

TC PIPELINES LP
Form 10-Q
April 29, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

S QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **March 31, 2013**

or

£ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-35358

TC PipeLines, LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

717 Texas Street, Suite 2400

Houston, Texas
(Address of principle executive offices)

52-2135448
(I.R.S. Employer
Identification Number)

77002-2761
(Zip code)

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877-290-2772

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

| | |
|---|--|
| Large accelerated filer <input checked="" type="checkbox"/> | Accelerated filer <input type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of April 29, 2013, there were 53,472,766 of the registrant's common units outstanding.

TC PIPELINES, LP

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All amounts are stated in United States dollars unless otherwise indicated.

DEFINITIONS

The abbreviations, acronyms, and industry terminology used in this quarterly report are defined as follows:

| | |
|----------------------------|---|
| ASC | Accounting Standards Codification |
| ASU | Accounting Standards Update |
| Bison | Bison Pipeline LLC |
| DOT | U.S. Department of Transportation |
| EPA | U.S. Environmental Protection Agency |
| FASB | Financial Accounting Standards Board |
| FERC | Federal Energy Regulatory Commission |
| GAAP | U.S. generally accepted accounting principles |
| General Partner | TC PipeLines GP, Inc. |
| Great Lakes | Great Lakes Gas Transmission Limited Partnership |
| GTN | Gas Transmission Northwest LLC |
| LIBOR | London Interbank Offered Rate |
| NGA | Natural Gas Act of 1938 |
| North Baja | North Baja Pipeline, LLC |
| Northern Border | Northern Border Pipeline Company |
| Northern Border Settlement | Stipulation and Agreement of Settlement for Northern Border regarding its rates and terms and conditions of service |
| Other Pipes | North Baja and Tuscarora |
| Our pipeline systems | Our ownership interests in Great Lakes, Northern Border, GTN, Bison, North Baja and Tuscarora |
| Partnership | TC PipeLines, LP and its subsidiaries |
| Partnership Agreement | Second Amended and Restated Agreement of Limited Partnership |
| PHMSA | U.S. Department of Transportation Pipeline and Hazardous Materials Safety Administration |
| SEC | Securities and Exchange Commission |
| Senior Credit Facility | TC PipeLines, LP's revolving credit and term loan agreement |
| TransCanada | TransCanada Corporation and its subsidiaries |
| Tuscarora | Tuscarora Gas Transmission Company |
| U.S. | United States of America |

Unless the context clearly indicates otherwise, TC PipeLines, LP, its subsidiaries and equity investees are collectively referred to in this quarterly report as we, us, our and the Partnership. We use our pipeline systems and our pipelines when referring to the Partnership's ownership interests in Great Lakes, Northern Border, GTN, Bison, North Baja and Tuscarora.

PART I

FORWARD-LOOKING STATEMENTS AND CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This report includes certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are identified by words and phrases such as: anticipate, estimate, expect, project, intend, plan, believe, forecast, should, predict, could, will, may, and other terms having similar meaning. The absence of these words, however, does not mean that the statements are not forward-looking. These statements are based on management's beliefs and assumptions and on currently available information and include, but are not limited to, statements regarding anticipated financial performance, future capital expenditures, liquidity, market or competitive conditions, regulations, organic or strategic growth opportunities, contract renewals and ability to market open capacity, business prospects, outcome of regulatory proceedings and cash distributions to unitholders.

Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from the results predicted. Factors that could cause actual results to differ materially from those contemplated in forward-looking statements include, but are not limited to:

- 1 the ability to grow distributions through accretive expansions or acquisitions;
- 1 the ability of our pipeline systems to sell available capacity on favorable terms and renew expiring contracts which are affected by, among other factors:
 - o demand for natural gas;
 - o changes in relative cost structures and production levels of natural gas producing basins;
 - o natural gas prices and regional differences;
 - o weather conditions;
 - o availability and location of natural gas supplies in Canada and the U.S.;
 - o competition from other pipeline systems;
 - o natural gas storage levels;
 - o the level of production of natural gas liquids and the subsequent impact on relative competitiveness of natural gas producing basins;
- and
- o rates and terms of service;
- 1 increases in operational or compliance costs resulting from changes in laws and governmental regulations affecting our pipeline systems, particularly regulations issued by the Federal Energy Regulatory Commission (FERC), the U.S. Environmental Protection Agency (EPA), U.S. Department of Transportation (DOT) and U.S. DOT Pipeline and Hazardous Materials Safety Administration (PHMSA);

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- 1 the outcome and frequency of rate proceedings on our pipeline systems;
- 1 our ability to identify and complete expansion projects and other accretive growth opportunities;
- 1 the performance by the shippers of their contractual obligations on our pipeline systems;
- 1 changes in the taxation of master limited partnership investments by states or the federal government such as the elimination of pass-through taxation or tax deferred distributions;
- 1 potential conflicts of interest between TC PipeLines GP, Inc., our general partner (General Partner), its affiliates and us;
- 1 the ability to maintain secure operation of our information technology;
- 1 the impact of any impairment charges;
- 1 operating hazards, casualty losses and other matters beyond our control; and
- 1 unfavorable economic conditions and the impact on capital markets.

These and other risks are described in greater detail in Part I, Item 1A. Risk Factors in our Form 10-K for the year ended December 31, 2012. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these factors. All forward-looking statements are made only as of the date made and except as required by applicable law, we undertake no obligation to update any forward-looking statements to reflect new information, subsequent events or other changes.

PART I FINANCIAL INFORMATION**Item 1. Financial Statements****TC PIPELINES, LP****CONSOLIDATED STATEMENT OF INCOME**

| <i>(unaudited)</i> <i>(millions of dollars except per common unit amounts)</i> | Three months ended March 31, | |
|--|---------------------------------|--------|
| | 2013 | 2012 |
| Equity earnings from unconsolidated affiliates <i>(Note 4)</i> | 26 | 38 |
| Transmission revenues | 17 | 16 |
| Operating expenses | (4) | (4) |
| General and administrative | (2) | (2) |
| Depreciation | (3) | (3) |
| Financial charges and other | (5) | (6) |
| Net income | 29 | 39 |
| Net income allocation <i>(Note 6)</i> | | |
| Common units | 28 | 38 |
| General Partner | 1 | 1 |
| | 29 | 39 |
| Net income per common unit <i>(Note 6)</i> basic and diluted | \$0.52 | \$0.71 |
| Weighted average common units outstanding <i>(millions)</i> basic and diluted | 53.5 | 53.5 |
| Common units outstanding, end of period <i>(millions)</i> | 53.5 | 53.5 |

TC PIPELINES, LP**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

| <i>(unaudited)</i> <i>(millions of dollars)</i> | Three months ended March 31, | |
|---|---------------------------------|------|
| | 2013 | 2012 |
| Net income | 29 | 39 |
| Other comprehensive income | | |
| Change associated with current period hedging transactions <i>(Note 10)</i> | - | - |
| Total comprehensive income | 29 | 39 |

The accompanying notes are an integral part of these consolidated financial statements.

