

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>TRANSCANADA PIPELINES LTD</u> (Last) (First) (Middle) 450 I STREET SW (Street) CALGARY ALBERTA A0 T2P 5H1 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/28/1999	3. Issuer Name and Ticker or Trading Symbol <u>TC PIPELINES LP [TCLP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
Common Units representing limited partner interests	2,800,000	I	See Footnote ⁽¹⁾
Subordinated Units	3,200,000	I	See Footnote ⁽¹⁾

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			

1. Name and Address of Reporting Person* <u>TRANSCANADA PIPELINES LTD</u> (Last) (First) (Middle) 450 I STREET SW (Street) CALGARY ALBERTA A0 T2P 5H1 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>TRANSCANADA CORP</u> (Last) (First) (Middle) 450 - 1ST STREET SW (Street) CALGARY ALBERTA A0 T2P 5H1 (City) (State) (Zip)		
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Explanation of Responses:

1. On May 28, 1999, TransCan Northern Ltd., a wholly owned subsidiary of the reporting persons, acquired 2,800,000 common units and TC PipeLines GP, Inc., a wholly owned subsidiary of the reporting persons acquired 3,200,000 subordinated units each representing limited partner interest in TC PipeLines, LP in connection with the initial public offering of TC PipeLines, LP. On June 25, 1999, as a result of the exercise of the underwriters' over-allotment option, 390,364 of the subordinated units were redeemed.

/s/ Albrecht Bellstedt

08/05/2003

** 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.