

TRANSCANADA PIPELINES LTD  
Form 40-F  
February 21, 2014

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**U.S. Securities and Exchange Commission**  
Washington, D.C. 20549  
**Form 40-F**

**REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

**ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended **December 31, 2013**

Commission File Number **1-8887**

**TRANSCANADA PIPELINES LIMITED**

(Exact Name of Registrant as specified in its charter)

**Canada**

(Jurisdiction of incorporation or organization)

**4922, 4923, 4924, 5172**

(Primary Standard Industrial Classification Code Number (if applicable))

**Not Applicable**

(I.R.S. Employer Identification Number (if applicable))

**TransCanada Tower, 450 1 Street S.W.  
Calgary, Alberta, Canada, T2P 5H1  
(403) 920-2000**

(Address and telephone number of Registrant's principal executive offices)

**TransCanada PipeLine USA Ltd., 717 Texas Street  
Houston, Texas, 77002-2761; (832) 320-5201**

(Name, address (including zip code) and telephone number (including area code)  
of agent for service in the United States)

Securities registered pursuant to section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **Debt Securities**

For annual reports, indicate by check mark the information filed with this Form:

Annual Information Form

Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

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**At December 31, 2013, 4,000,000 Cumulative Redeemable First Preferred Shares Series Y  
were issued and outstanding.**

**757,241,389 common shares which are all owned by TransCanada Corporation**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or 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

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The document (or portions thereof) forming part of this Form 40-F are incorporated by reference into the following registration statement under the *Securities Act of 1933*, as amended:

Form	Registration No.
F-10	333-192562

### EXPLANATORY NOTE

An amendment to this Form 40-F shall be filed to include the TransCanada PipeLines Limited ("TCPL") Annual information form for the year ended December 31, 2013. The amendment shall be filed no later than the date the Annual information form is required pursuant to home country requirements.

### AUDITED CONSOLIDATED ANNUAL FINANCIAL STATEMENTS AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Except sections specifically referenced below which shall be deemed incorporated by reference herein and filed, no other portion of the TCPL 2013 Management's discussion and analysis and audited consolidated financial statements shall be deemed filed with the U.S. Securities and Exchange Commission (the "Commission") as part of this report under the Exchange Act.

#### A. Audited Annual Financial Statements

For audited consolidated financial statements, including the auditors' report, see pages 95 through 157 of the TCPL 2013 Management's discussion and analysis and audited consolidated financial statements included herein.

#### B. Management's Discussion and Analysis

For management's discussion and analysis, see pages 1 through 94 of the TCPL 2013 Management's discussion and analysis and audited consolidated financial statements included herein.

#### C. Management's Report on Internal Control Over Financial Reporting

For management's report on internal control over financial reporting, see "Report of management" that accompanies the audited consolidated financial statements on page 95 of the TCPL 2013 Management's discussion and analysis and audited consolidated financial statements included herein.

### **UNDERTAKING**

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an Annual Report on Form 40-F arises; or transactions in said securities.

### **DISCLOSURE CONTROLS AND PROCEDURES**

For information on disclosure controls and procedures, see "Other information Controls and procedures" in Management's discussion and analysis on page 80 of the TCPL 2013 Management's discussion and analysis and audited consolidated financial statements.

### **AUDIT COMMITTEE FINANCIAL EXPERT**

The Registrant's board of directors has determined that it has at least one audit committee financial expert serving on its audit committee. Mr. Kevin E. Benson and Mr. Richard E. Waugh have been designated audit committee financial experts and are independent, as that term is defined by the New York Stock Exchange's listing standards applicable to the Registrant. The Commission has indicated that the designation of Mr. Benson and Mr. Waugh as audit committee financial experts does not make Mr. Benson or Mr. Waugh an "expert" for any purpose, impose any duties, obligations or liability on Mr. Benson or Mr. Waugh that are greater than those imposed on members of the audit committee and board of directors who do not carry this designation or affect the duties, obligations or liability of any other member of the audit committee.

### **CODE OF ETHICS**

The Registrant has adopted a code of business ethics for its directors, officers, employees and contractors. The Registrant's code is available on its website at [www.transcanada.com](http://www.transcanada.com). No waivers have been granted from any provision of the code during the 2013 fiscal year.