TC PIPELINES, LP**CONSOLIDATED BALANCE SHEET***(unaudited)**(millions of dollars)*

| | March 31, 2013 | December 31, 2012 |
|--|-----------------------|-------------------|
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | 2 | 3 |
| Accounts receivable and other <i>(Note 11)</i> | 8 | 9 |
| | 10 | 12 |
| Investments in unconsolidated affiliates <i>(Note 4)</i> | 1,556 | 1,563 |
| Plant, property and equipment (Net of \$153 accumulated depreciation; 2012 - \$150) | 283 | 288 |
| Goodwill | 130 | 130 |
| Other assets | 5 | 5 |
| | 1,984 | 1,998 |
| Liabilities and Partners Equity | | |
| Current Liabilities | | |
| Accounts payable and accrued liabilities | 5 | 7 |
| Accrued interest | 5 | 1 |
| Current portion of long-term debt <i>(Note 5)</i> | 3 | 3 |
| | 13 | 11 |
| Long-term debt <i>(Note 5)</i> | 682 | 685 |
| Other liabilities | 2 | 1 |
| | 697 | 697 |
| Partners Equity | | |
| Common units | 1,261 | 1,275 |
| General partner | 27 | 27 |
| Accumulated other comprehensive loss | (1) | (1) |
| | 1,287 | 1,301 |
| | 1,984 | 1,998 |

Subsequent events *(Note 12)*

The accompanying notes are an integral part of these consolidated financial statements.

TC PIPELINES, LP

CONSOLIDATED STATEMENT OF CASH FLOWS

| <i>(unaudited)</i> <i>(millions of dollars)</i> | Three months ended March 31, | |
|--|---------------------------------|-------------|
| | 2013 | 2012 |
| Cash Generated From Operations | | |
| Net income | 29 | 39 |
| Depreciation | 3 | 3 |
| Increase in long-term liabilities | 1 | - |
| Decrease in operating working capital <i>(Note 8)</i> | 3 | 7 |
| | 36 | 49 |
| Investing Activities | | |
| Cumulative distributions in excess of equity earnings: | | |
| Great Lakes | 4 | 2 |
| Northern Border | 5 | 5 |
| GTN | 1 | - |
| Bison | 1 | 1 |
| Investment in Great Lakes <i>(Note 4)</i> | (4) | (4) |
| Proceeds from settlement recoveries | 2 | - |
| | 9 | 4 |
| Financing Activities | | |
| Distributions paid <i>(Note 7)</i> | (43) | (42) |
| Long-term debt issued <i>(Note 5)</i> | 2 | - |
| Long-term debt repaid <i>(Note 5)</i> | (5) | (35) |
| | (46) | (77) |
| Decrease in cash and cash equivalents | (1) | (24) |
| Cash and cash equivalents, beginning of period | 3 | 29 |
| Cash and cash equivalents, end of period | 2 | 5 |

The accompanying notes are an integral part of these consolidated financial statements.

TC PIPELINES, LP

CONSOLIDATED STATEMENT OF CHANGES IN PARTNERS EQUITY

| <i>(unaudited)</i> | Common Units | | General Partner | Accumulated Other Comprehensive Loss | Partners | Equity |
|--|--------------------------------|----------------------------------|----------------------------------|---|--------------------------------|----------------------------------|
| | <i>(millions of units)</i> | <i>(millions of dollars)</i> | <i>(millions of dollars)</i> | <i>(millions of dollars)</i> | <i>(millions of units)</i> | <i>(millions of dollars)</i> |
| Partners equity at December 31, 2012 | 53.5 | 1,275 | 27 | (1) | 53.5 | 1,301 |
| Net income | | 28 | 1 | | | 29 |
| Distributions paid | | (42) | (1) | | | (43) |
| Partners equity at March 31, 2013 | 53.5 | 1,261 | 27 | (1) | 53.5 | 1,287 |

The accompanying notes are an integral part of these consolidated financial statements.

TC PIPELINES, LP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 ORGANIZATION

TC PipeLines, LP and its subsidiaries are collectively referred to herein as the Partnership. The Partnership was formed by TransCanada PipeLines Limited, a wholly-owned subsidiary of TransCanada Corporation (TransCanada Corporation together with its subsidiaries collectively referred to herein as TransCanada), to acquire, own and participate in the management of energy infrastructure assets in North America.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements and related notes have been prepared in accordance with United States generally accepted accounting principles (GAAP) and amounts are stated in U.S. dollars. The results of operations for the three months ended March 31, 2013 and 2012 are not necessarily indicative of the results that may be expected for a full fiscal year. The accompanying financial statements should be read in conjunction with the financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2012. That report contains a more comprehensive summary of the Partnership's major accounting policies. In the opinion of management, the accompanying financial statements contain all of the appropriate adjustments, all of which are normally recurring adjustments unless otherwise noted, considered necessary to present fairly the financial position of the Partnership, the results of operation and cash flows for the respective periods. Our significant accounting policies are consistent with those disclosed in Note 2 of the financial statements in our Annual Report on Form 10-K for the year ended December 31, 2012. Certain items from that Note are repeated or updated below as necessary to assist in understanding the accompanying financial statements.

(a) Basis of Presentation

The Partnership uses the equity method of accounting for its investments in Great Lakes, Northern Border, GTN and Bison, over which it is able to exercise significant influence. The Partnership consolidates its investments in North Baja and Tuscarora.

(b) Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Although management believes these estimates are reasonable, actual results could differ from these estimates.

NOTE 3 ACCOUNTING PRONOUNCEMENTS

Future Accounting Changes

Obligations Resulting from Joint and Several Liability Arrangements

In February 2013, the Financial Accounting Standards Board (FASB) issued guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date. Examples of obligations within the scope of this Accounting Standards Update (ASU) include debt arrangements, other contractual obligations, and settled litigation and judicial rulings. This ASU is effective retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2013. The Partnership is currently evaluating the impact of the adoption of this ASU on its consolidated financial statements, but does not expect it to have a material impact.

