compliance Measures:

1. TCPL will obtain written approval from a customer, or prospective customer, indicating their consent for TCPL Mainline to share Confidential Information relating to the customer or prospective customer with an Affiliate before the information is shared, unless such Confidential Information may be either disclosed to an Affiliate in connection with a disclosure required under Section 6.3 of the Code, or may be released to a Regulated Affiliate under Section 6.5 of the Code.
2. Written consent received from a customer or prospective customer will be provided by TCPL Mainline management to the Compliance Officer, who will maintain the consent documentation on file as a record of the approval. TCPL Mainline management will confirm in writing to the Compliance Officer that the Confidential Information was not shared prior to obtaining customer consent.
3. If Confidential Information is to be disclosed to an Affiliate in connection with a disclosure required under Section 6.3 of the Code, the Compliance Officer will verify the circumstances and, if appropriate, will provide an authorization in writing prior to the information being released.
4. The Senior Vice-President, Canadian and Eastern US Pipelines will provide a certificate, in the form attached as Schedule “B” to this Plan, attesting that TCPL Mainline has not released Confidential Information related to a customer or prospective customer, other than in connection with a disclosure required under Section 6.3 of the Code or allowed under Sections 6.4 and 6.5 of the Code, without receiving the prior written consent of the customer or prospective customer in accordance with applicable privacy laws, to the Compliance Officer within 60 days of the end of the previous calendar year.

5. The Compliance Officer will maintain a record of the above certificates. Any failure to provide a certificate, or the provision of a certificate which does not demonstrate adherence to the Code, will be treated as an inquiry under the Code (see Section 8).

6.4 Aggregated Confidential Information

Policy: TCPL Mainline may disclose Confidential Information when aggregated with the Confidential Information of other customers in such a manner that an individual customer's Confidential Information can not be identified.

Compliance Measures:

1. The Senior Vice-President, Canadian and Eastern US Pipelines will provide a certificate, in the form attached as Schedule "B" to this Plan, attesting that TCPL Mainline has not disclosed Confidential Information related to a customer or prospective customer, other than in connection with a disclosure required under Section 6.3 of the Code or allowed under Sections 6.4 and 6.5 of the Code, without receiving the prior written consent of the customer or prospective customer in accordance with applicable privacy laws, to the Compliance Officer within 60 days of the end of the previous calendar year.
2. The Compliance Officer will maintain a record of the above certificates. Any failure to provide a certificate, or the provision of a certificate which does not demonstrate adherence to the Code, will be treated as an inquiry under the Code (see Section 8).

6.5 Release of Confidential Information to Regulated Affiliates

Policy: TCPL Mainline may release Confidential Information on an as-needed basis, to a Regulated Affiliate that is operated by the same entity that operates TCPL Mainline, or is operated by any Affiliate of TCPL Mainline, provided that the Regulated Affiliate does not release the Confidential Information to any other entity without receiving the prior written consent of the customer.

Compliance Measures:

See the Compliance Measures in Section 6.3 of this Plan.

7 COMPLIANCE MEASURES

7.1 Responsibility for Compliance

Policy: TCPL Mainline shall be responsible for ensuring compliance with the Code.

Compliance Measures:

See the Compliance Measures in Section 7.2 of this Plan.

7.2 Communication of Code

Policy: TCPL Mainline shall communicate the contents of the Code, and any modifications to it from time to time, to each of its directors, officers, employees, consultants, contractors, agents and Affiliates, and make the Code available on TCPL's web site.

Compliance Measures:

1. A copy of the Code will be provided or made available to each officer and employee of TCPL on commencement of their relationship or work with TCPL.
2. All TCPL officers and employees will provide a signed acknowledgement that they have received or have access to, and are familiar with, the Code on the commencement of their relationship or work with TCPL. TCPL will maintain a record of the acknowledgements.
3. The Compliance Officer will, on an annual basis, provide copies of the Code to a senior officer of Affiliates that have or are reasonably expected to have commercial or operational relationships with TCPL Mainline.
4. On an annual basis, and within 90 days of the end of the previous calendar year, each TCPL officer and employee will confirm that they have received or have available to them a current copy of the Code, are aware of its contents, agree to abide by its requirements, and have abided by its requirements in the previous year. TCPL will maintain a record of the written acknowledgments.
5. Within 90 days of the end of the previous calendar year, the Compliance Officer will provide the Compliance Plan Committee a written report identifying which, if any, TCPL officers and employees have not acknowledged receipt or availability to them of a current copy of the Code, awareness of its contents, and agreement to abide by its requirements.
6. The Compliance Officer will post the Code and Plan on TCPL's web site.

7.3 Retained for Numbering Consistency

7.4 Responsibilities of the Compliance Officer

Policy: The Compliance Officer will discharge the responsibilities set out in Section 7.4 of the Code.

Compliance Measures:

1. The responsibilities of the Compliance Officer are described in Section 7.4 of the Code, as amended from time to time.
2. Within 90 days of the end of the previous calendar year, the Compliance Officer will prepare a report to the Compliance Plan Committee detailing the manner in which he/she has discharged the above responsibilities. The report will be prepared in a manner consistent with Section 7.4 of the Code. The records required to be maintained by the Compliance Officer pursuant to Section 7.4 of the Code will be retained for a period of six years in a manner sufficient to support a third party audit of the state of compliance with the Code.
3. At its next meeting following receipt of the above report, the Compliance Plan Committee will review the report. The results of the review and any recommendations by the Compliance Plan Committee for improvements to the manner in which the Compliance Officer discharges the above responsibilities will be detailed in the minutes of the meeting.
4. Any recommendations by the Compliance Plan Committee for changes to the manner in which the Compliance Officer discharges the above responsibilities will be treated as an inquiry under the Code (see Section 8).

7.5 The Compliance Plan

Policy: TCPL Mainline will prepare a Compliance Plan, review it at least annually, and update it as necessary.

Compliance Measures:

1. A copy of the Plan, indicating the date of its last review, will be filed with the NEB as part of TCPL's annual Compliance Report.

7.6 The Compliance Report

Policy: TCPL Mainline will prepare a Compliance Report in accordance with Section 7.6 of the Code, and file it with the NEB within 120 days of the fiscal year end of TCPL. The Compliance Report will be posted on TCPL's web site, and interested parties will be advised when the Compliance Report is available.

Compliance Measures:

1. The Compliance Report will meet the requirements of Section 7.6 of the Code, as amended from time to time.

2. TCPL Mainline shall provide to the NEB a quarterly exception report within 60 days of each quarter-end. The report will include the following information, if applicable, for the relevant period:
 - a) a description of any material non-compliance with the Code and an explanation of steps taken to correct such non-compliance; and
 - b) a summary of disputes, complaints and inquiry activity, subject to the confidentiality requirements of section 8.1.

7.7 Retained for Numbering Consistency

7.8 Retained for Numbering Consistency

8 DISPUTES, COMPLAINTS AND INQUIRIES

8.1 Filing with the Compliance Officer

Policy: Disputes, complaints or inquiries from within TCPL or from external parties respecting the application of, or alleged non-compliance with, the Code shall be submitted in writing to the Compliance Officer and may be made confidentially. The identity of the party making the submission to the Compliance Officer shall be kept confidential by the Compliance Officer unless the party otherwise agrees.

Compliance Measures:

1. The Compliance Officer will keep records of all written disputes, complaints or inquiries.
2. The Compliance Officer will ensure that appropriate instructions for sending disputes, complaints, or inquiries to the Compliance Officer are posted on TCPL's website.
3. The Compliance Officer will ensure that a description of the process for investigation of disputes, complaints or inquiries is posted on TCPL's website.

