

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BROWN NATHANIEL ALAN</u> (Last) (First) (Middle) <u>717 TEXAS STREET, SUITE 2400</u> (Street) <u>HOUSTON TX 77002-2761</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/01/2014</u>	3. Issuer Name and Ticker or Trading Symbol <u>TC PIPELINES LP [TCP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Principal Fin Off & Controller</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

Remarks:

Exhibit List: [Exhibit 24 - Power of Attorney](#)
 No securities are beneficially owned.

/s/ Annie C. Belecki, Attorney-in-Fact for Nathaniel A. Brown 05/09/2014

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that I, NATHANIEL A. BROWN, of Houston, Texas, do hereby constitute and appoint Christine R. Johnston, and failing her, any of Annie C. Belecki, Tara E. Shaw, Tereza L. Fonda, Avery C. Smith or Kelly A. Galloway, each of Calgary, Alberta, or Jon A. Dobson of Houston, Texas, my true and lawful attorney for me, and in my place and stead and for my sole use and benefit to prepare, execute, deliver or file in my name, and as my act and deed, all insider reports required to be filed by me relating to my holdings of securities and related financial instruments, as applicable, of TransCanada Corporation, TransCanada PipeLines Limited, NOVA Gas Transmission Ltd. or TC PipeLines, LP (collectively, "TransCanada") with any regulatory authority of a jurisdiction in which such entity is a reporting issuer or holds a similar status, including but not limited to, filings with the Ontario Securities Commission, Autorité des marchés financiers, the Alberta Securities Commission, the Manitoba Securities Commission, the British Columbia Securities Commission, the United States Securities and Exchange Commission and any other securities regulatory bodies or organized market in Canada, the United States, or elsewhere.

I further undertake and agree to provide prompt notice to my attorney within the prescribed time limits of applicable securities laws of any changes in my holdings of the aforementioned securities and related financial instruments.

I hereby authorize my attorney to have administrative access to information regarding (i) my holdings of TransCanada Corporation common shares in my employee savings plan account held by the trustee of TransCanada Corporation's Employee Savings Plan; and (ii) my holdings of any related financial instruments of TransCanada, solely to prepare insider reports required to be filed by me relating to my holdings of such securities and related financial instruments.

I hereby agree and covenant for myself, my heirs, executors and administrators, to ratify and confirm whatsoever my attorney shall lawfully do or cause to be done by virtue of these presents and irrevocably and unconditionally agree to indemnify and hold harmless and to keep indemnified and held harmless the Attorney from and against any and all claims, liabilities, costs and expenses (including legal costs and expenses) which the Attorney may incur or experience as a result of acting or agreeing to act as Attorney under this Power of Attorney.

This Power of Attorney shall be and remain in full force and effect until due notice in writing of its revocation shall have been given by me to my Attorney and, if required, to any securities regulatory bodies or organized market, if any, where the aforementioned insider reports are required to be filed by me.

IN WITNESS WHEREOF, I have set my hand and seal, this 5th day of May, 2014.

/s/ Nathaniel A. Brown
Name: NATHANIEL A. BROWN

SIGNED in the presence of:

/s/ John Danielson
(witness)