NOTE 4 INVESTMENTS IN UNCONSOLIDATED AFFILIATES

Great Lakes, Northern Border, GTN and Bison are regulated by FERC and are operated by TransCanada. The Partnership uses the equity method of accounting for its interests in its equity investees.

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| <i>(unaudited)</i> <i>(millions of dollars)</i> | Ownership Interest at March 31, 2013 | Equity Earnings from Unconsolidated Affiliates Three months ended March 31, | | Investments in Unconsolidated Affiliates | |
|--|---|---|------|---|----------------------|
| | | 2013 | 2012 | March 31, 2013 | December 31, 2012 |
| Great Lakes | 46.45% | 2 | 9 | 677 | 677 |
| Northern Border (a) | 50% | 16 | 20 | 507 | 512 |
| GTN | 25% | 5 | 6 | 215 | 216 |
| Bison | 25% | 3 | 3 | 157 | 158 |
| | | 26 | 38 | 1,556 | 1,563 |

(a) Equity earnings from Northern Border is net of the 12-year amortization of a \$10 million transaction fee paid to the operator of Northern Border at the time of the Partnership's additional 20 percent interest acquisition in April 2006.

Great Lakes

The Partnership made an equity contribution to Great Lakes of \$4 million in the first quarter of 2013. This amount represents the Partnership's 46.45 percent share of a \$9 million cash call from Great Lakes to make a scheduled debt repayment.

The Partnership recorded no undistributed earnings from Great Lakes for the three months ended March 31, 2013 and 2012.

The summarized financial information for Great Lakes is as follows:

| <i>(unaudited)</i> <i>(millions of dollars)</i> | March 31, 2013 | December 31, 2012 |
|--|-----------------------|-------------------|
| ASSETS | | |
| Current assets | 51 | 56 |
| Plant, property and equipment, net | 792 | 799 |
| | 843 | 855 |
| Liabilities and Partners' Equity | | |
| Current liabilities | 27 | 30 |
| Long-term debt, including current maturities | 345 | 354 |
| Partners' equity | 471 | 471 |
| | 843 | 855 |

| <i>(unaudited)</i> <i>(millions of dollars)</i> | Three months ended March 31, | |
|--|---------------------------------|------|
| | 2013 | 2012 |
| Transmission revenues | 35 | 49 |
| Operating expenses | (15) | (15) |
| Depreciation | (8) | (8) |
| Financial charges and other | (7) | (7) |
| Net income | 5 | 19 |

Northern Border

In January 2013, FERC gave final approval for the Northern Border Settlement which establishes maximum transportation rates and charges on the Northern Border system effective January 1, 2013. Northern Border's previous reservation rates were reduced by approximately 11 percent as a result of this settlement.

The Partnership recorded no undistributed earnings from Northern Border for the three months ended March 31, 2013 and 2012.

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The summarized financial information for Northern Border is as follows:

| <i>(unaudited)</i> <i>(millions of dollars)</i> | March 31, 2013 | December 31, 2012 |
|--|-----------------------|-------------------|
| ASSETS | | |
| Cash and cash equivalents | 34 | 28 |
| Other current assets | 34 | 35 |
| Plant, property and equipment, net | 1,220 | 1,234 |
| Other assets | 31 | 31 |
| | 1,319 | 1,328 |
| Liabilities and Partners Equity | | |
| Current liabilities | 53 | 53 |
| Deferred credits and other | 17 | 16 |
| Long-term debt, including current maturities | 473 | 473 |
| Partners equity | | |
| Partners capital | 779 | 789 |
| Accumulated other comprehensive loss | (3) | (3) |
| | 1,319 | 1,328 |

| <i>(unaudited)</i> <i>(millions of dollars)</i> | Three months ended March 31, | |
|--|---------------------------------|------|
| | 2013 | 2012 |
| Transmission revenues | 72 | 81 |
| Operating expenses | (19) | (18) |
| Depreciation | (15) | (16) |
| Financial charges and other | (5) | (6) |
| Net income | 33 | 41 |

GTN

The Partnership recorded no undistributed earnings from GTN for the three months ended March 31, 2013 and 2012.

The summarized financial information for GTN is as follows:

| <i>(unaudited)</i> <i>(millions of dollars)</i> | March 31, 2013 | December 31, 2012 |
|--|-----------------------|-------------------|
| ASSETS | | |
| Current assets | 62 | 50 |
| Plant, property and equipment, net | 1,162 | 1,174 |
| Other assets | 1 | 1 |
| | 1,225 | 1,225 |
| Liabilities and Members Equity | | |
| Current liabilities | 17 | 16 |
| Deferred credits and other | 21 | 20 |
| Long-term debt, including current maturities | 325 | 325 |
| Members capital | 862 | 864 |
| | 1,225 | 1,225 |

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| <i>(unaudited)</i> <i>(millions of dollars)</i> | Three months ended March 31, | |
|--|---------------------------------|-----------|
| | 2013 | 2012 |
| Transmission revenues | 49 | 52 |
| Operating expenses | (11) | (11) |
| Depreciation | (13) | (13) |
| Financial charges and other | (4) | (5) |
| Net income | 21 | 23 |

Bison

The Partnership recorded no undistributed earnings from Bison for the three months ended March 31, 2013 and 2012.

The summarized financial information for Bison is as follows:

| <i>(unaudited)</i> <i>(millions of dollars)</i> | March 31, 2013 | December 31, 2012 |
|--|----------------|-------------------|
| ASSETS | | |
| Current assets | 7 | 7 |
| Plant, property and equipment, net | 645 | 649 |
| | 652 | 656 |
| Liabilities and Members Equity | | |
| Current liabilities | 25 | 25 |
| Members capital | 627 | 631 |
| | 652 | 656 |

| <i>(unaudited)</i> <i>(millions of dollars)</i> | Three months ended March 31, | |
|--|---------------------------------|-----------|
| | 2013 | 2012 |
| Transmission revenues | 20 | 20 |
| Operating expenses | (4) | (3) |
| Depreciation | (5) | (5) |
| Net income | 11 | 12 |

NOTE 5 CREDIT FACILITIES AND LONG-TERM DEBT

| <i>(unaudited)</i> <i>(millions of dollars)</i> | March 31, 2013 | December 31, 2012 |
|--|----------------|-------------------|
| Senior Credit Facility due 2017 | 309 | 312 |
| 4.65% Senior Notes due 2021 | 349 | 349 |
| 3.82% Series D Senior Notes due 2017 | 27 | 27 |
| | 685 | 688 |
| Less: current portion of long-term debt | 3 | 3 |
| | 682 | 685 |

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The Partnership's Senior Credit Facility consists of a \$500 million senior revolving credit facility with a banking syndicate, maturing November 20, 2017, under which \$309 million was outstanding at March 31, 2013 (December 31, 2012 - \$312 million), leaving \$191 million available for future borrowing.

