

450-1st Street S.W. Calgary, Alberta, Canada T2P 5H1

Tel: (403) 920 2046 Fax: (403) 920-2347

Filed Electronically

 $Email: murray_sondergard@transcanada.com$

February 29, 2008

National Energy Board 444 Seventh Avenue S.W. Calgary, Alberta T2P 0X8

Attention: Mr. Michel L. Mantha, Secretary

Dear Sir:

Re: Foothills Pipe Lines Ltd. ("Foothills")
Annual Surveillance Report

For the Twelve Months Ended December 31, 2007

Enclosed is a copy of Foothills' Annual Surveillance Report for the twelve months ended December 31, 2007.

Foothills is notifying shippers of the availability of these filings in the Board's repository as well as on TransCanada's Foothills System Website at the address below.

http://www.transcanada.com/Foothills/regulatory/reg_filings/index.htm

If you have any questions or concerns with respect to the enclosed, please contact Alex Harris at (403) 920-6201.

Yours truly,

Foothills Pipe Lines Ltd.

A wholly owned subsidiary of TransCanada PipeLines Limited

Original Signed By

Murray Sondergard Director, Regulatory Services

cc. Interested Parties – TG-6-81

Foothills Firm and Interruptible Shippers

Foothills Pipe Lines Ltd.

Annual Surveillance Report

For Twelve Months Ended December 31, 2007

The NEB Annual Surveillance Report is a special purpose financial summary intended for the use of the National Energy Board and its staff. The Report is provided to enable the Board to monitor the Company's utility operations in comparison with the revenues and expenditures approved for the test year.

Pursuant to Guide BB of the Board's Filing Manual Foothills submits its year-end report for 2007.

TransCanada BC System was amalgamated with Foothills Pipe Lines Ltd. On April 1, 2007. However, the amounts reported in period actuals reflect BC System results for the full calendar year to be comparable with the approved decision.

CONTENTS

- 1 Income Summary
 - (a) Foothills Pipe Lines (Alta.) Ltd Zone 6
 - (b) Foothills Pipe Lines (Alta.) Ltd Zone 7
 - (c) Foothills Pipe Lines (South B.C.) Ltd Zone 8
 - (d) Foothills Pipe Lines (Sask.) Ltd Zone 9
- 2 Average Rate Base
 - (a) Foothills Pipe Lines (Alta.) Ltd Zone 6
 - (b) Foothills Pipe Lines (Alta.) Ltd Zone 7
 - (c) Foothills Pipe Lines (South B.C.) Ltd Zone 8
 - (d) Foothills Pipe Lines (Sask.) Ltd Zone 9
- 3 Throughput Detail
- Payroll Statistics
 Salaries, Wages, and Employee Benefits
- 5 Payroll Statistics
 Employee Allocation
- 6 Deferral Accounts
- 7 Performance Measures
- 8 Intercorporate Transactions

FOOTHILLS PIPE LINES (ALTA.) LTD. - ZONE 6 INCOME SUMMARY

(For Twelve Months Ended December 31, 2007) (\$000)

	NEB	Period		Variance	
Particulars	Accounts	Actual	Decision	(c) - (d)	Note
(a)	(b)	(c)	(d)	(e)	
Revenue					
Transportation Revenue	300	64,059	64,938	(879)	
Special Charge & Incentive Settlement		4,155	3,308	847	(1)
Total Revenue		68,214	68,247	(32)	
Operating Expenses					
Salaries, Wages & Benefits	301	4,969	5,740	(771)	(2)
Fuel & Power	301	9,554	6,767	2,787	(3)
Other Operating & Maintenance	301	8,307	10,841	(2,535)	(4)
Depreciation & Amortization	303-304	15,708	15,760	(52)	` '
Income Taxes	306	7,348	7,214	134	
Taxes Other than Income	305	3,068	3,081	(13)	
NEB & NPA Cost Recovery	301	2,458	2,778	(320)	(5)
Total Operating Expenses		51,411	52,181	(770)	
Operating Income		16,803	16,065	738	
Financial Charges		6,367	6,430	(63)	
Special Charge and Incentive Settlement		4,155	3,308	847	(1)
Equity Return		6,281	6,327	(46)	
Rate of Return on Rate Base (Average)		6.29%	6.30%		
Approved Rate of Return on Common Equity		8.46%	8.46%		
Incentive Rate of Return and Other	_	0.43%	0.52%		
Total Rate of Return on Common Equity	_	8.89%	8.98%		

^{*} Numbers may not add up to totals due to rounding.

- 1) Variance is due to higher incentive earnings as a result of lower G&A costs.
- 2) Variance is due to the synergies achieved through the Foothills/BC System integration and lower resource requirements on the Foothills System.
- 3) Variance is due to higher usage of the electric compressor at Empress.
- 4) Variance is due to lower than forecast G&A and pipeline integrity costs.
- 5) Variance is due to a difference in allocation rate prior to the BC System integration on April 1, 2007.