### **PRINCIPAL ACCOUNTANT FEES AND SERVICES**

#### **Pre-Approval Policies and Procedures**

TCPL's Audit committee has adopted a pre-approval policy with respect to permitted non-audit services. Under the policy, the Audit committee has granted pre-approval for specified non-audit services. For engagements of up to \$250,000, approval of the Audit committee Chair is required, and the Audit committee is to be informed of the engagement at the next scheduled Audit committee meeting. For all engagements of \$250,000 or more, pre-approval of the Audit committee is required. In all cases, regardless of the dollar amount involved, where there is a potential for conflict of interest involving the external auditor to arise on an engagement, the Audit committee must pre-approve the assignment.

To date, non-audit services have been pre-approved by the Audit committee in accordance with the pre-approval policy described above.

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### External Auditor Service Fees

The following table provides information about the fees paid by the Company to KPMG LLP, the external auditor of the TransCanada group of companies, for professional services rendered for the 2013 and 2012 fiscal years.

(\$ millions)	2013	2012
<b>Audit fees</b>	<b>\$6.4</b>	\$5.7
audit of the annual consolidated financial statements		
services related to statutory and regulatory filings or engagements		
review of interim consolidated financial statements and information contained in various prospectuses and other securities offering documents		
<b>Audit-related fees</b>	<b>0.2</b>	0.1
services related to the audit of the financial statements of certain TransCanada post-retirement and post-employment plans		
<b>Tax fees</b>	<b>0.7</b>	0.5
Canadian and international tax planning and tax compliance matters, including the review of income tax returns and other tax filings		
<b>All other fees</b>		0.6
review of information system design procedures		
services related to vendor analytics and environmental compliance credits		
<b>Total fees</b>	<b>\$7.3</b>	\$6.9

### OFF-BALANCE SHEET ARRANGEMENTS

The Registrant has no off-balance sheet arrangements, as defined in this Form, other than the guarantees and commitments described in Note 26 of the Notes to consolidated financial statements attached to this Form 40-F and incorporated herein by reference.

### TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

For information on tabular disclosure of contractual obligations, see "Contractual obligations" in Management's discussion and analysis on page 70 of the TCPL 2013 Management's discussion and analysis and audited consolidated financial statements.

### IDENTIFICATION OF THE AUDIT COMMITTEE

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The Registrant has a separately-designated standing Audit committee. The members of the Audit committee are:

Chair: K.E. Benson  
Members: D.H. Burney  
M.P. Salomone  
D.M.G. Stewart  
R.E. Waugh

### FORWARD-LOOKING INFORMATION

We disclose forward-looking information to help current and potential investors understand management's assessment of our future plans and financial outlook, and our future prospects overall.

Statements that are *forward-looking* are based on certain assumptions and on what we know and expect today and generally include words like *anticipate, expect, believe, may, will, should, estimate* or other similar words.

Forward-looking statements in this document may include information about the following, among other things:

anticipated business prospects

our financial and operational performance, including the performance of our subsidiaries

expectations or projections about strategies and goals for growth and expansion

expected cash flows and future financing options available to us

expected costs for planned projects, including projects under construction and in development

expected schedules for planned projects (including anticipated construction and completion dates)

expected regulatory processes and outcomes

expected impact of regulatory outcomes

expected outcomes with respect to legal proceedings, including arbitration

expected capital expenditures and contractual obligations

expected operating and financial results

the expected impact of future accounting changes, commitments and contingent liabilities

expected industry, market and economic conditions.

Forward-looking statements do not guarantee future performance. Actual events and results could be significantly different because of assumptions, risks or uncertainties related to our business or events that happen after the date of this document.

Our forward-looking information is based on the following key assumptions, and subject to the following risks and uncertainties:

#### **Assumptions**

inflation rates, commodity prices and capacity prices

timing of financings and hedging

regulatory decisions and outcomes

foreign exchange rates

interest rates

tax rates

planned and unplanned outages and the use of our pipeline and energy assets

integrity and reliability of our assets

access to capital markets

anticipated construction costs, schedules and completion dates

acquisitions and divestitures.