8.2 Processing by TCPL Mainline

8.2.1 Compliance Officer Acknowledgment

Policy: The Compliance Officer shall acknowledge all disputes, complaints or inquiries in writing within five working days of receipt.

Compliance Measures:

See the Compliance Measures in Section 8.1 of this Plan.

8.2.2 Disposition

Policy: The Compliance Officer shall respond to the dispute, complaint or inquiry within 21 working days of its receipt. The response shall include a description of the dispute, complaint or inquiry and the initial response of TCPL Mainline to the issues identified in the submission. TCPL Mainline's final disposition of the dispute, complaint or inquiry shall be completed as expeditiously as possible in the circumstances, and in any event within 60 days of receipt of the dispute, complaint or inquiry, except where the party making the submission otherwise agrees.

Compliance Measures:

See the Compliance Measures in Section 8.1 of this Plan.

8.3 Referral to the NEB

Policy: The Compliance Officer shall ensure that instructions on how to refer disputes to the NEB are contained on the TCPL website.

Compliance Measures:

1. The Compliance Officer will ensure that appropriate instructions for referring disputes to the NEB are posted on TCPL's website.

9 NON-COMPLIANCE WITH THE CODE

9.1 Retained for Numbering Consistency

9.2 Retained for Numbering Consistency

SCHEDULE A – OFFICERS CERTIFICATE

OFFICER’S CERTIFICATE

To: The National Energy Board

I, _____ of the City of _____, in the Province of Alberta, acting in my position as an officer of TransCanada PipeLines Limited (TCPL) and not in my personal capacity, to the best of my knowledge do hereby certify as follows:

1. My position with TCPL is _____, and as such I have personal knowledge of, or have conducted due inquiry of individuals who have personal knowledge of, the facts and matters herein stated.
2. Capitalized terms used herein (which are not otherwise defined herein) shall have the meanings ascribed thereto in the TCPL Mainline Code of Conduct (the Code).
3. I have read the Code, the Compliance Plan of TCPL Mainline dated _____ and the Compliance Report of TCPL Mainline dated _____.
4. The form and contents of the Compliance Report comply with the requirements of the Code and the matters reported therein are fully and accurately described.
5. I am not aware of any material non-compliance with the provisions of the Code by any director, officer, employee, representative, consultant, contractor or agent of TCPL or TCPL Mainline, as applicable, or by any Affiliate of TCPL Mainline (including any director, officer, employee, representative, consultant, contractor or agent of the Affiliate) with respect to the any interaction between an Affiliate and TCPL Mainline that is not fully and accurately described in the Compliance Report.

Name: _____

Title: _____

Date: _____

SCHEDULE B – COMPLIANCE CERTIFICATE

To The TransCanada PipeLines Limited (TCPL) Compliance Officer and the TCPL
Compliance Plan Committee

I, _____ of the City of _____, in the Province of
Alberta, acting in my position as an officer of TCPL and not in my personal capacity, to the best
of my knowledge do hereby certify as follows:

1. Section _____ of the TCPL Mainline Compliance Plan requires me to provide this
Compliance Certificate on or before _____.
2. My position with TCPL Mainline is _____, and as such I have
personal knowledge of, or have conducted due inquiry of individuals who have personal
knowledge of the facts and matters herein stated.
3. For the period of _____ to _____, TCPL Mainline has
been in compliance with the requirements of Section _____ of the Code, with the
exception (if any) of the items described on the attached sheet.

