

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(Jurisdiction of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

TC PipeLines, LP

(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

52-2135448
(I.R.S. employer
identification no.)

**13710 FNB Parkway
Omaha, Nebraska**
(Address of principal executive offices)

68154-5200
(Zip code)

Senior Debt Securities

(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).

2

6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

3

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 10th day of June, 2011.

THE BANK OF NEW YORK MELLON

By: /S/ Arlene Thelwell
Name: Arlene Thelwell
Title: Senior Associate

4

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON
of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business March 31, 2011, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	<u>Dollar Amounts In Thousands</u>
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	3,060,000
Interest-bearing balances	80,377,000
Securities:	
Held-to-maturity securities	3,553,000
Available-for-sale securities	58,636,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	38,000
Securities purchased under agreements to resell	954,000
Loans and lease financing receivables:	
Loans and leases held for sale	4,000
Loans and leases, net of unearned income	24,852,000
LESS: Allowance for loan and lease losses	449,000
Loans and leases, net of unearned income and allowance	24,403,000
Trading assets	6,394,000
Premises and fixed assets (including capitalized leases)	1,144,000
Other real estate owned	6,000
Investments in unconsolidated subsidiaries and associated companies	982,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	6,421,000
Other intangible assets	1,761,000
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Other assets	12,516,000
Total assets	200,249,000
LIABILITIES	
Deposits:	
In domestic offices	70,588,000
Noninterest-bearing	37,184,000
Interest-bearing	33,404,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	87,515,000
Noninterest-bearing	2,620,000
Interest-bearing	84,895,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,977,000
Securities sold under agreements to repurchase	28,000
Trading liabilities	7,066,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	2,571,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	9,507,000
Total liabilities	183,742,000
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,631,000
Retained earnings	7,173,000
Accumulated other comprehensive income	-782,000
Other equity capital components	0
Total bank equity capital	16,157,000
Noncontrolling (minority) interests in consolidated subsidiaries	350,000
Total equity capital	16,507,000
Total liabilities and equity capital	200,249,000

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Robert P. Kelly
Gerald L. Hassell
Catherine A. Rein

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Directors