The London Interbank Offered Rate (LIBOR) based interest rate on the Senior Credit Facility averaged 1.46 percent for the three months ended March 31, 2013 (2012 - 1.65 percent). The LIBOR-based interest rate was 1.46 percent at March 31, 2013 (2012 - 1.63 percent).

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At March 31, 2013, the Partnership was in compliance with its financial covenants, in addition to the other covenants which include restrictions on entering into mergers, consolidations and sales of assets, granting liens, material amendments to the Second Amended and Restated Agreement of Limited Partnership (Partnership Agreement), incurring additional debt and distributions to unitholders.

Series D Senior Notes are secured by Tuscarora's transportation contracts, supporting agreements and substantially all of Tuscarora's property. The note purchase agreement contains certain provisions that include, among other items, limitations on additional indebtedness and distributions to partners.

The principal repayments required on the long-term debt are as follows:

(unaudited)
(millions of dollars)

| | |
|------------|------------|
| 2013 | 3 |
| 2014 | 4 |
| 2015 | 4 |
| 2016 | 4 |
| 2017 | 321 |
| Thereafter | 349 |
| | 685 |

NOTE 6 NET INCOME PER COMMON UNIT

Net income per common unit is computed by dividing net income, after deduction of TC PipeLines, GP Inc.'s (General Partner) allocation, by the weighted average number of common units outstanding. The General Partner's allocation is equal to an amount based upon the General Partner's effective two percent general partner interest, plus an amount equal to incentive distributions. Incentive distributions are paid to the General Partner if quarterly cash distributions on the common units exceed levels specified in the Partnership Agreement.

Net income per common unit was determined as follows:

| | Three months ended | |
|---|--------------------|-------------------|
| <i>(unaudited)</i> <i>(millions of dollars, except per unit)</i> | 2013 | March 31, 2012 |
| Net income | 29 | 39 |
| Net income allocated to General Partner | (1) | (1) |
| Net income allocable to common units | 28 | 38 |
| Weighted average common units outstanding <i>(millions)</i> basic and diluted | 53.5 | 53.5 |
| Net income per common unit basic and diluted | \$0.52 | \$0.71 |

NOTE 7 CASH DISTRIBUTIONS

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For the three months ended March 31, 2013, the Partnership distributed \$0.78 per common unit (2012 - \$0.77 per common unit) for a total of \$43 million (2012 - \$42 million). The distributions paid for the three months ended March 31, 2013 and 2012 included no incentive distributions to the General Partner.

NOTE 8 CHANGE IN WORKING CAPITAL

| <i>(unaudited)</i> <i>(millions of dollars)</i> | Three months ended March 31, | |
|---|------------------------------|------|
| | 2013 | 2012 |
| Decrease in accounts receivable and other | 1 | 1 |
| Increase/(decrease) in accounts payable and accrued liabilities | (2) | 1 |
| Increase in accrued interest | 4 | 5 |
| Decrease in operating working capital | 3 | 7 |

NOTE 9 RELATED PARTY TRANSACTIONS

The Partnership does not have any employees. The management and operating functions are provided by the General Partner. The General Partner does not receive a management fee in connection with its management of the Partnership. The Partnership reimburses the General Partner for all costs of services provided, including the costs of employee, officer and director compensation and benefits, and all other expenses necessary or appropriate to the conduct of the business of, and allocable to, the Partnership. Such costs include (i) overhead costs (such as office space and equipment) and (ii) out-of-pocket expenses related to the provision of such services. The Partnership Agreement provides that the General Partner will determine the costs that are allocable to the Partnership in any reasonable manner determined by the General Partner in its sole discretion. Total costs charged to the Partnership by the General Partner were \$1 million for the three months ended March 31, 2013 (2012 \$1 million).

As operator, TransCanada's subsidiaries provide capital and operating services to our pipeline systems. TransCanada's subsidiaries incur costs on behalf of our pipeline systems, including, but not limited to, employee salary and benefit costs, and property and liability insurance costs.

Capital and operating costs charged to our pipeline systems for the three months ended March 31, 2013 and 2012 by TransCanada's subsidiaries and amounts payable to TransCanada's subsidiaries at March 31, 2013 and December 31, 2012 are summarized in the following tables:

| <i>(unaudited)</i> <i>(millions of dollars)</i> | Three months ended March 31, | |
|---|---------------------------------|------|
| | 2013 | 2012 |
| Capital and operating costs charged by TransCanada's subsidiaries to: | | |
| Great Lakes (a) | 8 | 8 |
| Northern Border (a) | 7 | 8 |
| GTN (a) | 7 | 7 |
| Bison (a) | 1 | 2 |
| North Baja | 1 | 1 |
| Tuscarora | 1 | 1 |
| Impact on the Partnership's net income: | | |
| Great Lakes | 4 | 4 |
| Northern Border | 3 | 4 |
| GTN | 2 | 2 |
| Bison | - | 1 |
| North Baja | 1 | 1 |
| Tuscarora | 1 | 1 |

(a) Represents 100 percent of the costs.

| <i>(unaudited)</i> <i>(millions of dollars)</i> | March 31, 2013 | December 31, 2012 |
|--|-----------------------|-------------------|
| Amount payable to TransCanada's subsidiaries for costs charged in the period by: | | |
| Great Lakes (a) | 3 | 4 |
| Northern Border (a) | 3 | 4 |
| GTN (a) | 2 | 3 |

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| | | |
|------------|---|---|
| Bison (a) | - | 1 |
| North Baja | - | 1 |
| Tuscarora | - | 1 |

(a) Represents 100 percent of the costs.

Great Lakes earns transportation revenues from TransCanada and its affiliates under contracts, some of which are provided at discounted rates and some at maximum recourse rates. Great Lakes earned \$21 million of transportation revenues under these contracts for the three months ended March 31, 2013 (2012 - \$24 million). These amounts represent 59 percent of total revenues earned by Great Lakes for the three months ended March 31, 2013 (2012 - 48 percent).