Name: _____

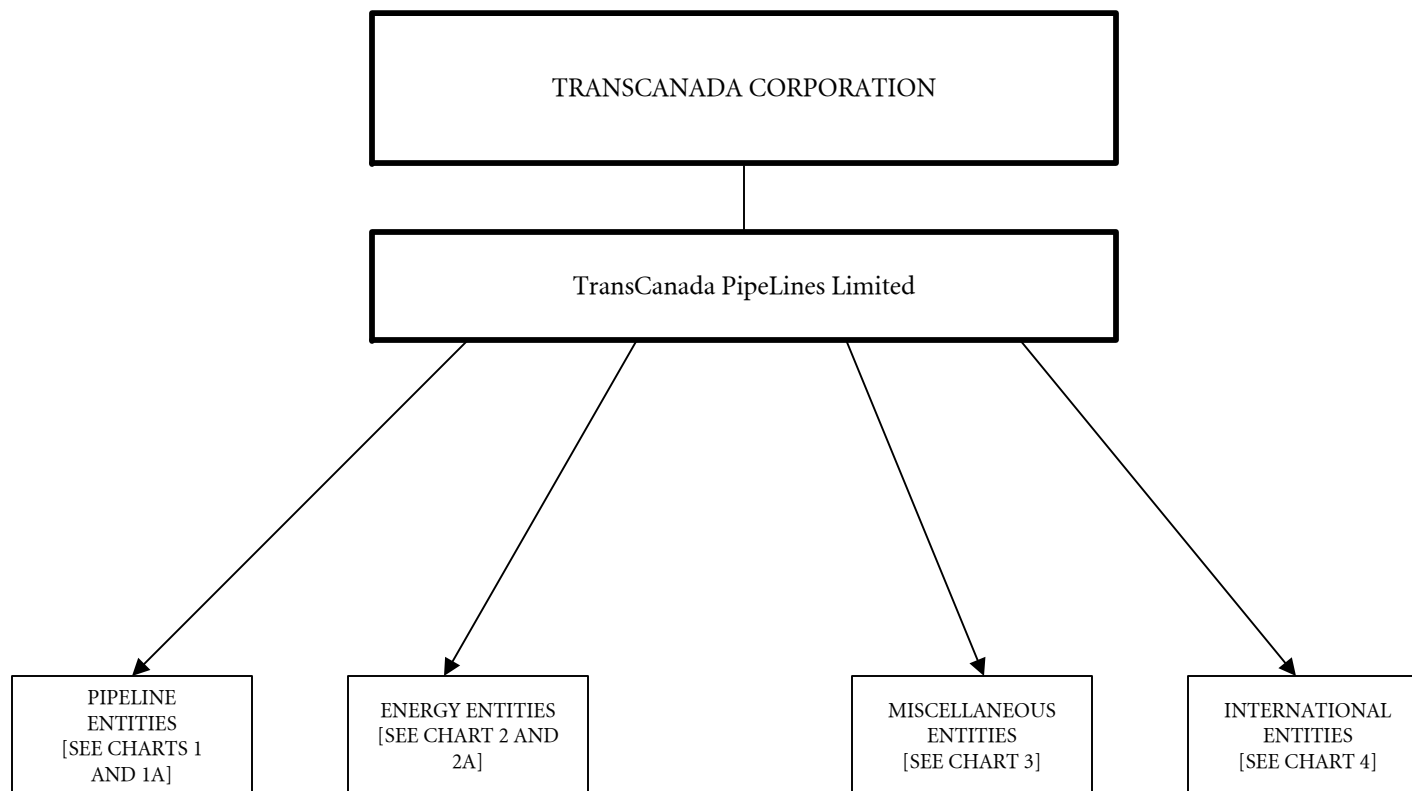
Title: _____

Date: _____

**APPENDIX 2
CORPORATE ORGANIZATION CHART**

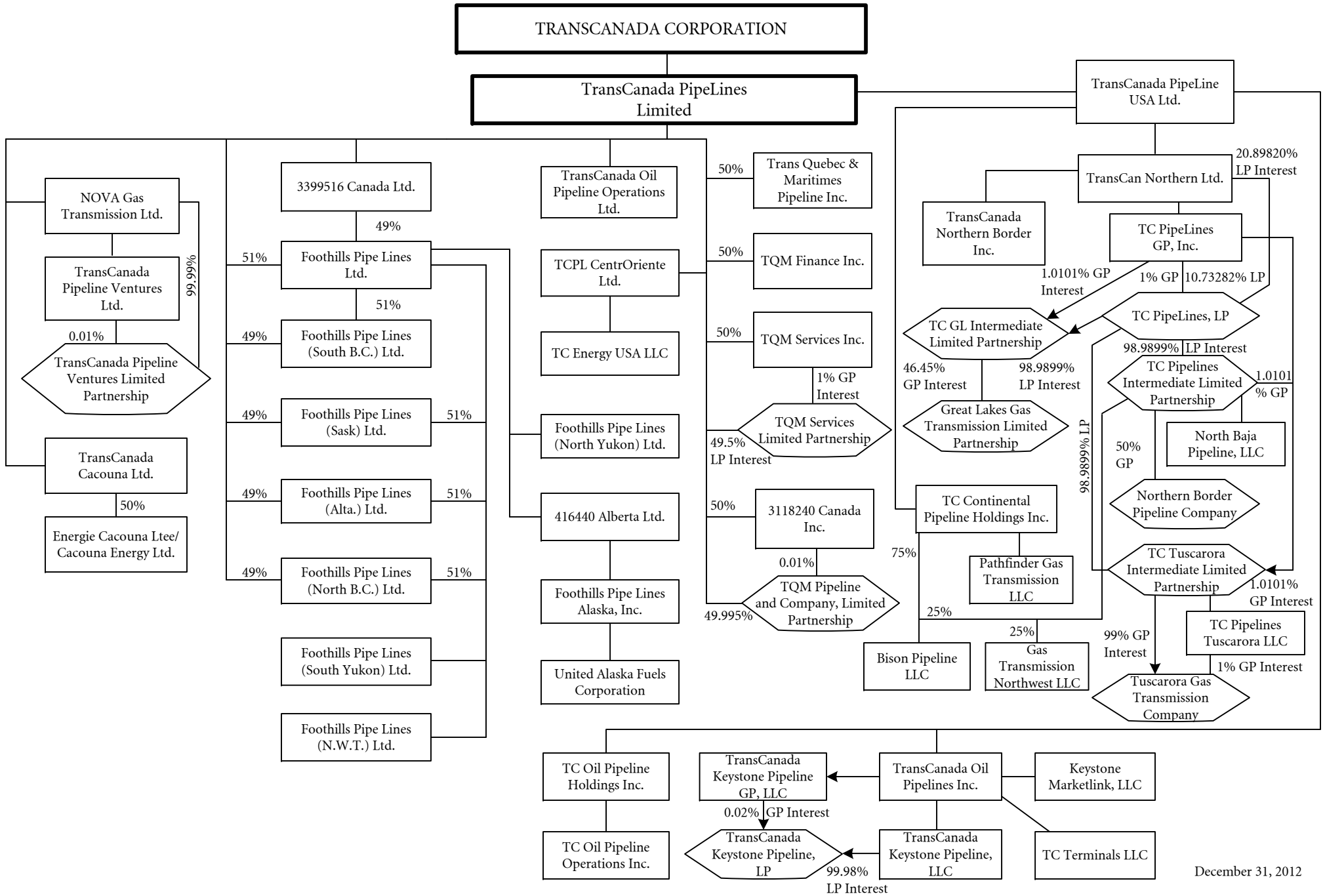
**TCPL Mainline
Code of Conduct
2012 Compliance Report**

Organizational Charts of TransCanada Corporation and TransCanada PipeLines Limited



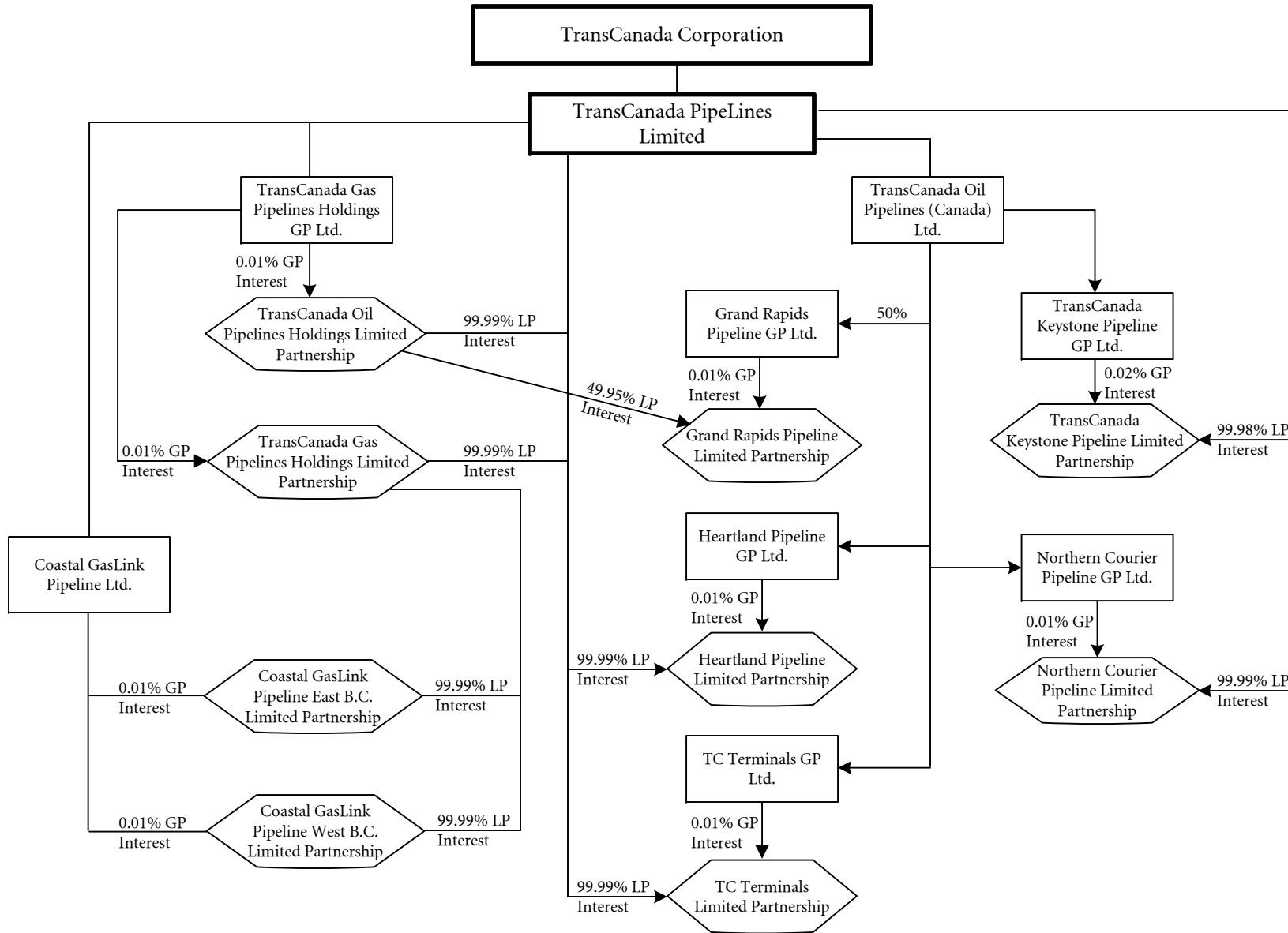
Organizational Chart of TransCanada Corporation and TransCanada PipeLines Limited
as it relates to Pipeline
Active Subsidiaries & Affiliates
 100% owned unless otherwise indicated

Chart 1
 [See also Chart 1A]