**Risks and uncertainties**

our ability to successfully implement our strategic initiatives

whether our strategic initiatives will yield the expected benefits

the operating performance of our pipeline and energy assets

amount of capacity sold and rates achieved in our pipelines business

the availability and price of energy commodities

the amount of capacity payments and revenues we receive from our energy business

regulatory decisions and outcomes

outcomes of legal proceedings, including arbitration

performance of our counterparties

changes in the political environment

changes in environmental and other laws and regulations

competitive factors in the pipeline and energy sectors

construction and completion of capital projects

costs for labour, equipment and materials

access to capital markets

interest and foreign exchange rates

weather

cyber security

technological developments

economic conditions in North America as well as globally.

You can read more about these factors and others in reports we have filed with Canadian securities regulators and the U.S. Securities and Exchange Commission (SEC).

As actual results could vary significantly from the forward-looking information, you should not put undue reliance on forward-looking information and should not use future-oriented information or financial outlooks for anything other than their intended purpose. We do not update our forward-looking statements due to new information or future events, unless we are required to by law.

**SIGNATURES**

Pursuant to the requirements of the *Exchange Act*, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Calgary, Province of Alberta, Canada.

**TRANSCANADA PIPELINES LIMITED**

Per: /s/ DONALD R. MARCHAND

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DONALD R. MARCHAND

*Executive Vice-President and Chief Financial Officer*

Date: February 21, 2014

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**DOCUMENTS FILED AS PART OF THIS REPORT**

- 13.1 Management's discussion and analysis (included on pages 1 through 94 of the TCPL 2013 Management's discussion and analysis and audited consolidated financial statements).
- 13.2 2013 Audited consolidated financial statements (included on pages 95 through 157 of the TCPL 2013 Management's discussion and analysis and audited consolidated financial statements), including the auditors' report thereon.

**EXHIBITS**

- 23.1 Consent of KPMG LLP, Independent Registered Public Accounting Firm.
  - 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the *Sarbanes-Oxley Act of 2002*.
  - 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the *Sarbanes-Oxley Act of 2002*.
  - 32.1 Certification of Chief Executive Officer regarding Periodic Report containing Financial Statements.
  - 32.2 Certification of Chief Financial Officer regarding Periodic Report containing Financial Statements.
  - 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.
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## Management's discussion and analysis

February 19, 2014

This management's discussion and analysis (MD&A) contains information to help the reader make investment decisions about TransCanada PipeLines Limited. It discusses our business, operations, financial position, risks and other factors for the year ended December 31, 2013.

This MD&A should be read with our accompanying December 31, 2013 audited comparative consolidated financial statements and notes for the same period, which have been prepared in accordance with U.S. generally accepted accounting principles (GAAP).

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## About this document

Throughout this MD&A, the terms, *we*, *us*, *our* and *TCPL* mean TransCanada PipeLines Limited and its subsidiaries.

Abbreviations and acronyms that are not defined in the document are defined in the glossary on page 94.

All information is as of February 19, 2014 and all amounts are in Canadian dollars, unless noted otherwise.

### **FORWARD-LOOKING INFORMATION**

We disclose forward-looking information to help current and potential investors understand management's assessment of our future plans and financial outlook, and our future prospects overall.

Statements that are *forward-looking* are based on certain assumptions and on what we know and expect today and generally include words like *anticipate*, *expect*, *believe*, *may*, *will*, *should*, *estimate* or other similar words.

Forward-looking statements in this MD&A may include information about the following, among other things:

- anticipated business prospects
- our financial and operational performance, including the performance of our subsidiaries
- expectations or projections about strategies and goals for growth and expansion
- expected cash flows and future financing options available to us
- expected costs for planned projects, including projects under construction and in development
- expected schedules for planned projects (including anticipated construction and completion dates)
- expected regulatory processes and outcomes
- expected impact of regulatory outcomes
- expected outcomes with respect to legal proceedings, including arbitration
- expected capital expenditures and contractual obligations
- expected operating and financial results
- the expected impact of future accounting changes, commitments and contingent liabilities
- expected industry, market and economic conditions.