Revenue from TransCanada and its affiliates of \$10 million is included in the Partnership's equity earnings from Great Lakes for the three months ended March 31, 2013 (2012 - \$11 million). At March 31, 2013, \$8 million was included in Great Lakes receivables in regards to the transportation contracts with TransCanada and its affiliates (December 31, 2012 - \$10 million).

NOTE 10 FAIR VALUE MEASUREMENTS

(a) Fair Value Hierarchy

Under Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, fair value measurements are characterized in one of three levels based upon the input used to arrive at the measurement. The three levels of the fair value hierarchy are as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that we have the ability to access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

When appropriate, valuations are adjusted for various factors including credit considerations. Such adjustments are generally based on available market evidence. In the absence of such evidence, management's best estimate is used.

(b) Fair Value of Financial Instruments

The carrying value of cash and cash equivalents, accounts receivable and other, accounts payable and accrued liabilities, accrued interest and the Senior Credit Facility approximate their fair values because of the short maturity or duration of these instruments, or because the instruments bear a variable rate of interest or a rate that approximates current rates. The fair value of the Partnership's Senior Notes is estimated by discounting the future cash flows of each instrument at estimated current borrowing rates. The estimated fair value of the Partnership's and its subsidiary's Senior Notes as of March 31, 2013 is \$408 million (December 31, 2012 - \$402 million). Senior Notes are recorded at amortized cost and classified in Level 2 of the fair value hierarchy for fair value disclosure purposes.

NOTE 11 ACCOUNTS RECEIVABLE AND OTHER

(unaudited)
(millions of dollars)

| | March 31, 2013 | December 31, 2012 |
|---------------------|-----------------------|-------------------|
| Accounts receivable | 7 | 8 |
| Inventory | 1 | 1 |
| | 8 | 9 |

NOTE 12 SUBSEQUENT EVENTS

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On April 23, 2013, the board of directors of our General Partner declared the Partnership's first quarter 2013 cash distribution in the amount of \$0.78 per common unit payable on May 15, 2013 to unitholders of record as of May 6, 2013.

Great Lakes declared its first quarter 2013 distribution of \$12 million on April 18, 2013, of which the Partnership will receive its 46.45 percent share or \$6 million on May 1, 2013.

Northern Border declared its first quarter 2013 distribution of \$44 million on April 18, 2013, of which the Partnership will receive its 50 percent share or \$22 million on May 1, 2013.

GTN declared its first quarter 2013 distribution of \$33 million on April 18, 2013, of which the Partnership will receive its 25 percent share or \$8 million on May 1, 2013.

Bison declared its first quarter 2013 distribution of \$13 million on April 18, 2013, of which the Partnership will receive its 25 percent share or \$3 million on May 1, 2013.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the accompanying financial statements and notes included in Item 1. Financial Statements of this Quarterly Report on Form 10-Q, as well as our Annual Report on Form 10-K for the year ended December 31, 2012.

RECENT BUSINESS DEVELOPMENTS

Cash Distributions On April 23, 2013, the board of directors of our General Partner declared the Partnership's first quarter 2013 cash distribution in the amount of \$0.78 per common unit, payable on May 15, 2013 to unitholders of record as of May 6, 2013.

REGULATORY ENVIRONMENT

FERC Rate Proceedings

Northern Border In January 2013, FERC gave final approval for the Northern Border Settlement which establishes maximum transportation rates and charges on the Northern Border system effective January 1, 2013. Northern Border's previous reservation rates were reduced by approximately 11 percent.

HOW WE EVALUATE OUR OPERATIONS

We evaluate our business primarily on the basis of the underlying operating results for each of our pipeline systems, along with a measure of Partnership cash flows. This measure does not have any standardized meaning prescribed by GAAP. It is, therefore, considered to be a non-GAAP measure and is unlikely to be comparable to similar measures presented by other entities. Partnership cash flows include cash distributions from the Partnership's equity investments in Great Lakes, Northern Border, GTN and Bison plus operating cash flows from the Partnership's wholly-owned subsidiaries, North Baja and Tuscarora, net of Partnership costs and distributions declared to the General Partner.

RESULTS OF OPERATIONS

Critical Accounting Policies and Estimates

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The preparation of financial statements in accordance with GAAP requires us to make estimates and assumptions with respect to values or conditions, which cannot be known with certainty, that affect the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements. Such estimates and assumptions also affect the reported amounts of revenue and expenses during the reporting period. Although we believe these estimates and assumptions are reasonable, actual results could differ. There were no significant changes to the Partnership's critical accounting policies and estimates during the three months ended March 31, 2013.

Information about our critical accounting policies and estimates is included under Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2012.

Accounting Pronouncements

Future Accounting Changes

Obligations Resulting from Joint and Several Liability Arrangements In February 2013, the FASB issued guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date. Examples of obligations within the scope of this ASU include debt arrangements, other contractual obligations, and settled litigation and judicial rulings. This ASU is effective retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2013. The Partnership is currently evaluating the impact of the adoption of this ASU on its consolidated financial statements, but does not expect it to have a material impact.

Net Income

To supplement our financial statements, we have presented a comparison of the earnings contribution components from each of our investments. We have presented net income in this format to enhance investors' understanding of the way management analyzes our financial performance. We believe this summary provides a more meaningful comparison of our current period net income to prior periods, as we account for our partially-owned pipeline systems using the equity method. The presentation of this additional information is not meant to be considered in isolation or as a substitute for results prepared in accordance with GAAP.

| <i>(unaudited)</i> <i>(millions of dollars)</i> | Three months ended March 31, | |
|--|---------------------------------|------|
| | 2013 | 2012 |
| Equity earnings: | | |
| Great Lakes | 2 | 9 |
| Northern Border | 16 | 20 |
| GTN | 5 | 6 |
| Bison | 3 | 3 |
| Net income from Other Pipes (a) | 10 | 9 |
| Partnership expenses | (7) | (8) |
| Net income | 29 | 39 |

(a) Other Pipes includes the results of North Baja and Tuscarora.

First Quarter 2013 Compared with First Quarter 2012

For the three months ended March 31, 2013, net income decreased by \$10 million to \$29 million compared to \$39 million in the first quarter of 2012. This decrease was primarily due to lower equity earnings from Great Lakes and Northern Border.