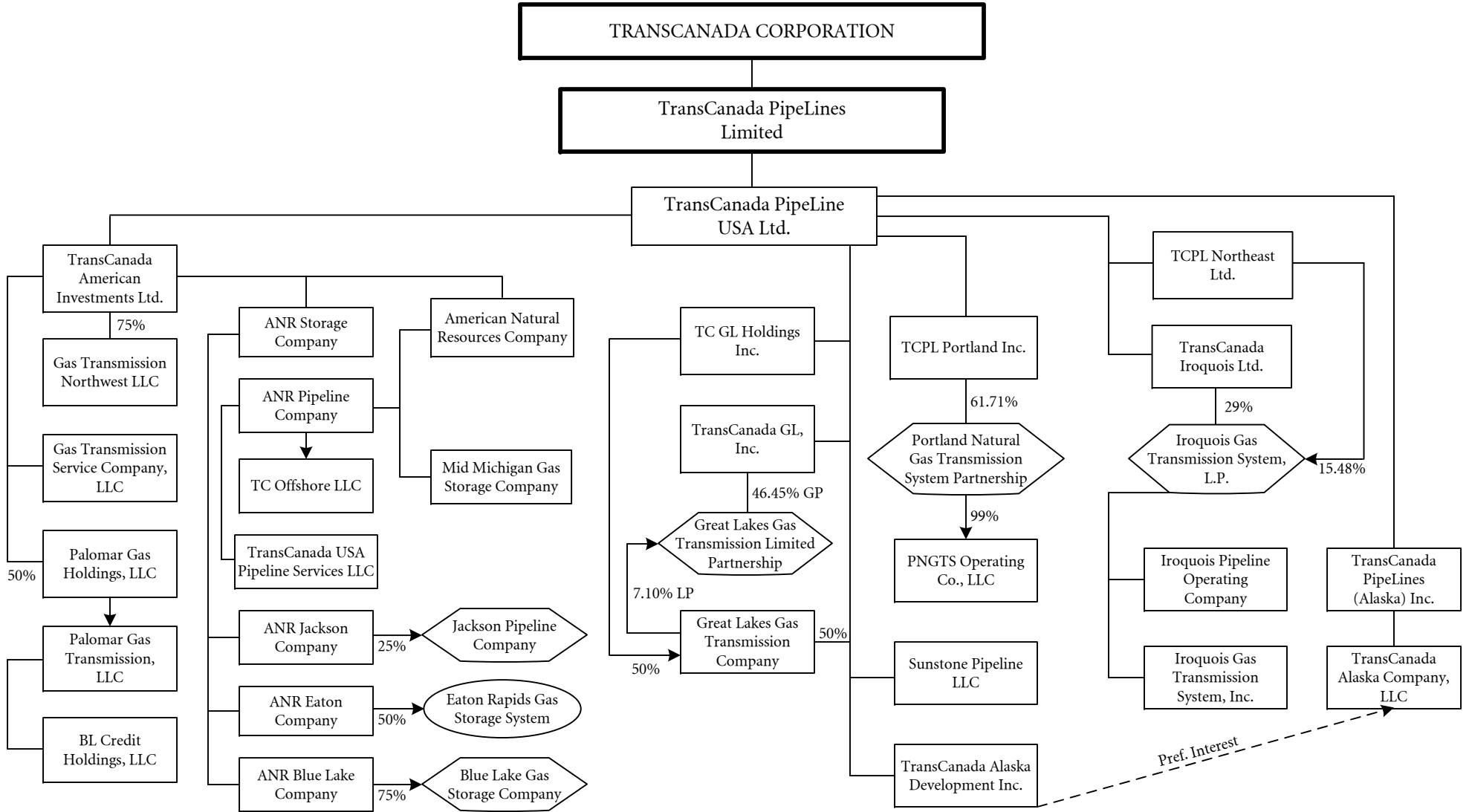
Organizational Chart of TransCanada Corporation and TransCanada PipeLines Limited as it relates to Pipeline Active Subsidiaries and Affiliates

100% owned unless otherwise indicated



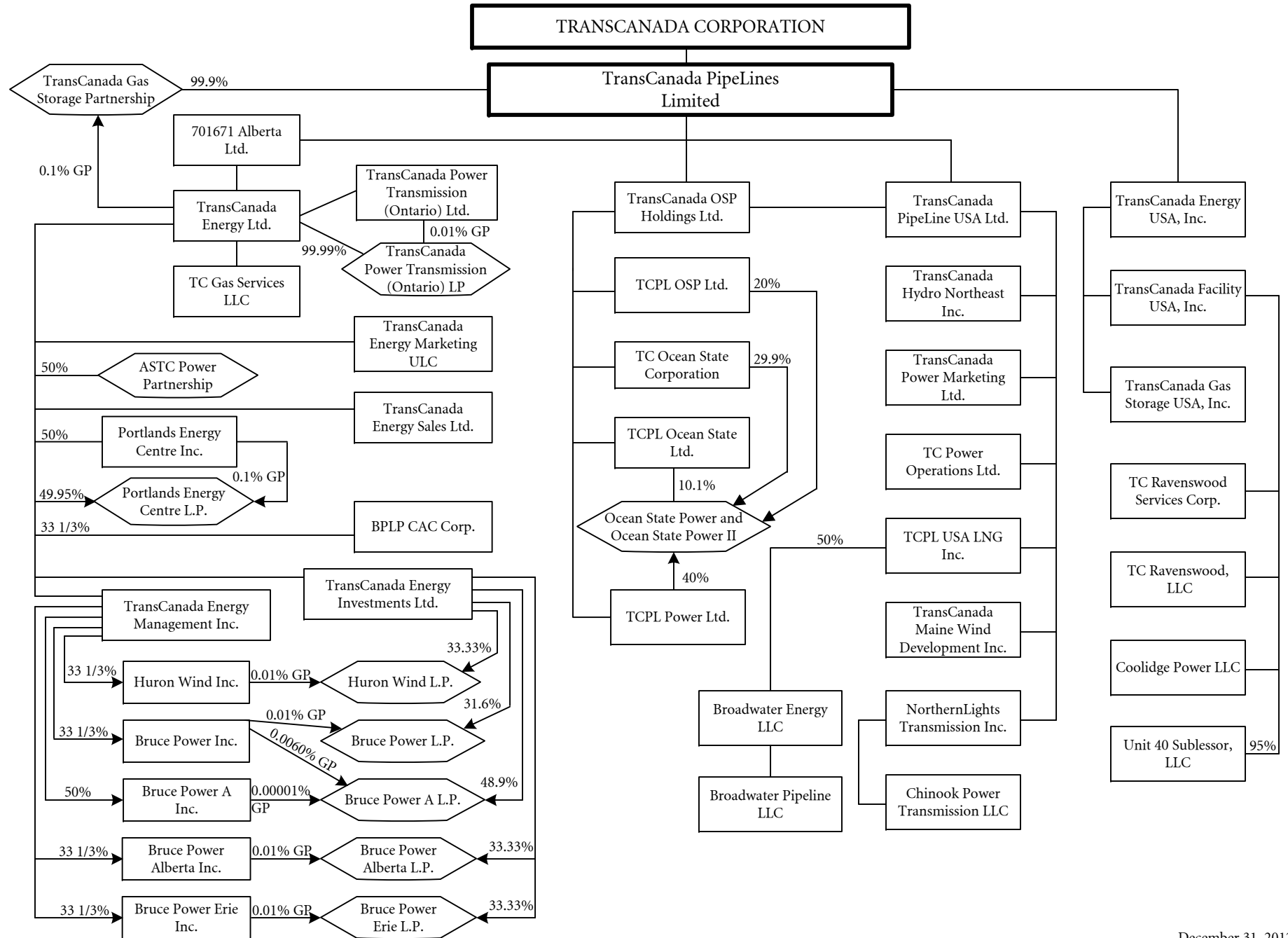
**Organizational Chart of TransCanada Corporation and TransCanada PipeLines Limited
as it relates to certain United States Pipeline Subsidiaries and Affiliates**

