TC PipeLines, LP

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RESULTS

2003 THIRD QUARTER REPORT

FINANCIAL PERFORMANCE

(unaudited)(millions of dollars, except per unit amounts)	Three months ended September 30 **2003**	2002	Nine months ended September 30 **2003**	2002
Income Statement				
Net income	**12.0**	12.5	**35.9**	36.6
Net income per unit	**$0.65**	$0.68	**$1.97**	$2.01
Cash Flow				
Cash generated from operations	**12.8**	13.4	**37.2**	38.6
Cash distributions paid	**10.1**	9.6	**29.3**	27.7
Cash distributions declared per unit [1]	**$0.55**	$0.525	**$1.625**	$1.550
Units outstanding *(millions)*	**17.5**	17.5	**17.5**	17.5

[1] Cash distributions are paid within 45 days after the end of each quarter.

We refer you to the Partnership's quarterly report on Form 10-Q, as filed with the Securities and Exchange Commission on November 13, 2003, which contains management's discussion and analysis of the Partnership's financial condition and results of operations as at and for the three and nine months ended September 30, 2003.
The Form 10-Q can be accessed electronically on the Partnership's website at
www.tcpipelineslp.com/investor/reports.htm.
Copies of the Form 10-Q may be obtained from the Partnership free of charge.

Investor Relations
David Moneta / Debbie Stein
TC PipeLines GP, Inc.
110 Turnpike Road, Suite 203
Westborough, Massachusetts 01581

www.tcpipelineslp.com

Toll Free: (877) 290-2772
Fax Line: (403) 920-2457
E-mail: investor_relations@tcpipelineslp.com

STATEMENT OF INCOME

(unaudited) *(millions of dollars, except per unit amounts)*	**Three months ended September 30** **2003**	2002	**Nine months ended September 30** **2003**	2002
Equity Income from Investment in Northern Border Pipeline	**11.2**	11.8	**33.5**	34.6
Equity Income from Investment in Tuscarora	**1.3**	1.2	**3.8**	3.3
General and Administrative Expenses	**(0.5)**	(0.4)	**(1.3)**	(1.1)
Financial Charges	**-**	(0.1)	**(0.1)**	(0.2)
Net Income	**12.0**	12.5	**35.9**	36.6
Net Income Allocation				
Common units	**10.8**	10.5	**31.4**	30.0
Subordinated units	**0.6**	1.5	**3.1**	5.2
General partner	**0.6**	0.5	**1.4**	1.4
	12.0	12.5	**35.9**	36.6
Net Income per Unit	**$0.65**	$0.68	**$1.97**	$2.01
Units Outstanding *(millions)*	**17.5**	17.5	**17.5**	17.5

STATEMENT OF COMPREHENSIVE INCOME

(unaudited) *(millions of dollars)*	**Three months ended September 30** **2003**	2002	**Nine months ended September 30** **2003**	2002
Net Income	**12.0**	12.5	**35.9**	36.6
Other Comprehensive Income				
Change associated with current period hedging transactions	**(0.1)**	(0.1)	**(0.4)**	(0.8)
Total Comprehensive Income	**11.9**	12.4	**35.5**	35.8

See accompanying Notes to Condensed Financial Statements.

BALANCE SHEET

(millions of dollars)	**September 30, 2003** *(unaudited)*	December 31, 2002 *(audited)*
Assets		
Current Assets		
Cash	**4.2**	6.4
Investment in Northern Border Pipeline	**242.1**	242.9
Investment in Tuscarora	**39.9**	36.7
	286.2	286.0
Liabilities and Partners' Equity		
Current Liabilities		
Accounts payable	**0.6**	0.6
Current portion of long-term debt	**5.5**	-
	6.1	0.6
Long-Term Debt	**-**	11.5
Partners' Equity		
Common units	**245.0**	238.9
Subordinated units	**27.2**	27.0
General partner	**6.2**	5.9
Other comprehensive income	**1.7**	2.1
	280.1	273.9
	286.2	286.0

STATEMENT OF CASH FLOWS

(unaudited) *(millions of dollars)*	**Nine months ended September 30** **2003**	2002
Cash Generated from Operations		
Net income	**35.9**	36.6
Add:		
Distributions received in excess of equity income	**1.3**	2.0
	37.2	38.6
Investing Activities		
Investment in Tuscarora	**(4.1)**	(4.5)
Financing Activities		
Distributions paid	**(29.3)**	(27.7)
Reduction of long-term debt	**(6.0)**	(10.0)
	(35.3)	(37.7)
Decrease in Cash	**(2.2)**	(3.6)
Cash, Beginning of Period	**6.4**	9.2
Cash, End of Period	**4.2**	5.6

See accompanying Notes to Condensed Financial Statements.