Equity earnings from Great Lakes were \$2 million in the first quarter of 2013, a decrease of \$7 million compared to the same period in 2012. The decrease was due to Great Lakes' capacity being sold mostly under short-term contracts and at lower rates and volumes in the first quarter of 2013 compared to the same period in 2012.

Equity earnings from Northern Border were \$16 million in the first quarter of 2013, a decrease of \$4 million compared to the same quarter in 2012. This decrease was due to the previously disclosed tariff rate reduction as a result of the Northern Border Settlement. In January 2013, FERC gave final approval for the Settlement reducing Northern Border's reservation rates by 11 percent.

LIQUIDITY AND CAPITAL RESOURCES**Overview**

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Our principal sources of liquidity include distributions received from our investments in unconsolidated affiliates, operating cash flows from North Baja and Tuscarora, public offerings of debt and equity and our bank credit facility. The Partnership funds its operating expenses, debt service and cash distributions primarily with operating cash flow. Long-term capital needs may be met through the issuance of long-term debt and/or equity.

Our pipeline systems' principal sources of liquidity are cash generated from operating activities, long-term debt offerings, bank credit facilities and equity contributions from their owners. Our pipeline systems have historically funded operating expenses, debt service and cash distributions to their owners primarily with operating cash flow. However, since the fourth quarter of 2010, Great Lakes has funded its debt repayments with cash calls to its owners.

Capital expenditures are funded by a variety of sources, including cash generated from operating activities, borrowings under bank credit facilities, issuance of senior unsecured notes or equity contributions from our pipeline systems' owners. The ability of our pipeline systems to access the debt capital markets under reasonable terms depends on their financial position and general market conditions.

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The Partnership's pipeline systems monitor the creditworthiness of their customers and have credit provisions included in their tariffs, although limited by FERC, which allow them to request credit support as circumstances dictate.

Our cash flow is based on the distributions from our portfolio of six pipelines. Reduced transportation revenue on Great Lakes is expected to result in lower and more volatile cash flow from Great Lakes than in prior years. Overall, we believe that our pipeline systems' ability to obtain financing at reasonable rates, together with a history of consistent cash flow from operating activities, provide a solid foundation to meet future liquidity and capital requirements. We expect to be able to fund our liquidity requirements at the Partnership level over the next 12 months, including our distributions, utilizing our cash flow and our existing Senior Credit Facility as required.

Partnership Cash Flows

The Partnership uses the non-GAAP financial measures Partnership cash flows and Partnership cash flows before General Partner distributions as they provide a measure of cash generated during the period to evaluate our cash distribution capability. As well, management uses these measures as a basis for recommendations to our General Partner's board of directors regarding the distribution amount to be declared each quarter. Partnership cash flow information is presented to enhance investors' understanding of the way that management analyzes the Partnership's financial performance.

The Partnership calculates Partnership cash flows as net income plus operating cash flows from the Partnership's wholly-owned subsidiaries, North Baja and Tuscarora, and cash distributions received in excess of equity earnings from the Partnership's equity investments, Great Lakes, Northern Border, GTN and Bison, net of distributions declared to the General Partner. Partnership cash flows before General Partner distributions represent Partnership cash flows prior to distributions declared to the General Partner.

Partnership cash flows and Partnership cash flows before General Partner distributions are provided as a supplement to GAAP financial results and are not meant to be considered in isolation or as substitutes for financial results prepared in accordance with GAAP.

Non-GAAP Measures

Reconciliations of Net Income to Partnership Cash Flows

| <i>(unaudited)</i> <i>(millions of dollars except per common unit amounts)</i> | Three months ended March 31, | |
|---|---------------------------------|------|
| | 2013 | 2012 |
| Net income | 29 | 39 |
| Add: | | |
| Cash distributions from Great Lakes (a) | 6 | 11 |
| Cash distributions from Northern Border (a) | 22 | 25 |
| Cash distributions from GTN (a) | 6 | 5 |
| Cash distributions from Bison (a) | 4 | 4 |
| Cash flows provided by Other Pipes operating activities | 13 | 14 |
| | 51 | 59 |

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| | | |
|---|-----------|-----------|
| Less: | | |
| Equity earnings from unconsolidated affiliates | (26) | (38) |
| Other Pipes net income | (10) | (9) |
| | (36) | (47) |
| Partnership cash flows before General Partner distributions | 44 | 51 |
| General Partner distributions (b) | (1) | (1) |
| Partnership cash flows | 43 | 50 |
| Cash distributions declared | (43) | (42) |
| Cash distributions declared per common unit (c) | \$0.78 | \$0.77 |
| Cash distributions paid | (43) | (42) |
| Cash distributions paid per common unit (c) | \$0.78 | \$0.77 |

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- (a) In accordance with the cash distribution policies of the respective entities systems, cash distributions from Great Lakes, Northern Border, GTN and Bison are based on their respective prior quarter financial results.
- (b) General Partner distributions represent the cash distributions declared to the General Partner with respect to its two percent interest plus an amount equal to incentive distributions. Incentive distributions in the first quarter of 2013 and 2012 were nil.
- (c) Cash distributions declared per common unit and cash distributions paid per common unit are computed by dividing cash distributions, after the deduction of the General Partner's allocation, by the number of common units outstanding. The General Partner's allocation is computed based upon the General Partner's two percent interest plus an amount equal to incentive distributions.

First Quarter 2013 Compared with First Quarter 2012

For the three months ended March 31, 2013, Partnership cash flows were \$43 million, a \$7 million decrease compared to the \$50 million in the first quarter of 2012. This decrease was primarily due to lower cash distributions from Great Lakes and Northern Border.

The Partnership paid distributions of \$43 million in the first quarter of 2013, an increase of \$1 million compared to the same period in 2012.

Other Cash Flows

In the first quarter of 2013, the Partnership made an equity contribution of \$4 million to Great Lakes which was used to fund debt repayments.

Contractual Obligations

The Partnership's contractual obligations related to debt as of March 31, 2013 included the following:

| <i>(millions of dollars)</i> | Total | Payments Due by Period | |
|---------------------------------|-------|------------------------|-------------------|
| | | Less than 1 Year | Long-term Portion |
| Senior Credit Facility due 2017 | 309 | - | 309 |
| 4.65% Senior Notes due 2021 | 349 | - | 349 |
| 3.82% Series D Notes due 2017 | 27 | 3 | 24 |
| | 685 | 3 | 682 |

The Partnership's Senior Credit Facility consists of a \$500 million senior revolving credit facility with a banking syndicate, maturing November 20, 2017, under which \$309 million was outstanding at March 31, 2013 (December 31, 2012 - \$312 million), leaving \$191 million available for future borrowing.