100% owned unless otherwise indicated



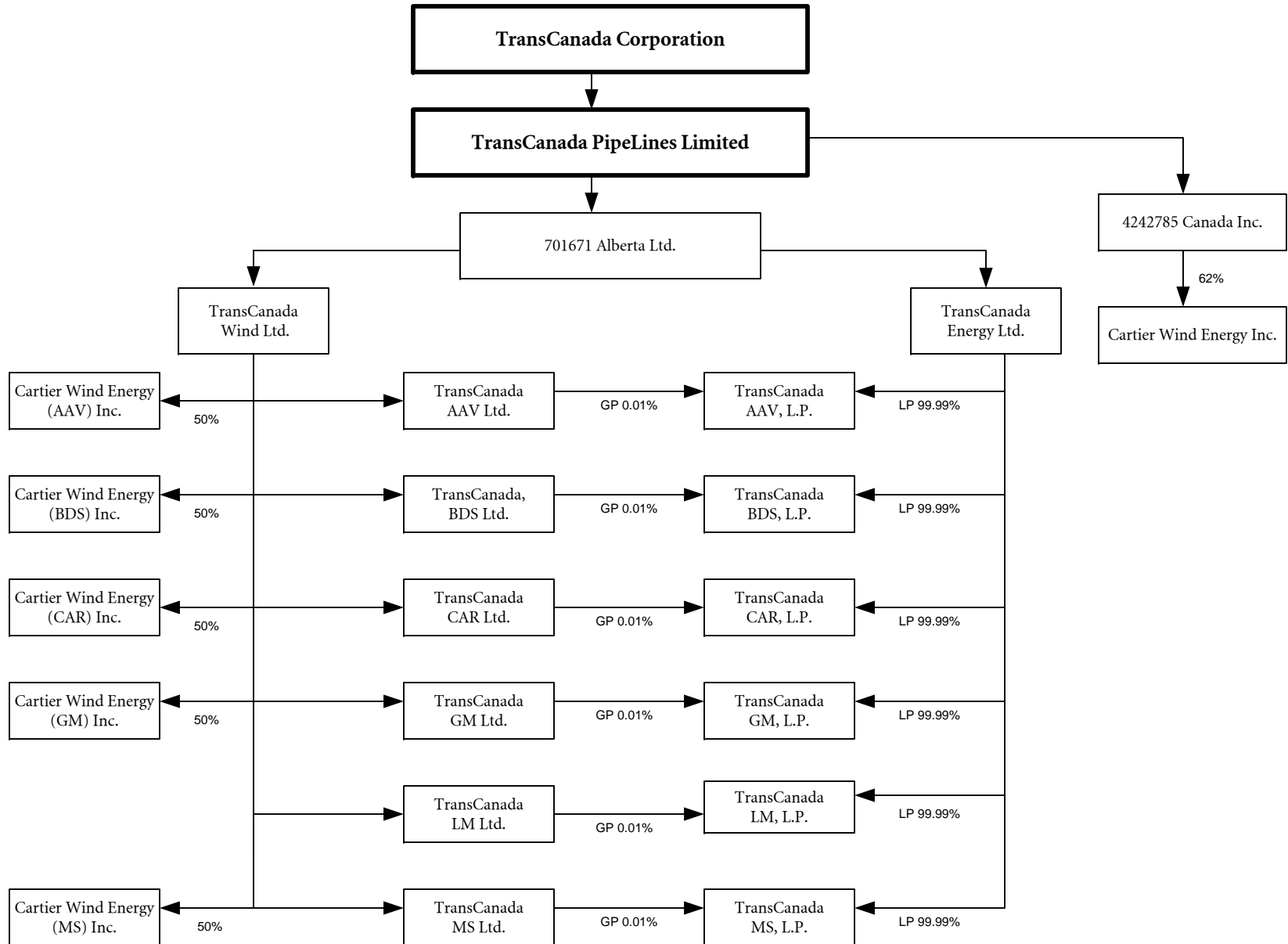
Organizational Chart of TransCanada Corporation and TransCanada PipeLines Limited as it relates to Energy

Subsidiaries and Affiliated Entities
100% owned unless otherwise indicated



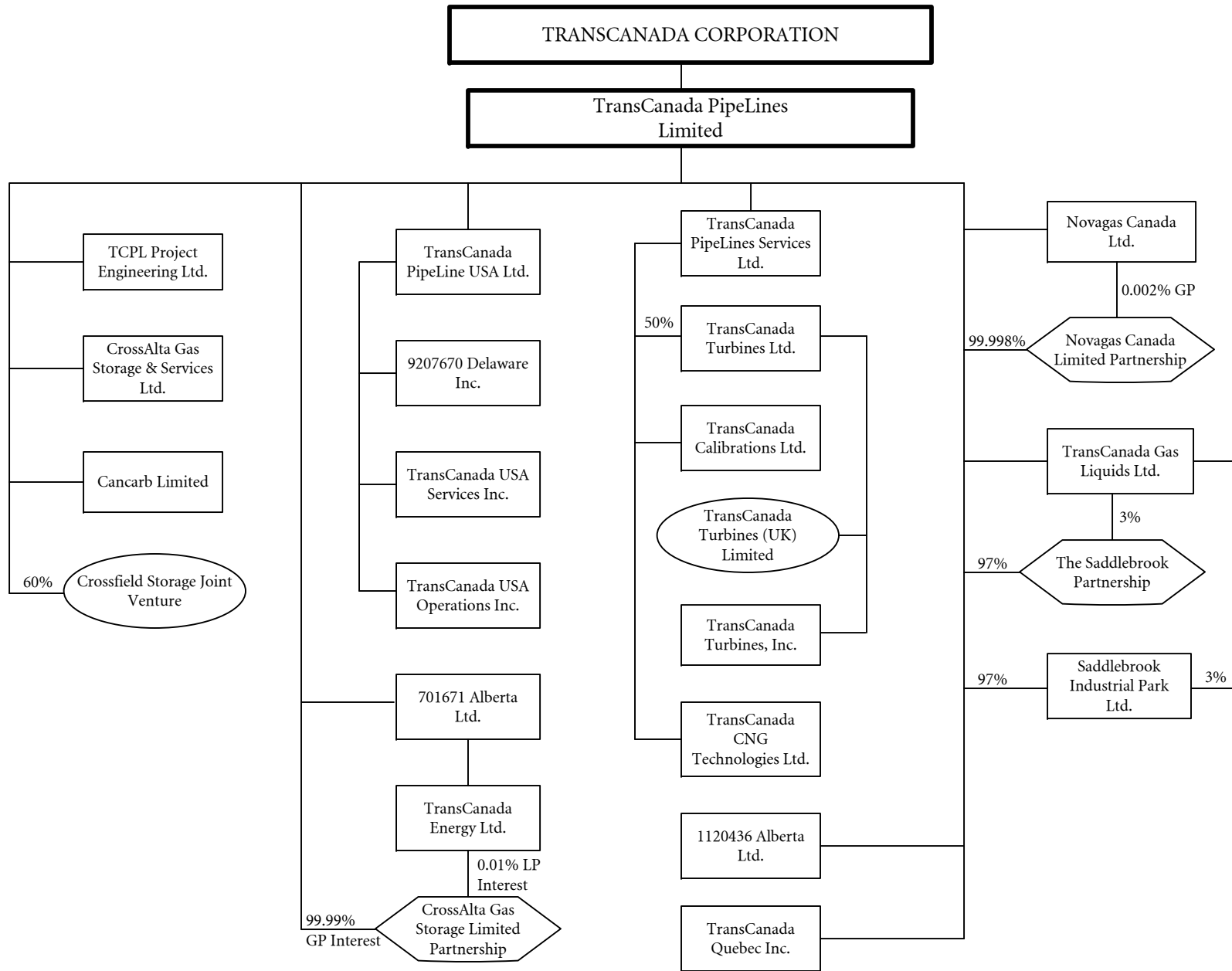
Organizational Chart of TransCanada Corporation and TransCanada PipeLines Limited

as it relates to Energy
 TransCanada Energy Ltd. Cartier Wind Project
 Active Subsidiaries and Affiliates
 100% owned unless otherwise indicated