Forward-looking statements do not guarantee future performance. Actual events and results could be significantly different because of assumptions, risks or uncertainties related to our business or events that happen after the date of this MD&A.

Our forward-looking information is based on the following key assumptions, and subject to the following risks and uncertainties:

### **Assumptions**

- inflation rates, commodity prices and capacity prices

timing of financings and hedging

regulatory decisions and outcomes

foreign exchange rates

interest rates

tax rates

planned and unplanned outages and the use of our pipeline and energy assets

integrity and reliability of our assets

access to capital markets

anticipated construction costs, schedules and completion dates

acquisitions and divestitures.

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2 -- TransCanada PipeLines Limited

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**Risks and uncertainties**

our ability to successfully implement our strategic initiatives

whether our strategic initiatives will yield the expected benefits

the operating performance of our pipeline and energy assets

amount of capacity sold and rates achieved in our pipelines business

the availability and price of energy commodities

the amount of capacity payments and revenues we receive from our energy business

regulatory decisions and outcomes

outcomes of legal proceedings, including arbitration

performance of our counterparties

changes in the political environment

changes in environmental and other laws and regulations

competitive factors in the pipeline and energy sectors

construction and completion of capital projects

costs for labour, equipment and materials

access to capital markets

interest and foreign exchange rates

weather

cyber security

technological developments

economic conditions in North America as well as globally.

You can read more about these factors and others in reports we have filed with Canadian securities regulators and the U.S. Securities and Exchange Commission (SEC).

As actual results could vary significantly from the forward-looking information, you should not put undue reliance on forward-looking information and should not use future-oriented information or financial outlooks for anything other than their intended purpose. We do not update our forward-looking statements due to new information or future events, unless we are required to by law.

**FOR MORE INFORMATION**

See Supplementary information beginning on page 158 for other consolidated financial information on TCPL for the last three years.

You can also find more information about TCPL in our annual information form and other disclosure documents, which are available on SEDAR ([www.sedar.com](http://www.sedar.com)).

## About our business

With over 60 years of experience, TCPL is a leader in the responsible development and reliable operation of North American energy infrastructure including natural gas and oil pipelines, power generation and natural gas storage facilities. We are a wholly owned subsidiary of TransCanada Corporation (TransCanada).

### THREE CORE BUSINESSES

We operate our business in three segments – Natural Gas Pipelines, Oil Pipelines and Energy. We also have a non-operational corporate segment consisting of corporate and administrative functions that provide support and governance to our operational business segments.

Our \$54 billion portfolio of energy infrastructure assets meets the needs of people who rely on us to deliver their energy safely and reliably every day. We operate in seven Canadian provinces, 31 U.S. states, Mexico and three South American countries.

<b>at December 31</b> (millions of \$)	<b>2013</b>	<b>2012</b>	<b>per cent change</b>
<b>Total assets</b>			
Natural Gas Pipelines	<b>25,165</b>	23,210	8%
Oil Pipelines	<b>13,253</b>	10,485	26%
Energy	<b>13,747</b>	13,157	4%
Corporate	<b>4,461</b>	4,450	-%
	<b>56,626</b>	51,302	10%

<b>year ended December 31</b> (millions of \$)	<b>2013</b>	<b>2012</b>	<b>per cent change</b>
<b>Total revenue</b>			
Natural Gas Pipelines	<b>4,497</b>	4,264	5%
Oil Pipelines	<b>1,124</b>	1,039	8%
Energy	<b>3,176</b>	2,704	17%
	<b>8,797</b>	8,007	10%

<b>year ended December 31</b> (millions of \$)	<b>2013</b>	<b>2012</b>	<b>per cent change</b>
<b>Comparable EBIT 1</b>			
Natural Gas Pipelines	<b>1,839</b>	1,808	2%
Oil Pipelines	<b>603</b>	553	9%
Energy	<b>1,069</b>	620	72%
Corporate	<b>(124)</b>	(111)	12%
	<b>3,387</b>	2,870	18%

1  
Comparable EBIT is a non-GAAP measure see page 13 for details.

**Common shares outstanding average**

(millions)

<b>2013</b>	749
<b>2012</b>	738
<b>2011</b>	678

**as at February 14, 2014**  
**Common shares**

**Issued and outstanding**

766 million

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**Preferred shares**

**Issued and outstanding**

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Series Y

4 million

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4 -- TransCanada PipeLines Limited

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## **A LONG-TERM STRATEGY**

Our energy infrastructure business is made up of pipeline and power generation assets that gather, transport, produce, store or deliver natural gas, crude oil and other petroleum products and electricity to support businesses and communities in North America.