The London Interbank Offered Rate (LIBOR) based interest rate on the Senior Credit Facility averaged 1.46 percent for the three months ended March 31, 2013 (2012 - 1.65 percent). The LIBOR-based interest rate was 1.46 percent at March 31, 2013 (2012 - 1.63 percent).

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At March 31, 2013, the Partnership was in compliance with its financial covenants, in addition to the other covenants which include restrictions on entering into mergers, consolidations and sales of assets, granting liens, material amendments to the Partnership Agreement, incurring additional debt and distributions to unitholders.

Series D Senior Notes are secured by Tuscarora's transportation contracts, supporting agreements and substantially all of Tuscarora's property. The note purchase agreement contains certain provisions that include, among other items, limitations on additional indebtedness and distributions to partners.

The Partnership's long-term debt results in exposures to changing interest rates. The Partnership may use derivatives to assist in managing its exposure to interest rate risk.

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Great Lakes' contractual obligations related to debt as of March 31, 2013 included the following:

| <i>(millions of dollars)</i> | Total | Payments Due by Period Less than 1 Year | Long-term Portion |
|---|-------|--|-------------------|
| 6.73% series Senior Notes due 2014 to 2018 | 45 | 9 | 36 |
| 9.09% series Senior Notes due 2013 and 2021 | 90 | 10 | 80 |
| 6.95% series Senior Notes due 2019 and 2028 | 110 | - | 110 |
| 8.08% series Senior Notes due 2021 and 2030 | 100 | - | 100 |
| | 345 | 19 | 326 |

Great Lakes is required to comply with certain financial, operational and legal covenants. Under the most restrictive covenants in the senior note agreements, approximately \$186 million of Great Lakes' partners' capital was restricted as to distributions as of March 31, 2013 (December 31, 2012 - \$191 million). Great Lakes was in compliance with all of its financial covenants at March 31, 2013.

Northern Border's contractual obligations related to debt as of March 31, 2013 included the following:

| <i>(millions of dollars)</i> | Total | Payments Due by Period Less than 1 Year | Long-term Portion |
|---|-------|--|-------------------|
| 6.24% Senior Notes due 2016 | 100 | - | 100 |
| 7.50% Senior Notes due 2021 | 250 | - | 250 |
| \$200 million Credit Agreement due 2016 | 123 | - | 123 |
| | 473 | - | 473 |

As of March 31, 2013, \$123 million was outstanding under its \$200 million revolving credit agreement, leaving \$77 million available for future borrowings. The weighted average interest rate related to the borrowings on the credit agreement was 1.34 percent as of March 31, 2013 (2012 1.63). At March 31, 2013, Northern Border was in compliance with all of its financial covenants.

Northern Border has commitments of \$4 million as of March 31, 2013 in connection with various capital overhaul projects, pipeline integrity projects and a transformer upgrade.

GTN's contractual obligations related to debt as of March 31, 2013 included the following:

| <i>(millions of dollars)</i> | Total | Payments Due by Period Less than 1 Year | Long-term Portion |
|------------------------------|-------|--|-------------------|
| 5.09% Senior Notes due 2015 | 75 | - | 75 |
| 5.29% Senior Notes due 2020 | 100 | - | 100 |
| 5.69% Senior Notes due 2035 | 150 | - | 150 |
| | 325 | - | 325 |

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GTN was in compliance with all terms and conditions of all its credit and other debt agreements at March 31, 2013.

Bison had commitments of \$2 million as of March 31, 2013 in connection with reclamation and restoration work associated with the construction of the pipeline.

Capital Requirements

The Partnership made an equity contribution to Great Lakes of \$4 million in the first quarter of 2013. This amount represents the Partnership's 46.45 percent share of a \$9 million cash call from Great Lakes to make a scheduled debt repayment. The Partnership expects to make an additional \$5 million equity contribution to Great Lakes in the fourth quarter of 2013 to further fund debt repayments.

The Partnership expects to make a \$6 million equity contribution to Bison in the second quarter of 2013. This amount represents the Partnership's 25 percent share of a \$24 million cash call from Bison to repay inter-affiliate

debt primarily related to pipeline construction costs, including reclamation and restoration work. To the extent the Partnership has any additional capital requirements with respect to our pipeline systems or acquisitions in the future; we expect to fund these requirements with operating cash flows, debt and/or equity.

2013 First Quarter Cash Distribution

On April 23, 2013, the board of directors of our General Partner declared the Partnership's first quarter 2013 cash distribution in the amount of \$0.78 per common unit payable on May 15, 2013 to unitholders of record as of May 6, 2013.

RELATED PARTY TRANSACTIONS

Please read Note 9 within Item 1. Financial Statements for information regarding related party transactions.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

OVERVIEW

The Partnership and our pipeline systems are exposed to market risk, counterparty credit risk, and liquidity risk. Our exposure to market risk discussed below includes forward-looking statements and is not necessarily indicative of actual results, which may not represent the maximum possible gains and losses that may occur, since actual gains and losses will differ from those estimated, based on actual market conditions.

Our primary risk management objective is to mitigate the impact of these risks on earnings and cash flow, and ultimately, unitholder value. We do not use financial instruments for trading purposes.

We record derivative financial instruments on the balance sheet as assets and liabilities at fair value. We estimate the fair value of derivative financial instruments using available market information and appropriate valuation techniques. Changes in the fair value of derivative financial instruments are recognized in earnings unless the instrument qualifies as a hedge and meets specific hedge accounting criteria. Qualifying derivative financial instruments' gains and losses may offset the hedged items' related results in earnings for a fair value hedge or be deferred in accumulated other comprehensive income for a cash flow hedge.

MARKET RISK AND INTEREST RATE RISK

From time to time, and in order to finance our business and that of our pipeline systems, the Partnership and our pipeline systems issue debt to invest in growth opportunities and provide for ongoing operations. The issuance of debt exposes the Partnership and our pipeline systems to

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market risk from changes in interest rates which affect earnings and the value of the financial instruments we hold.