NOTES TO CONDENSED FINANCIAL STATEMENTS
(unaudited)

Note 1 Basis of Presentation
TC PipeLines, LP, and its subsidiary limited partnerships, TC PipeLines Intermediate Limited Partnership and TC Tuscarora Intermediate Limited Partnership, all Delaware limited partnerships, are collectively referred to herein as TC PipeLines or the Partnership. The Partnership commenced operations on May 28, 1999.

The financial statements have been prepared by management in accordance with accounting principles generally accepted in the United States. Other comprehensive income recorded by TC PipeLines arises through its equity investments in Northern Border Pipeline Company (Northern Border Pipeline) and Tuscarora Gas Transmission Company (Tuscarora) and relates to cash flow hedges transacted by Northern Border Pipeline and Tuscarora. Amounts are stated in United States dollars.

Since a determination of many assets, liabilities, revenues and expenses is dependent upon future events, the preparation of these financial statements requires the use of estimates and assumptions which have been made using careful judgment. In the opinion of management, these financial statements have been properly prepared within reasonable limits of materiality and include all adjustments (consisting of normal recurring accruals) necessary to present fairly the results of operations for the three and nine months ended September 30, 2003 and 2002, the financial position as at September 30, 2003 and December 31, 2002 and cash flows for the nine months ended September 30, 2003 and 2002.

The results of operations for the three and nine months ended September 30, 2003 and 2002 are not necessarily indicative of the results that may be expected for a full fiscal year. The interim financial statements should be read in conjunction with the Partnership's financial statements and notes included in TC PipeLines' Annual Report on Form 10-K for the year ended December 31, 2002.

Note 2 Investment in Northern Border Pipeline Company
The Partnership owns a 30% general partner interest in Northern Border Pipeline, a partnership which owns a 1,249-mile United States interstate pipeline system that transports natural gas from the Montana-Saskatchewan border to markets in the midwestern United States. The remaining 70% partnership interest in Northern Border Pipeline is held by Northern Border Partners, L.P., a publicly traded limited partnership. The 2% general partnership interest in Northern Border Partners, L.P. is controlled by affiliates of Enron Corp. (Enron), which hold a 1.65% general partner interest, and TransCanada Corporation (TransCanada), parent of TC PipeLines' general partner (General Partner), which holds the remaining 0.35% general partner interest. The Northern Border pipeline system is operated by Northern Plains Natural Gas Company, a wholly owned subsidiary of Enron. Northern Border Pipeline is regulated by the Federal Energy Regulatory Commission (FERC).

TC PipeLines uses the equity method of accounting for its investment in Northern Border Pipeline. TC PipeLines' equity income for the three and nine months ended September 30, 2003 and 2002 represents 30% of the net income of Northern Border Pipeline for the same periods. Retained earnings of TC PipeLines at September 30, 2003 and December 31, 2002 include undistributed earnings from Northern Border Pipeline of $0.5 million and $1.3 million, respectively. The following sets out summarized financial information representing 100% of the operations of Northern Border Pipeline for the three and nine months ended September 30, 2003 and 2002 and as at September 30, 2003 and December 31, 2002.

(unaudited) *(millions of dollars)*	**Three months ended September 30**		**Nine months ended September 30**	
	2003	2002	**2003**	2002
Northern Border Pipeline Income Statement				
Revenues	**81.2**	81.6	**241.7**	239.9
Costs and expenses	**(18.7)**	(15.2)	**(52.8)**	(42.6)
Depreciation	**(14.4)**	(14.5)	**(43.3)**	(43.5)
Financial charges	**(11.0)**	(13.2)	**(34.4)**	(39.9)
Other income	**0.1**	0.5	**0.4**	1.5
Net income	**37.2**	39.2	**111.6**	115.4

Northern Border Pipeline has recorded other comprehensive income of $(0.4) million for each of the three month periods ended September 30, 2003 and 2002, and $(1.2) million and $(2.1) million for the nine months ended September 30, 2003 and 2002, respectively.