Organizational Chart of TransCanada Corporation and TransCanada PipeLines Limited

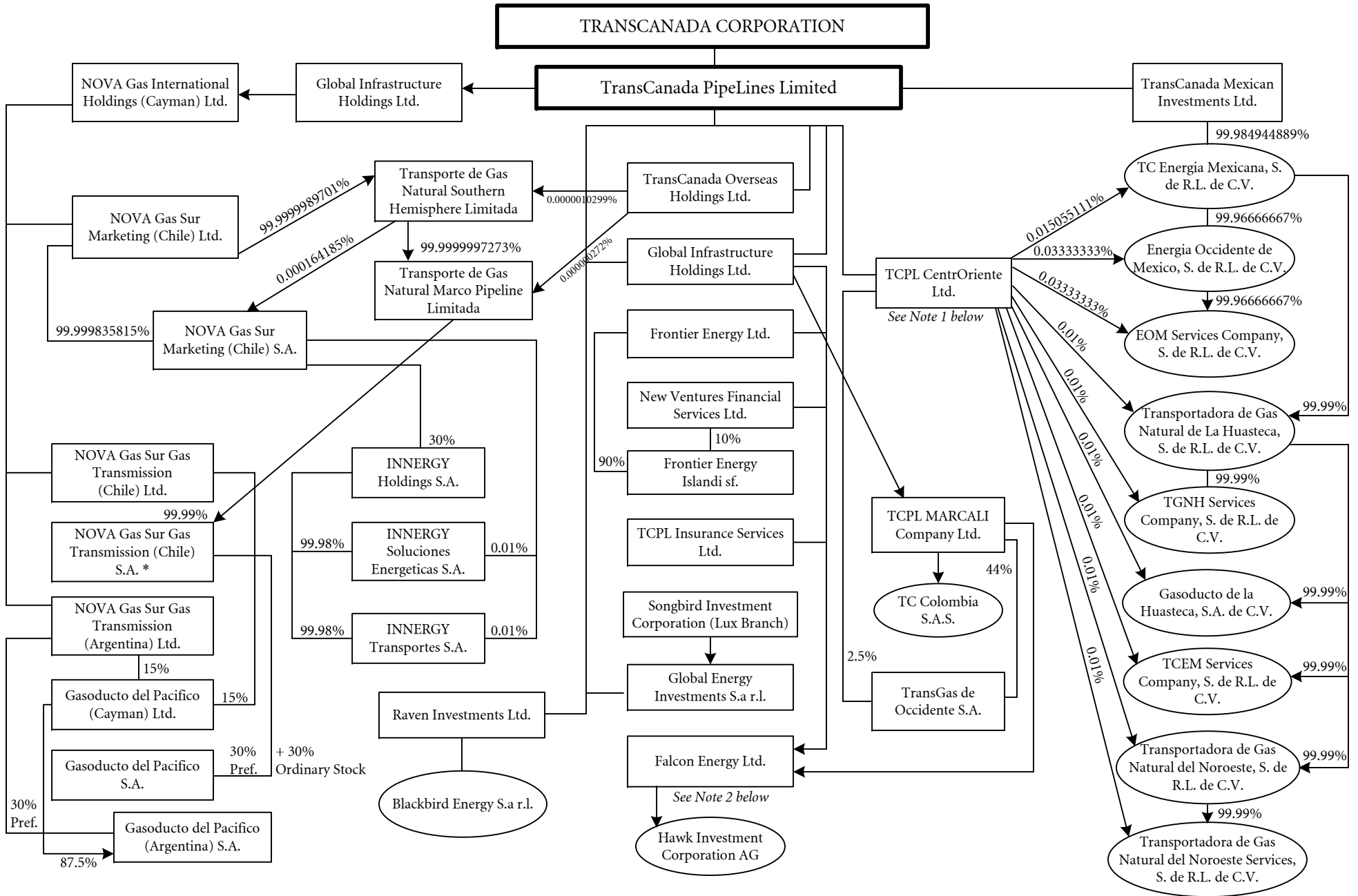
Miscellaneous Subsidiaries and Affiliated Entities



**Organizational Chart of TransCanada Corporation and TransCanada PipeLines Limited
as it relates to International Subsidiaries and Affiliated Entities**

Chart 4

100% owned unless otherwise indicated



Note 1: See Appendix 2, Page 2 of 7 for additional holdings.
 Note 2: Global Infrastructure Holdings Ltd., holds 100% voting interest.
 * Jose M. Eyzaguirre holds 0.01% of each of these entities.

DIRECTORS/OFFICERS REPORT

TransCanada PipeLines Limited

Directors:

Kevin E. Benson
Derek H. Burney
E. Linn Draper
Paule Gauthier
Russell K. Girling
S. Barry Jackson
Paul L. Joskow
John A. MacNaughton
Paula Rosput Reynolds
W. Thomas Stephens
D. Michael G. Stewart
Richard Earl Waugh

Officers:

Sean M. Brett	Vice-President and Treasurer
Ronald L. Cook	Vice-President, Taxation
Russell K. Girling	President and Chief Executive Officer
Wendy L. Hanrahan	Executive Vice-President, Corporate Services
Lee G. Hobbs	President, U.S. Natural Gas Pipelines
Joel E. Hunter	Vice-President, Finance
S. Barry Jackson	Chair of the Board
Karl Johannson	Executive Vice-President and President, Natural Gas Pipelines
Christine R. Johnston	Vice-President and Corporate Secretary
Garry E. Lamb	Vice-President, Risk Management
Gregory A. Lohnes	Executive Vice-President, Operations and Major Projects
Donald R. Marchand	Executive Vice-President and Chief Financial Officer
Dennis J. McConaghy	Executive Vice-President, Corporate Development
Sean D. McMaster	Executive Vice-President, Stakeholder Relations and General Counsel and Chief Compliance Officer
G. Glenn Menuz	Vice-President and Controller
Alexander J. Pourbaix	President, Energy and Oil Pipelines

LIST OF AFFILIATES

The following list identifies the Affiliates with whom TCPL Mainline transacted business during the 2012 Reporting Period. The list includes the Affiliates' business addresses, the Affiliates officers and directors (as of December 31, 2012) and a description of the Affiliates' business activities.

1. **NOVA Gas Transmission Ltd.**
450-1st Street S.W.
Calgary, Alberta, T2P 5H1

Directors:

Stephen M.V. Clark
Sean D. McMaster

Officers:

Annie C. Belecki	Assistant Secretary
Sean M. Brett	Vice-President and Treasurer
Stephen M.V. Clark	President
Ronald L. Cook	Vice-President, Taxation
Corey J. Goulet	Vice-President, Facilities and Pipeline Projects
Joel E. Hunter	Vice-President, Finance
Andrew K. Jenkins	Vice-President, Major Projects
Christine R. Johnston	Vice-President and Corporate Secretary
Patrick Keys	Vice-President, Commercial
Garry E. Lamb	Vice-President, Risk Management
Greg Lohnes	Executive Vice-President, Operations & Engineering
Paul F. MacGregor	Vice-President, Operations and Project Services
Donald R. Marchand	Executive Vice-President and Chief Financial Officer
Sean D. McMaster	Executive Vice-President, General Counsel and Chief Compliance Officer
G. Glenn Menuz	Vice-President and Controller
Garnet Scaman	Vice-President, Canadian Pipeline Operations
Steven C. Schock	Vice-President, Project Management

Description of Business:

NOVA Gas Transmission Ltd. is a natural gas transmission company.

