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

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

TC PipeLines, LP

(Name of Issuer)

Common Units

(Title of Class of Securities)

87233Q 10 8

(CUSIP Number)

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

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

August 1, 2002

(Date of Event which Requires Filing of this Statement)

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

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

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

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

SCHEDULE 13D

 CUSIP NO. 87233Q 10 8 PAGE 2 OF 15 PAGES

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 TransCanada PipeLines Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / /
 (B) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
 OO; (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO / /
 ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Canada

	7	SOLE VOTING POWER 3,736,435 Common Units of TC PipeLines, LP
NUMBER OF SHARES	-----	
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		-0-
EACH	-----	
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		3,736,435 Common Units of TC PipeLines, LP
WITH	-----	
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 3,736,435 Common Units of TC PipeLines, LP

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
 (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 23.9%*

14 TYPE OF REPORTING PERSON

* TransCan Northern Ltd., a wholly owned subsidiary of TransCanada Pipelines Limited, acquired 2,800,000 Common Units on May 28, 1999 in connection with TC PipeLines, LP's initial public offering, as disclosed in TC PipeLines, LP's initial public offering prospectus and subsequent periodic reports filed under the Securities Exchange Act of 1934. On such date, the 2,800,000 Common Units beneficially owned by TransCan Northern Ltd. represented 19.6% of the total issued and outstanding Common Units. On August 1, 2002, due to the early conversion of 936,435 subordinated units held by TC Pipelines GP, Inc., the general partner of TC Pipelines, LP, the ownership of the Reporting Persons increased to an aggregate 3,736,435 Common Units.

CUSIP NO. 87233Q 10 8

PAGE 3 OF 15 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
TransCan Northern Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / /
(B) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
OO; (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO / /
ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
3,736,435 Common Units of TC PipeLines, LP

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
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(SEE INSTRUCTIONS)

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HC, CO

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CUSIP NO. 87233Q 10 8

PAGE 4 OF 15 PAGES

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 TC PipeLines GP, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (A) / /
 (B) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
 OO; (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO / /
 ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

7 SOLE VOTING POWER
 -0-

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

8 SHARED VOTING POWER
 936,435 Common Units of TC PipeLines, LP

9 SOLE DISPOSITIVE POWER
 -0-

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 HC, CO

* TransCan Northern Ltd., a wholly owned subsidiary of TransCanada Pipelines Limited, acquired 2,800,000 Common Units on May 28, 1999 in connection with TC PipeLines, LP's initial public offering, as disclosed in TC PipeLines, LP's initial public offering prospectus and subsequent periodic reports filed under the Securities Exchange Act of 1934. On such date, the 2,800,000 Common Units beneficially owned by TransCan Northern Ltd. represented 19.6% of the total issued and outstanding Common Units. On August 1, 2002, due to the early conversion of 936,435 subordinated units held by TC Pipelines GP, Inc., the general partner of TC Pipelines, LP, the ownership of the Reporting Persons increased to an aggregate 3,736,435 Common Units.

ORIGINAL REPORT ON SCHEDULE 13D

Item 1. SECURITY AND ISSUER

This statement on Schedule 13D is being filed by TransCanada PipeLines Limited, a Canadian public company, TransCan Northern Ltd., a Delaware corporation and TC PipeLines GP, Inc., a Delaware corporation (collectively, the "Reporting Persons"). This statement relates to the common units representing limited partner interests (the "Common Units") of TC PipeLines, LP, a Delaware limited partnership (the "Partnership"), which has its principal executive offices at 110 Turnpike Road, Suite 203, Westborough, Massachusetts 01581.

Item 2. IDENTITY AND BACKGROUND

(a) - (b) The information required to be filed in response to paragraphs (a) and (b) of Item 2 with respect to the Reporting Persons is set forth on Schedule I.