(millions of dollars)	**September 30, 2003** (unaudited)	December 31, 2002 (audited)
Northern Border Pipeline Balance Sheet		
Assets		
Cash and cash equivalents	**17.0**	25.4
Other current assets	**36.5**	40.8
Plant, property and equipment, net	**1,596.4**	1,636.0
Other assets	**34.2**	37.8
	1,684.1	1,740.0
Liabilities and Partners' Equity		
Current liabilities	**52.2**	130.9
Reserves and deferred credits	**6.0**	15.4
Long-term debt, net of current maturities	**818.8**	783.9
Partners' Equity		
Partners' capital	**801.5**	803.0
Accumulated other comprehensive income	**5.6**	6.8
	1,684.1	1,740.0

Note 3 Investment in Tuscarora Gas Transmission Company

The Partnership owns a 49% general partner interest in Tuscarora, a partnership that owns a 240-mile United States interstate pipeline system that transports natural gas from Oregon, where it interconnects with facilities of Gas Transmission Northwest Corporation, to northern Nevada. The remaining general partner interest in Tuscarora is held 50% by Sierra Pacific Resources and 1% by TransCanada. The Tuscarora pipeline system is operated by Tuscarora Gas Operating Company, a wholly owned subsidiary of Sierra Pacific Resources. Sierra Pacific Power Company, a subsidiary of Sierra Pacific Resources, is Tuscarora's largest shipper, accounting for approximately 68% of Tuscarora's available capacity. Tuscarora is regulated by the FERC.

The Partnership uses the equity method of accounting for its investment in Tuscarora. TC PipeLines' equity income for the three and nine months ended September 30, 2003 and 2002 represents 49% of the net income of Tuscarora for the same periods. Retained earnings of TC PipeLines at September 30, 2003 and December 31, 2002 include undistributed earnings from Tuscarora of nil and $0.8 million, respectively. The following sets out summarized financial information representing 100% of the operations of Tuscarora for the three and nine months ended September 30, 2003 and 2002 and as at September 30, 2003 and December 31, 2002.

(unaudited) (millions of dollars)	**Three months ended September 30**		**Nine months ended September 30**	
	2003	2002	**2003**	2002
Tuscarora Income Statement				
Revenues	**7.3**	5.6	**22.0**	16.8
Costs and expenses	**(1.3)**	(0.6)	**(3.8)**	(1.9)
Depreciation	**(1.6)**	(1.2)	**(4.8)**	(3.6)
Financial charges	**(1.6)**	(1.3)	**(4.9)**	(4.3)
Other income	**-**	0.2	**-**	0.5
Net income	**2.8**	2.7	**8.5**	7.5

Tuscarora has recorded other comprehensive income of less than $(0.1) million for each of the three month periods ended September 30, 2003 and September 30, 2002, and less than $(0.1) million and $(0.4) million for the nine months ended September 30, 2003 and 2002, respectively.

(millions of dollars)	**September 30, 2003** *(unaudited)*	December 31, 2002 *(audited)*
Tuscarora Balance Sheet		
Assets		
Cash and cash equivalents	**4.8**	0.6
Other current assets	**2.6**	4.3
Plant, property and equipment, net	**144.5**	148.4
Other assets	**0.9**	1.2
	152.8	154.5
Liabilities and Partners' Equity		
Current liabilities	**7.9**	14.6
Long-term debt	**83.1**	85.3
Partners' Equity		
Partners' capital	**61.8**	54.2
Accumulated other comprehensive income	**-**	0.4
	152.8	154.5