2. **TransCanada Calibrations Ltd.**
Box 654
Ile des Chenes, Manitoba, ROA OTO

Directors:

Paul F. MacGregor
Kenneth R. Tate

Officers:

Annie C. Belecki	Assistant Secretary
Ronald L. Cook	Vice-President, Taxation
Garnet Grudeski	President
Christine R. Johnston	Vice-President and Secretary

Description of Business:

Service and maintenance of gas measurement instrumentation, including the calibration and certification of gas measurement meters.

3. **Great Lakes Gas Transmission Company**

717 Texas Street
Houston, Texas, 77002

Directors:

Lee G. Hobbs
Lauri A. Newton
Dean C. Patry

Officers:

Sean M. Brett	Vice-President and Treasurer
Gary C. Charette	Vice-President, Commercial Operations
Ronald L. Cook	Vice-President, Taxation
Jon A. Dobson	Corporate Secretary
Lee G. Hobbs	President
Thomas P. Janish	Controller
Vern J. Meier	Vice-President, Field Operations
Dean C. Patry	Vice-President
Nancy F. Priemer	Vice-President, Financial Services
Lauri A. Newton	Assistant Secretary

Description of Business:

Operating company. Manages the business of the Great Lakes Gas Transmission Company Limited Partnership.

4. **TransCanada Turbines Ltd.**
998 Hamilton Boulevard N.E.
Airdrie, Alberta, T4A 0K8

Directors:

James M. Baggs
Nicholas Jay Blaskoski
Sean M. Brett
Mark Dobler
Kenneth R. Tate
Christopher E. Watson

Officers:

Mark Dobler	Chairman
Daniel J.B. Simonelli	President, Chief Operating Officer, General Counsel and Secretary
Beverly J. Stewart	Chief Financial Officer
Eddy Stitt	Vice-President, Sales and Service
Tim Wilcox	Vice-President, Corporate

Description of Business:

Overhaul and repair of gas turbines.

5. **TransCanada Energy Ltd.**
450-1st Street S.W.
Calgary, Alberta, T2P 5H1

Directors:

Sean D. McMaster
Alexander J. Pourbaix

Officers:

Brandon M. Anderson	Senior Vice-President, Western Power and Gas Storage
Annie C. Belecki	Assistant Secretary
Terry J. Bennett	Vice-President, Power, Eastern Growth
Sean M. Brett	Vice-President and Treasurer
John B. Cashin	Assistant Secretary
Ronald L. Cook	Vice-President, Taxation
Joel E. Hunter	Vice-President, Finance
Christine R. Johnston	Vice-President and Corporate Secretary
David M. Kohlenberg	Vice-President and Deputy General Counsel
Kenneth W. Kunz	Vice-President, Power, Western Commercial Operations
Garry E. Lamb	Vice-President, Risk Management
John J. McWilliams	Vice-President, Energy Operations
Geoffrey T. Murray	Vice-President, Power, Western Growth
G. Glenn Menuz	Vice-President and Controller
Alexander J. Pourbaix	President
Murray J. Samuel	Vice-President and Deputy General Counsel
Steven C. Schock	Vice-President, Project Management
John F. Soini	Vice-President, Bruce Restart
Michael T. Southam	Vice-President, Gas Storage
Kenneth R. Tate	Vice-President, Energy Joint Ventures
William C. Taylor	Senior Vice-President, Eastern Power

Description of Business:

Holds interests in other power related subsidiaries and affiliates of TCPL.

6. **Trans Quebec & Maritimes Pipeline Inc.**
450-1st Street S.W.
Calgary, Alberta, T2P 5H1

Directors:

James M. Baggs
Patrick Cabana
Pierre Despars
Karl Johannson
Katia Marquier
Stefan (Steve) Pohlod
Stephanie E. Wilson

Officers:

Rhonda L. Amundson	Chief Financial Officer
Michel Brunet	Secretary
Patrick Cabana	Chief Executive Officer
Stephanie E. Wilson	General Manager

Description of Business:

Operation of a natural gas pipeline.

7. **Cancarb Limited**
450 – 1st Street SW
Calgary, Alberta T2P 5H1

Directors:

David W. Petrie
Alexander J. Pourbaix

Officers:

Tom Beach	Assistant Secretary
Annie C. Belecki	Assistant Secretary
Ronald L. Cook	Vice-President, Taxation
Gianfranco O. Dalla-Longa	Assistant Secretary, Controller and Manager of Administration
Christine R. Johnston	Vice-President and Secretary
David W. Petrie	President and Chief Operating Officer
Alexander J. Pourbaix	Chairman

Business Description:

Cancarb Limited manufactures thermal carbon black.

8. **TransCanada Keystone Pipeline GP Ltd.**
450 – 1st Street S.W.
Calgary, Alberta T2P 5H1

Directors:

Robert E. Jones
Paul E. Miller

Officers:

G. Glenn Menuz	Vice-President and Controller
Steven D. Becker	Vice-President
Annie C. Belecki	Assistant Secretary
Sean M. Brett	Vice-President and Treasurer
Ronald L. Cook	Vice-President, Taxation
Kristine Delkus	Vice-President
David A. Diakow	Vice-President
Corey J. Goulet	Vice-President
Joel E. Hunter	Vice-President, Finance
Christine R. Johnston	Vice-President and Corporate Secretary
Robert E. Jones	Vice-President
Garry E. Lamb	Vice-President, Risk Management
Paul E. Miller	President
Erik W. Tatarchuk	Vice-President

Business Description:

Construction and operation of an oil pipeline.

9. **Foothills Pipe Lines Ltd.**
450 – 1st Street S.W.
Calgary, Alberta
T2P 5H1

Directors:

Karl Johannson
David M. Kohlenberg
Gregory A. Lohnes
Dennis J. McConaghy
Anthony M. Palmer

Officers:

Annie C. Belecki	Assistant Secretary
Sean M. Brett	Vice-President and Treasurer
Ronald L. Cook	Vice-President, Taxation
Joel E. Hunter	Vice-President, Finance
Karl Johannson	Chief Operating Officer
Christine R. Johnston	Vice-President and Corporate Secretary
Garry E. Lamb	Vice-President, Risk Management
G. Glenn Menuz	Vice-President and Controller
David M. Montemurro	Vice-President
Anthony M. Palmer	President and Chief Executive Officer

Business Description:

Development, construction and operation of pipelines.

10. **Portland Energy Centre L.P.**
700 University Avenue
Toronto, Ontario M5G 1X6

Portlands Energy Centre L.P. is a limited partnership.

Partner: TransCanada Energy Ltd.

Directors:

Sean D. McMaster
Alexander J. Pourbaix

Officers:

Brandon M. Anderson	Senior Vice-President, Western Power and Gas Storage
Annie C. Belecki	Assistant Secretary
Terry J. Bennett	Vice-President, Power, Eastern Growth
Sean M. Brett	Vice-President and Treasurer
John B. Cashin	Assistant Secretary
Ronald L. Cook	Vice-President, Taxation
Donald J. DeGrandis	Vice-President and Secretary
Joel E. Hunter	Vice-President, Finance
Christine R. Johnston	Vice-President and Corporate Secretary
David M. Kohlenberg	Vice-President and Deputy General Counsel
Kenneth W. Kunz	Vice-President, Power, Western Commercial Operations
Garry E. Lamb	Vice-President, Risk Management
John J. McWilliams	Vice-President, Energy Operations
Glenn G. Menuz	Vice-President and Controller
Alexander J. Pourbaix	President
Murray J. Samuel	Vice-President and Deputy General Counsel
John F. Soini	Vice-President, Bruce Restart
Michael T. Southam	Vice-President, Gas Storage
Kenneth R. Tate	Vice-President, Energy Joint Ventures
William C. Taylor	Senior Vice-President, Eastern Power

Business Description:

The purpose of the Limited Partnership is to develop a 500 MW generating facility in Toronto.