(c) The information required to be filed in response to paragraph (c) of Item 2 with respect to the Reporting Persons is as follows:

1. TransCanada PipeLines Limited is the owner of TransCan Northern Ltd. and is principally engaged in the transportation of natural gas and the generation and sale of power. The executive officers and directors of TransCanada PipeLines Limited are listed on Appendix A hereto.
2. TransCan Northern Ltd. is a direct wholly owned subsidiary of TransCanada PipeLines Limited and its sole purpose is to hold a 100% ownership interest in TC PipeLines GP, Inc. and TransCan Northwest Border Ltd. The executive officers and directors of TransCan Northern Ltd. are listed on Appendix B hereto.
3. TC PipeLines GP, Inc. is an indirect wholly owned subsidiary of TransCanada PipeLines Limited and is principally engaged in the business of managing the operations of TC PipeLines, LP. The executive officers and directors of TC PipeLines GP, Inc. are listed on Appendix C hereto.

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

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

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The conversion of 936,435 subordinated units representing limited partner interests in TC PipeLines, LP ("Subordinated Units") held by TC PipeLines GP, Inc. into 936,435 Common Units occurred automatically for no additional consideration pursuant to and in accordance with the terms of the Partnership's Amended and Restated Agreement of Limited Partnership upon satisfaction of certain financial tests. TransCanada PipeLines Limited, through TransCan Northern Ltd., acquired beneficial ownership of 2,800,000 Common Units and, through TC PipeLines GP, Inc., acquired 2,809,306 Subordinated Units in connection with the Partnership's initial public offering on May 28, 1999 and the related exercise of the underwriters' over-allotment option on June 25, 1999 in exchange for the contribution of a 30% general partner interest in Northern Border Pipeline Company to the

Partnership, which contribution was made in exchange for the 2,800,000 Common Units, the 2,809,306 Subordinated Units, a 2% general partner interest in the Partnership and cash.

Item 4. PURPOSE OF TRANSACTION

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

Item 5. INTEREST IN SECURITIES OF THE COMPANY

(a) There were 14,300,000 Common Units outstanding as of May 28, 1999, of which 2,800,000, or 19.6% of the amount outstanding, were held by TransCan Northern Ltd. On June 25, 1999, as a result of the exercise by the underwriters of a part of their over-allotment option, 390,694 of the 3,200,000 Subordinated Units held by TC PipeLines GP, Inc. were redeemed for the cash proceeds received from the purchase by the underwriters of an equal number of Common Units from TC PipeLines, LP, raising the number of Common Units outstanding to 14,690,694 and decreasing the number of Subordinated Units held by TC PipeLines GP, Inc. to 2,809,306. As of June 25, 1999, TransCanada PipeLines Limited, through TransCan Northern Ltd., was deemed to beneficially own 19.1% of the then issued and outstanding Common Units.

On August 1, 2002, the Reporting Persons' beneficial ownership interest increased due to the conversion on a one-for-one basis of one-third (or 936,435) of the 2,809,306 Subordinated Units held by TC PipeLines GP, Inc., the general partner of the Partnership. The Subordinated Units were converted into Common Units because specified financial tests contained in the Partnership's Amended and Restated Agreement of Limited Partnership, which are related to generating cash from operations and distributing at least \$0.45 per unit on all Common Units and Subordinated Units, were satisfied for each of the three consecutive four-quarter periods ending on June 30, 2002. As a result, as of August 1, 2002, TransCanada PipeLines Limited is deemed to beneficially own 3,736,435 Common Units, which constitute 23.9% of the 15,627,129 issued and outstanding Common Units as of such date. 2,800,000 of such Common Units are held through TransCan Northern Ltd. and the remaining 936,435 Common Units are held through TC PipeLines GP, Inc. The directors and executive officers of each of the Reporting Persons disclaim any beneficial ownership of the Common Units owned by either TransCan Northern Ltd. or TC PipeLines GP, Inc.