The Partnership and our pipeline systems may use derivatives as part of our overall risk management policy to assist in managing exposures to market risk resulting from these activities within established policies and procedures. Derivative contracts used to manage market risk generally consist of the following:

- Swaps contractual agreements between two parties to exchange streams of payments over time according to specified terms.
- Options contractual agreements to convey the right, but not the obligation, for the purchaser to buy or sell a specific amount of a financial instrument at a fixed price, either at a fixed date or at any time within a specified period.

The Partnership and our pipeline systems may enter into interest rate swaps and option agreements to mitigate the impact of changes in interest rates.

Market risk is the risk that changes in market interest rates may result in fluctuations in the fair values or cash flows of financial instruments. Our interest rate exposure results from our Senior Credit Facility, which is subject to variability in LIBOR interest rates. We regularly assess the impact of interest rate fluctuations on future cash flows and evaluate hedging opportunities to mitigate our interest rate risk.

At March 31, 2013, we had \$309 million (December 31, 2012 \$312 million) outstanding on our Senior Credit Facility. If LIBOR interest rates hypothetically increased by one percent (100 basis points) compared to the rates in effect at March 31, 2013, our annual interest expense would increase and our net income would decrease by \$3 million; if LIBOR interest rates hypothetically decreased by one percent compared to the rates in effect at March 31, 2013, our annual interest expense would decrease and our net income would increase by \$3 million.

Northern Border utilizes both fixed-rate and variable-rate debt and is exposed to market risk due to the floating interest rates on its revolving credit facility. Northern Border regularly assesses the impact of interest rate fluctuations on future cash flows and evaluates hedging opportunities to mitigate its interest rate risk. As of March 31, 2013, \$123 million, or 74 percent of Northern Border's outstanding debt was at fixed rates (December 31, 2012 74 percent).

If interest rates hypothetically increased by one percent (100 basis points) compared with rates in effect at March 31, 2013, Northern Border's annual interest expense would increase and its net income would decrease by approximately \$1 million; if interest rates hypothetically decreased by one percent compared to rates in effect at March 31, 2013, Northern Border's annual interest expense would decrease and its net income would increase by approximately \$1 million.

Great Lakes, GTN and Tuscarora utilize fixed-rate debt; therefore, they are not exposed to market risk due to floating interest rates. Interest rate risk does not apply to Bison and North Baja, as they currently do not have any debt.

OTHER RISKS

The Partnership is influenced by the same factors that influence our pipeline systems. None of our pipeline systems own any of the natural gas they transport; therefore, they do not assume any of the related natural gas commodity price risk with respect to transported natural gas volumes.

Counterparty credit risk represents the financial loss that the Partnership and our pipeline systems would experience if a counterparty to a financial instrument failed to meet its obligations in accordance with the terms and conditions of the financial instruments with the Partnership or its pipeline systems. Our maximum counterparty credit exposure with respect to financial instruments at the balance sheet date consists primarily of the carrying amount, which approximates fair value, of non-derivative financial assets, such as accounts receivable. At March 31, 2013, the Partnership's maximum counterparty credit exposure consisted of accounts receivable of \$7 million (December 31, 2012 \$8 million).

The Partnership and our pipeline systems have significant credit exposure to financial institutions as they provide committed credit lines and critical liquidity in the interest rate derivative market, as well as letters of credit to mitigate exposures to non-creditworthy parties. The Partnership closely monitors the creditworthiness of our counterparties, including financial institutions. Overall, we do not believe the Partnership and our pipeline systems have any significant concentrations of counterparty credit risk.

Liquidity risk is the risk that the Partnership and our pipeline systems will not be able to meet our financial obligations as they become due. Our approach to managing liquidity risk is to ensure that we always have sufficient cash and credit facilities to meet our obligations when due, under both normal and stressed conditions, without incurring unacceptable losses or damage to our reputation. At March 31, 2013, the Partnership had a committed revolving bank line of \$500 million maturing in 2017 with an outstanding balance of \$309 million. In addition, at March 31, 2013, Northern Border had a committed revolving bank line of \$200 million maturing in 2016 and \$123 million was drawn.

Item 4. Controls and Procedures

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

As required by Rule 13a-15(e) under the Exchange Act, the management of our General Partner, including the principal executive officer and principal financial officer, evaluated as of the end of the period covered by this report the effectiveness of our disclosure controls and procedures. There are inherent limitations to the effectiveness of any

system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. The Partnership's disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives. Based upon and as of the date of the evaluation, the management of our General Partner, including the principal executive officer and principal financial officer, concluded that the Partnership's disclosure controls and procedures as of the end of the period covered by this quarterly report were effective to provide reasonable assurance that the information required to be disclosed by the Partnership in the reports that it files or submits under the Securities Exchange Act of 1934, as amended (the Exchange Act), is (a) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (b) accumulated and communicated to the management of our General Partner, including the principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

During the quarter ended March 31, 2013, there was no change in the Partnership's internal control over financial reporting that has materially affected or is reasonably likely to materially affect our internal control over financial reporting. Our General Partner is in the process of implementing an Enterprise Resource Planning system that will likely affect some processes supporting internal control over financial reporting in subsequent quarters of 2013. The phased implementation period is planned to begin July 1, 2013.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

We are involved in various legal proceedings that arise in the ordinary course of business, as well as proceedings that we consider material under federal securities regulations. For additional information on other legal and environmental proceedings affecting the Partnership, please refer to Part 1. Item 3 of the Partnership's Annual Report on Form 10-K for the year-ended December 31, 2012.

Great Lakes v. Essar Steel Minnesota LLC, et al. - In March 2013, FERC dismissed the complaint filed by Essar against Great Lakes, and the Federal District Court also dismissed Essar's defenses. During first quarter 2013, the Federal District Court also ruled favorably on a summary judgment motion for Great Lakes. However, certain matters remain for trial.

Item 6.

Exhibits

| <u>No.</u> | <u>Description</u> |
|-------------------|---|
| 31.1 | Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | XBRL Instance Document. |
| 101.SCH | XBRL Taxonomy Extension Schema Document. |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document. |
| 101.DEF | XBRL Taxonomy Definition Linkbase Document. |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document. |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document. |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 29th day of April 2013.

TC PIPELINES, LP
(A Delaware Limited Partnership)
by its General Partner, TC PipeLines GP, Inc.

By: /s/ Steven D. Becker

Steven D. Becker
President
TC PipeLines GP, Inc. (Principal Executive Officer)

By: /s/ Sandra P. Ryan-Robinson

Sandra P. Ryan-Robinson
Controller
TC PipeLines GP, Inc. (Principal Financial Officer)

EXHIBIT INDEX

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