11. **ANR Pipeline Company**
717 Texas Street
Houston, Texas, 77002

Directors:

Gary C. Charette
Lee G. Hobbs

Officers:

Lee G. Hobbs	President
Sean M. Brett	Vice-President and Treasurer
Gary C. Charette	Vice-President, Commercial Operations
Ronald L. Cook	Vice-President, Taxation
Christine R. Johnston	Vice-President and Assistant Secretary
Garry E. Lamb	Vice-President, Risk Management
Vern J. Meier	Vice-President, Field Operations
Lauri A. Newton	Vice-President
Dean C. Patry	Vice-President
Nancy F. Priemer	Vice-President, Financial Services
Jon A. Dobson	Corporate Secretary
Thomas P. Janish	Controller
Lauri A. Newton	Chief Compliance Officer, FERC

Business Description:

Interstate transportation, storage, purchase, exchange and sale of natural gas.

LIST OF AFFILIATE SERVICE AGREEMENTS

<u>Affiliate</u>	<u>Agreement</u>
TransCanada Calibrations Ltd.	Master Supply Agreement - Field Services (Calibration, Inspection, Cleaning, Repair, and Inventory Management Services)
TransCanada Calibrations Ltd.	Lease Agreement and Gas Stream Use Agreement
TransCanada Calibrations Ltd.	Facility Modifications Agreement
TransCanada Turbines Ltd.	Master Supply Agreement - Consulting (consulting services, Site Services, Material Supply and Overhaul Services)
Great Lakes Gas Transmission Company	Transportation Service Agreements
Trans Quebec & Maritimes Pipeline Inc.	Transportation Service Agreement
Portland Energy Centre LP	Transportation Service Agreement
NOVA Gas Transmission Ltd.	Gas Balancing Agreement and Compressor Purchase Agreement
TransCanada Energy Ltd.	Electrical Service Agreements (station 41)
TransCanada Energy Ltd.	Agency Agreements (stations 52, 123, 136 & 139)
TransCanada Energy Ltd.	Gas Transaction Agreement
TransCanada Energy Ltd.	Transportation Service Agreement
Cancarb Limited	Lease Agreement
TransCanada Keystone Pipeline GP Ltd., as general partner on behalf of TransCanada Keystone Pipeline Limited Partnership	Lease Agreement

AFFILIATED PARTY TRANSACTION SUMMARY

Affiliate	Description of Transactions and Services	Aggregate Value (\$000)
<u>RECEIPTS:</u>		
TransCanada Calibrations Ltd.	Lease agreement - Warehouse costs Station 41	245
TransCanada Calibrations Ltd.	Agreement - Gas Stream use at Station 41	38
TransCanada Calibrations Ltd.	Facility Modification	12
TransCanada Energy Ltd.	Gas Transportation	2,213
Portlands Energy Centre LP	Gas Transportation	4,140
TransCanada Keystone Pipeline GP Ltd.	Sale of Inventory	11
NOVA Gas Transmission Ltd.	Compressor Purchase Agreement - sale of compressor	14,241
TransCanada Keystone Pipeline GP Ltd.	Lease Agreement - property in Iles Des Chenes Manitoba	15
ANR Pipeline Company	Sale of Inventory	11
Trans Quebec & Maritimes Pipeline	Sale of Inventory	18
Foothills Pipelines Ltd.	Sale of Inventory	240
Great Lakes Gas Transmission	Sale of Inventory	100
NOVA Gas Transmission Ltd.	Sale of Inventory	486
TOTAL RECEIPTS		<u><u>21,770</u></u>
<u>PAYMENTS:</u>		
Cancarb Limited	Lease agreement	45
Great Lakes Gas Transmission	Gas transportation services on the GLGT system	61,028
Trans Quebec & Maritimes Pipeline Inc.	Gas transportation services on the TQM system	83,901
NOVA Gas Transmission Ltd.	Gas balancing agreement	1,000
TransCanada Energy Ltd.	Purchase of electricity to power compressor units and provide auxiliary power for compressor stations	7,260
TransCanada Energy Ltd.	Purchase of gas related to 2011 pipeline rupture and linepack	353
TransCanada Turbines Ltd.	Repair/overhaul of compressor units	430
TransCanada Calibrations Ltd.	System maintenance	384
Foothills Pipelines Ltd.	Purchase of Inventory	83
NOVA Gas Transmission Ltd.	Purchase of Inventory	2,588
TOTAL PAYMENTS		<u><u>157,072</u></u>

Note: Aggregate values are for the reporting period January 1, 2012 to December 31, 2012.

**TransCanada PipeLines Limited
Code of Conduct**

2012 Compliance Report

OFFICER'S CERTIFICATE

To: The National Energy Board

I, Karl Johannson, of the City of Calgary, in the Province of Alberta, acting in my position as an officer of TransCanada PipeLines Limited ("TCPL") and not in my personal capacity, to the best of my knowledge do hereby certify as follows:

1. My position with TCPL is Executive Vice President and President, Natural Gas Pipelines, and as such I have personal knowledge of, or have conducted due inquiry of individuals who have personal knowledge of, the facts and matters herein stated.
2. Capitalized terms used herein (which are not otherwise defined herein) shall have the meanings ascribed thereto in the TCPL Canadian Mainline Code of Conduct (the "Code").
3. I have read the Code and the Compliance Report of TCPL Mainline for the 2012 reporting period (the "Compliance Report").
4. The form and contents of the Compliance Report comply with the requirements of the Code and the matters reported therein are fully and accurately described.
5. I am not aware of any material non-compliance with the provisions of the Code by any director, officer, representative, consultant, contractor or agent of TCPL or TCPL Mainline, or by any Affiliate of TCPL Mainline (including any director, officer, employee, consultant, contractor or agent of the Affiliate) with respect to any interaction between an Affiliate and TCPL Mainline that is not fully and accurately described in the Compliance Report.

Name: "Karl Johannson"

Title: Executive Vice-President and
President, Natural Gas Pipelines

Date: April 26, 2013

**TransCanada PipeLines Limited
Code of Conduct**

2012 Compliance Report

OFFICER'S CERTIFICATE

To: The National Energy Board

I, Sean D. McMaster, of the City of Calgary, in the Province of Alberta, acting in my position as an officer of TransCanada PipeLines Limited ("TCPL") and not in my personal capacity, to the best of my knowledge do hereby certify as follows:

1. My position with TCPL is Chief Compliance Officer, and as such I have personal knowledge of, or have conducted due inquiry of individuals who have personal knowledge of, the facts and matters herein stated.
2. Capitalized terms used herein (which are not otherwise defined herein) shall have the meanings ascribed thereto in the TCPL Canadian Mainline Code of Conduct (the "Code").
3. I have read the Code and the Compliance Report of TCPL Mainline for the 2012 reporting period (the "Compliance Report").
4. The form and contents of the Compliance Report comply with the requirements of the Code and the matters reported therein are fully and accurately described.
5. I am not aware of any material non-compliance with the provisions of the Code by any director, officer, representative, consultant, contractor or agent of TCPL or TCPL Mainline, or by any Affiliate of TCPL Mainline (including any director, officer, employee, consultant, contractor or agent of the Affiliate) with respect to any interaction between an Affiliate and TCPL Mainline that is not fully and accurately described in the Compliance Report.

Name: "Sean McMaster"

Title: Chief Compliance Officer

Date: April 26, 2013