Note 4 Credit Facilities and Long-Term Debt

On September 30, 2002, the Partnership renewed its unsecured credit facility (Revolving Credit Facility) with Bank One, NA, as administrative agent. Under the Revolving Credit Facility, the Partnership may borrow up to an aggregate principal amount of $20.0 million. Loans under the Revolving Credit Facility bear interest at a floating rate. The Revolving Credit Facility matures on July 31, 2004. Amounts borrowed may be repaid in part or in full prior to that time without penalty. The Revolving Credit Facility may be used to finance capital expenditures and for other general business purposes. At September 30, 2003 and December 31, 2002, the Partnership had borrowings of $5.5 million and $11.5 million, respectively, outstanding under the Revolving Credit Facility. The fair value of the Revolving Credit Facility approximates its carrying value because the interest rate is a floating rate. The interest rate on the Revolving Credit Facility averaged 2.4% and 2.9% for the three months ended September 30, 2003 and 2002, respectively; 2.6% and 2.8% for the nine months ended September 30, 2003 and 2002, respectively; and was 2.4% and 2.7% at September 30, 2003 and December 31, 2002, respectively.

On May 28, 2003, the Partnership renewed its $40.0 million unsecured two-year revolving credit facility (TransCanada Credit Facility) with TransCanada PipeLine USA Ltd., an affiliate of the General Partner. The TransCanada Credit Facility bears interest at London Interbank Offered Rate plus 1.25%. The purpose of the TransCanada Credit Facility is to provide borrowings to fund capital expenditures, to fund capital contributions to Northern Border Pipeline, Tuscarora, and any other entity in which the Partnership directly or indirectly acquires an interest, to fund working capital and for other general business purposes, including temporary funding of cash distributions to unitholders and the General Partner, if necessary. At September 30, 2003 and December 31, 2002 the Partnership had no amount outstanding under the TransCanada Credit Facility.

Note 5 Net Income per Unit

Net income per unit is computed by dividing net income, after deduction of the General Partner's allocation, by the weighted average number of common and subordinated units outstanding. The General Partner's allocation is equal to an amount based upon the General Partner's 2% interest, adjusted to reflect an amount equal to incentive distributions. Net income per unit was determined as follows:

	Three months ended September 30		**Nine months ended September 30**	
(millions of dollars, except per unit amounts)	**2003**	2002	**2003**	2002
Net income	**12.0**	12.5	**35.9**	36.6
Net income allocated to General Partner				
General Partner interest	**(0.3)**	(0.2)	**(0.7)**	(0.7)
Incentive distribution income allocation	**(0.3)**	(0.3)	**(0.7)**	(0.7)
	(0.6)	(0.5)	**(1.4)**	(1.4)
Net income allocable to units	**11.4**	12.0	**34.5**	35.2
Weighted average units outstanding *(millions)*	**17.5**	17.5	**17.5**	17.5
Basic and diluted net income per unit	**$0.65**	$0.68	**$1.97**	$2.01

Note 6 Subordinated Unit Conversion

On August 1, 2003, 936,435 subordinated units, representing one-half of the outstanding subordinated units held by the General Partner, upon satisfaction of the financial tests set forth in the partnership agreement, automatically converted into an equal number of common units as provided for in the partnership agreement of TC PipeLines.

After the early conversion of 936,435 subordinated units on August 1, 2002, this early conversion of an additional 936,435 subordinated units reduces the number of outstanding subordinated units to 936,436, which will, upon satisfaction of the financial tests, automatically convert into common units on the first day after the record date for distributions for the quarter ending June 30, 2004.

Note 7 Distributions

On October 21, 2003, the Board of Directors of the General Partner declared a cash distribution of $0.55 per unit for the three months ended September 30, 2003. The distribution totaling approximately $10.1 million is payable on November 14, 2003 in the following manner: $9.1 million to the holders of common units as of the close of business on October 31, 2003, $0.5 million to the General Partner as holder of the subordinated units, $0.3 million to the General Partner as holder of incentive distribution rights, and $0.2 million to the General Partner in respect of its 2% general partner interest.

Note 8 Accounting Pronouncements

SFAS No. 143, "Accounting for Asset Retirement Obligations," became effective for the Partnership on January 1, 2003. As the Partnership does not directly own any long-lived assets, no asset retirement obligation has been recorded on its balance sheet.

SFAS No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities" amends and clarifies accounting for derivative instruments and for hedging activities under SFAS No. 133. As at September 30, 2003, TC PipeLines does not engage in any hedging activities and is not affected by the changes resulting from this standard.