If the financial tests for conversion in the Partnership's partnership agreement are met again, an additional one-third (or 936,435) of the Subordinated Units will convert into Common Units on the first day after the record date established for the cash distribution for any quarter ending on or after June 30, 2003 and the final one-third (or 936,436) of the Subordinated Units will convert into Common Units on the first day after the record date established for the cash distribution of any quarter ending on or after June 30, 2004. The Reporting Persons currently hold, through TC Pipelines GP, Inc., 1,872,871 Subordinated Units in the Partnership, which may be converted as discussed above.

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

(c) On August 1, 2002, 936,435 of the Subordinated Units held by TC PipeLines, GP, Inc. converted on a one-for-one basis into 936,435 Common Units. There have been no other reportable transactions with respect to the Common Units within 60 days of the date hereof by the Reporting Persons.

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

(e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE COMPANY

The 2,800,000 Common Units and the 2,809,306 Subordinated Units held by the Reporting Persons prior to the conversion reported herein were acquired in a private placement in connection with the Partnership's initial public offering on May 28, 1999 and the related exercise of the underwriters' over-allotment option and are restricted securities. Certain transfer restrictions, voting rights of the Reporting Persons and registration rights granted by the Partnership and to which the Partnership is entitled are set forth in the Partnership Agreement, a copy of the form of which is included as Exhibit 3.1 to TC PipeLines, LP's Registration Statement on Form S-1 (No. 333-69947) which has been incorporated by reference to this Schedule 13D. The 936,435 Common Units held by TC PipeLines GP, Inc. as a result of the early conversion of the 936,435 Subordinated Units are subject to the same restrictions and have the same rights.

Item 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit A: Registration Statement on Form S-1 (No. 333-69947) for TC Pipelines, LP incorporated herein by reference.

Exhibit B: Joint Filing Agreement, dated August 8, 2002.

SIGNATURE

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

Date: August 8, 2002

TRANSCANADA PIPELINES LIMITED

/s/ Robert J. Pitt

Name: Robert J. Pitt
Title: Vice-President, Finance Law

/s/ Rhondda E. S. Grant

Name: Rhondda E. S. Grant
Title: Secretary

TRANSCAN NORTHERN LTD.

/s/ Paul F. MacGregor

Name: Paul F. MacGregor
Title: Vice-President

/s/ Rhondda E. S. Grant

Name: Rhondda E. S. Grant
Title: Secretary

TC PIPELINES GP, INC.

/s/ Paul F. MacGregor

Name: Paul F. MacGregor
Title: Vice-President

/s/ Rhondda E. S. Grant

Name: Rhondda E. S. Grant
Title: Secretary

SCHEDULE I

NAME -----	STATE OF INCORPORATION OR FORMATION -----	BUSINESS ADDRESS -----
TransCanada PipeLines Limited	Canada	TransCanada Tower 450 - 1st Street SW Calgary, Alberta, Canada T2P 5H1 Phone: (403) 920-2000
TransCan Northern Ltd.	Delaware	TransCanada Tower 450 1st Street SW Calgary, Alberta, Canada T2P 5H1 Phone: (403) 920-2000
TC PipeLines GP, Inc.	Delaware	110 Turnpike Road Suite 203 Westborough, Massachusetts 01581 Phone: (508) 871-7046

