

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>LEONG AMY</u> (Last) (First) (Middle) <u>450 - 1ST STREET SW</u> (Street) <u>CALGARY A0 T2P 5C1</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/23/2003</u>	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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Controller</u></p>	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)
<u>Common units representing limited partner interest</u>	<u>0</u>	<u>D</u>	

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				

Explanation of Responses:

/s/ Maryse C. St. Laurent, by 10/03/2003
power of attorney

** 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, **Amy Leong**, of Calgary, Alberta do hereby constitute and appoint Rhondda E.S. Grant, and failing her, any of Donald J. DeGrandis, Maryse C. St. Laurent, Linda C. French, Tamara E.K. Shawa or Bruce D. Nysetvold, each of Calgary, 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 (i) all insider reports required to be filed by me relating to my holdings of securities, as applicable, of TransCanada Corporation, TransCanada PipeLines Limited, NOVA Gas Transmission Ltd., TC PipeLines, LP, or TransCanada Power, L.P., with the Ontario Securities Commission, la Commission des valeurs mobilières du Québec, the Alberta Securities Commission, the Manitoba Securities Commission, the British Columbia Securities Commission and all other securities regulatory bodies in Canada, if any, where insider reports are or shall be required to be filed by me, and (ii) all insider reports required to be filed by me with any regulatory authority of a jurisdiction in which securities of TransCanada Corporation, TransCanada PipeLines Limited, Nova Gas Transmission Ltd., TC PipeLines, LP or TransCanada Power, L.P. are publicly traded on an organized market.

I, **Amy Leong**, 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 in the premises by virtue of these presents.

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

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 to the Ontario Securities Commission, la Commission des valeurs mobilières du Québec, the Alberta Securities Commission, the Manitoba Securities Commission, the British Columbia Securities

Commission and all other securities regulatory bodies, 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 30th day of September, 2003.

/s/ Amy Leong
Amy Leong

SIGNED, SEALED AND DELIVERED
in the presence of:

/s/ Karen Sandrelli
(witness)