TCPL's vision is to be the leading energy infrastructure company in North America, focusing on pipeline and power generation opportunities in regions where we have or can develop a significant competitive advantage.

### **Key components of our strategy**

## **1 Maximize the full-life value of our infrastructure assets and commercial positions**

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### **Our strategy at a glance**

Long-life infrastructure assets and long-term commercial arrangements are the cornerstones of our low-risk business model.

Our pipeline assets include large-scale natural gas and crude oil pipelines that connect long-life supply basins with stable and growing markets, generating predictable and sustainable cash flows and earnings.

In Energy, long-term power sale agreements and shorter-term power sales to wholesale and load customers are used to manage and optimize our portfolio and to manage price volatility.

## **2 Commercially develop and build new asset investment programs**

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### **Our strategy at a glance**

We are developing high quality, long-life projects under our current \$38 billion capital program. These will contribute incremental earnings as our investments are placed in service.

Our expertise in managing construction risks and maximizing capital productivity ensures a disciplined approach to quality, cost and schedule, resulting in superior service for our customers and returns to shareholders.

As part of our growth strategy, we rely on this experience and our regulatory, commercial, financial, legal and operational expertise to successfully build and integrate new energy and pipeline facilities.

Our growing investment in natural gas, nuclear, wind, hydro and solar generating facilities demonstrates our commitment to clean, sustainable energy.

## **3 Cultivate a focused portfolio of high quality development options**

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### **Our strategy at a glance**

We focus on pipelines and energy growth initiatives in core regions of North America.

We assess opportunities to acquire and develop energy infrastructure that complements our existing portfolio and provides access to attractive supply and market regions.

We will advance selected opportunities to full development and construction when market conditions are appropriate and project risks and returns are acceptable.

## **4 Maximize our competitive strengths**

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**Our strategy at a glance**

We are continually developing competitive strengths in areas that directly drive long-term shareholder value.

**A competitive advantage**

Years of experience in the energy infrastructure business and a disciplined approach to project and operational management and capital investment give us our competitive edge.

Strong leadership: scale, presence, operating capabilities, strategy development; expertise in regulatory, legal, commercial and financing support.

High quality portfolio: a low-risk business model that maximizes the full-life value of our long-life assets and commercial positions.

Disciplined operations: highly skilled in designing, building and operating energy infrastructure; focus on operational excellence; and a commitment to health, safety and the environment are paramount parts of our core values.

Financial expertise: excellent reputation for consistent financial performance and long-term financial stability and profitability; disciplined approach to capital investment; ability to access sizable amounts of competitively priced capital to support our growth.

Long-term relationships: long-term, transparent relationships with key customers and stakeholders; clear communication of our value to equity and debt investors both the upside and the risks to build trust and support.

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**\$38 billion capital program**

We are developing quality projects under our long-term \$38 billion capital program. These long-life infrastructure assets are supported by long-term commercial arrangements with creditworthy counterparties and are expected to generate significant growth in earnings and cashflow.

Our \$38 billion capital program is comprised of \$12 billion of small to medium-sized projects and \$26 billion of large scale projects. Amounts presented exclude the impact of foreign exchange and capitalized interest.

<b>at December 31, 2013</b> (billions of \$)	<b>Expected In-Service Date</b>	<b>Estimated Project Cost</b>	<b>Amount Spent</b>
<b>Small to medium-sized projects</b>			
Gulf Coast Project <sup>1</sup>	January 2014	US 2.6	US 2.3
Ontario Solar	2014	0.5	0.2
Tamazunchale Extension	2014	US 0.5	US 0.4
Houston Lateral and Terminal	2015	US 0.4	US 0.1
Heartland and TC Terminals	2016	0.9	