APPENDIX A

Executive Officers and Directors of TransCanada PipeLines Limited

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

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

NAME	PRESENT PRINCIPAL OCCUPATION	PRINCIPAL BUSINESS ADDRESS
Harold N. Kvisle	President, Chief Executive Officer and Director TransCanada PipeLines Limited	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Ronald J. Turner	Executive Vice-President, Operations and Engineering TransCanada PipeLines Limited	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Albrecht W.A. Bellstedt, Q.C.	Executive Vice-President, Law and General Counsel TransCanada PipeLines Limited	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Russell K. Girling	Executive Vice-President and Chief Financial Officer TransCanada PipeLines Limited	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Sarah E. Raiss	Executive Vice-President, Corporate Services TransCanada PipeLines Limited	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Dennis McConaghy	Executive Vice-President, Gas Development TransCanada PipeLines Limited	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Alexander J. Pourbaix	Executive Vice-President, Power Development TransCanada PipeLines Limited	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Richard F. Haskayne, O.C., F.C.A.	Chairman TransCanada PipeLines Limited	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Douglas D. Baldwin, P.Eng.	Former President and Chief Executive Officer TransCanada PipeLines Limited	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Ronald B. Coleman	President R.B. Coleman Consulting Co., Ltd.	450-1 Street SW Calgary, Alberta, Canada T2P 5H1

NAME	PRESENT PRINCIPAL OCCUPATION	PRINCIPAL BUSINESS ADDRESS
Wendy Dobson	Professor, Rotman School of Management and Director, Institute for International Business University of Toronto	105 St. George Street Toronto, Ontario, Canada M5S 3E6
The Hon. Paule Gauthier, P.C., O.C., O.Q., Q.C.	Senior Partner Desjardins Duchame Stein Monast	1150 de Claire-Fontaine St. Suite 300 Quebec, Quebec, Canada G1R 5G4
Kerry L. Hawkins	President Cargill Limited	300-240 Graham Avenue Winnipeg, Manitoba, Canada R3C 4C5
David P. O'Brien	Chairman EnCana Corporation	150-9th Avenue SW P.O. Box 2850 Calgary, Alberta, Canada T2P 2S5
James R. Paul	Chairman James and Associates	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Harry G. Schaefer, F.C.A.	President Schaefer & Associates Ltd.	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
W. Thomas Stephens	Chairman Manville Corporation	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Joseph D. Thompson, P. Eng.	Chairman PCL Construction Group Inc.	PCL Edmonton Division Office Bldg #4, 5400-99 Street Edmonton, Alberta, Canada T6E 3N7

APPENDIX B

Executive Officers and Directors of TransCan Northern Ltd.

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

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

APPENDIX C

Executive Officers and Directors of TC PipeLines GP, Inc.

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

NAME	OFFICE	PRINCIPAL BUSINESS ADDRESS
Ronald J. Turner	President, Chief Executive Officer and Director	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Russell K. Girling	Chief Financial Officer and Director	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Paul F. MacGregor	Vice-President, Business Development	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Donald R. Marchland	Vice-President, Treasurer	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Gary G. Penrose	Vice-President, Taxation	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Theresa Jang	Controller	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Rhonda E.S. Grant	Secretary	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Robert A. Helman	Independent Director	190 S. LaSalle St. Chicago, Illinois 60603
Jack F. Jenkins-Stark	Independent Director	1010 Atlantic Avenue Alameda, California 94501
David L. Marshall	Independent Director	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Albrecht W.A. Bellstedt	Director	450-1 Street SW Calgary, Alberta, Canada T2P 5H1
Dennis J. McConaghy	Director	450-1 Street SW Calgary, Alberta, Canada T2P 5H1

EXHIBIT A

JOINT FILING AGREEMENT

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

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

Date: August 8 , 2002

TRANSCANADA PIPELINES LIMITED

/s/ Robert J. Pitt

Name: Robert J. Pitt
Title: Vice-President, Finance Law

/s/ Rhondda E. S. Grant

Name: Rhondda E. S. Grant
Title: Secretary

TRANSCAN NORTHERN LTD.

/s/ Paul F. MacGregor

Name: Paul F. MacGregor
Title: Vice-President

/s/ Rhondda E. S. Grant

Name: Rhondda E. S. Grant
Title: Secretary

TC PIPELINES, GP, INC.

/s/ Paul F. MacGregor

Name: Paul F. MacGregor
Title: Vice-President

/s/ Rhondda E. S. Grant

Name: Rhondda E. S. Grant
Title: Secretary