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Filed Electronically

National Energy Board  
517 Tenth Avenue SW  
Calgary, Alberta T2R 0A8

**Attention: Sheri Young, Secretary of the Board**

Dear Ms. Young:

**Re: TransCanada PipeLines Limited - Canadian Mainline (TCPL Mainline)  
Code of Conduct Quarterly Exception Report  
Fourth Quarter 2016**

Pursuant to section 7.6(2) of TransCanada's Canadian Mainline Compliance Plan, please find enclosed TCPL Mainline's Quarterly Exception Report for the period October 1, 2016 to December 31, 2016.

In addition, pursuant to the Board's acceptance on May 14, 2015 of TransCanada's Bid Floor Personnel Information Policy, TransCanada is updating its quarterly exception report to include a description of any disclosures of Restricted Information to Bid Floor Personnel.

Please contact me by phone at (403) 920-6233 should you have any questions or comments regarding the Exception Report.

Yours truly,  
**TransCanada PipeLines Limited**

*Original signed by*

Ann Birch  
Manager, Inter-Affiliate Matters and Compliance Training

Attachment

**TCPL MAINLINE  
CODE OF CONDUCT  
QUARTERLY EXCEPTION REPORT  
Fourth Quarter 2016**

**1.0 INTRODUCTION**

TCPL Mainline is required under section 7.6(2) of its Compliance Plan to file an Exception Report with the National Energy Board within 60 days of each quarter-end. This Report is for the period October 1, 2016 to December 31, 2016 (the Reporting Period).

The Exception Report includes the following information, if applicable, for the Reporting Period:

- (a) a description of any material non-compliance with the Code and an explanation of steps taken to correct such non-compliance
- (b) a summary of disputes, complaints and inquiry activity, subject to the confidentiality requirements of section 8.1

TransCanada is required under the Bid Floor Personnel Information Policy to include in its quarterly exception reporting to the NEB a description of any disclosures of Restricted Information to Bid Floor Personnel, together with an explanation of steps taken to address the exception.

**2.0 EXCEPTION REPORT**

**2.1 Description of any Non-Compliance with Code**

TCPL Mainline is not aware of any incidents of material non-compliance with the Code during the Reporting Period.

**2.2 Description of any Non-Compliance with the Bid Floor Personnel Information Policy**

TCPL Mainline is not aware of any incidents of material non-compliance with the Bid Floor Personnel Information Policy during the period of October 1, 2016 to December 31, 2016.

**2.3 Summary of Disputes, Complaints and Inquiry Activity**

TCPL Mainline did not receive or administer any complaints, inquiries or disputes under section 8.1 of the Code with respect to the application of, or compliance with, Code provisions during the Reporting Period.

**3.0 CONCLUSION**

TCPL Mainline believes it fully complied with, and operated within the provisions, spirit and intent of the Code for the Reporting Period.

TransCanada believes it has fully complied with the Bid Floor Personnel Information Policy for the Reporting Period.