FOOTHILLS PIPE LINES (ALTA.) LTD. - ZONE 7 INCOME SUMMARY

(For Twelve Months Ended December 31, 2007) (\$000)

	NEB	Period		Variance	
Particulars	Accounts	Actual	Decision	(c) - (d)	Note
(a)	(b)	(c)	(d)	(e)	
Revenue					
Transportation Revenue	300	8,397	8,683	(287)	
Special Charge & Incentive Settlement		453	353	101	
Total Revenue	_	8,850	9,036	(186)	
Operating Expenses					
Salaries, Wages & Benefits	301	565	653	(88)	
Fuel & Power	301	-	-	· -	
Other Operating & Maintenance	301	694	890	(196)	
Depreciation & Amortization	303-304	3,124	3,131	(7)	
Income Taxes	306	1,347	1,345	2	
Taxes Other than Income	305	851	819	32	
NEB & NPA Cost Recovery	301	280	316	(36)	
Total Operating Expenses		6,862	7,154	(293)	
Operating Income		1,988	1,882	107	
Financial Charges		791	788	3	
Special Charge & Incentive Settlement		453	353	101	
Equity Return	_	744	741	3	
Rate of Return on Rate Base (Average)		6.29%	6.27%		
Approved Rate of Return on Common Equity		8.46%	8.46%		
Incentive Rate of Return and Other	_	0.01%	0.03%		
Total Rate of Return on Common Equity	_	8.47%	8.49%		

^{*} Numbers may not add up to totals due to rounding.

FOOTHILLS PIPE LINES (SOUTH B.C.) LTD. - ZONE 8 INCOME SUMMARY

(For Twelve Months Ended December 31, 2007) (\$000)

	NEB	Period		Variance	
Particulars	Accounts	Actual	Decision	(c) - (d)	Note
(a)	(b)	(c)	(d)	(e)	
Revenue					
Transportation Revenue	300	75.923	68.694	7,228	
Special Charge & Incentive Settlement	000	2,358	1.559	799	(1)
Total Revenue	_	78,281	70,253	8,027	(1)
Total Neverlae	_	70,201	70,200	0,021	
Operating Expenses					
Salaries, Wages & Benefits	301	2,561	2,958	(397)	(2)
Fuel & Power	301	267	388	(121)	
Other Operating & Maintenance	301	23,002	14,864	8,138	(3)
Depreciation & Amortization	303-304	18,104	18,938	(834)	(4)
Income Taxes	306	2,123	2,729	(606)	(5)
Taxes Other than Income	305	10,298	9,413	885	(6)
NEB & NPA Cost Recovery	301	1,921	1,432	489	(7)
Total Operating Expenses		58,277	50,722	7,554	
Operating Income		20,004	19,531	473	
Financial Charges		9.081	9,275	(194)	
Special Charge & Incentive Settlement		2,358	1,559	`799 [′]	(1)
Equity Return		8,565	8,697	(132)	, ,
Rate of Return on Rate Base (Average)		6.30%	6.30%		
Approved Rate of Return on Common Equity		8.46%	8.46%		
Incentive Rate of Return and Other		-0.09%	0.01%		
Total Rate of Return on Common Equity		8.37%	8.47%		

^{*} Numbers may not add up to totals due to rounding.

- 1) Variance is due to higher incentive earnings as a result of lower G&A costs.
- 2) Variance is due to the synergies achieved through the Foothills/BC System integration and lower resource requirements on the Foothills System.
- 3) Variance is due to higher than forecast pipeline integrity costs.
- 4) Variance is due to lower than forecast opening GPIS.
- 5) Variance is due to lower depreciation and lower return.
- 6) Variance is due to increased fuel tax as a result of increased pipe integrity work requiring higher usage of gas compressors.
- 7) Variance is due to a difference in allocation rate prior to the BC System integration on April 1, 2007.

FOOTHILLS PIPE LINES (SASK) LTD. - ZONE 9 INCOME SUMMARY

(For Twelve Months Ended December 31, 2007) (\$000)

	NEB	Period		Variance	
Particulars	Accounts	Actual	Decision	(c) - (d)	Note
(a)	(b)	(c)	(d)	(e)	
Revenue					
Transportation Revenue	300	60,398	65,041	(4,643)	
Special Charge & Incentive Settlement		1,581	1,342	239	(1)
Total Revenue		61,979	66,383	(4,404)	
Operating Expenses					
Salaries, Wages & Benefits	301	1,580	1,825	(245)	(2)
Fuel & Power	301	620	806	(186)	` '
Other Operating & Maintenance	301	6,994	10,782	(3,788)	(3)
Depreciation & Amortization	303-304	17,901	17,874	27	` '
Income Taxes	306	9,977	9,974	3	
Taxes Other than Income	305	4,009	4,277	(268)	(4)
NEB & NPA Cost Recovery	301	782	883	(101)	
Total Operating Expenses	-	41,863	46,421	(4,558)	
Operating Income		20,116	19,962	154	
Financial Charges		9,341	9,429	(88)	
Special Charge & Incentive Settlement		1,581	1,342	239	(1)
Equity Return	_	9,194	9,191	3	
Rate of Return on Rate Base (Average)		6.28%	6.32%		
Approved Rate of Return on Common Equity		8.46%	8.46%		
Incentive Rate of Return and Other	<u>_</u>	0.36%	0.34%		
Total Rate of Return on Common Equity	_	8.82%	8.80%		

^{*} Numbers may not add up to totals due to rounding.

- 1) Variance is due to higher incentive earnings as a result of lower G&A costs.
- 2) Variance is due to the synergies achieved through the Foothills/BC System integration and lower resource requirements on the Foothills System.
- 3) Variance is due to lower repair and overhaul and G&A costs than forecast.
- 4) Variance is due to lower than forecast fuel tax.

FOOTHILLS PIPE LINES LTD. - Zone 6 AVERAGE RATE BASE (For Twelve Months Ended December 31, 2007) (\$000's)

	Period		Variance	
Particulars	Actual	Decision	(b) - (c)	Note
(a)	(b)	(c)	(d)	
Plant in Service				
Net Plant	192,336	192,074	262	(1)
Contributions in Aid of Construction	(1,064)	(1,064)	-	
Total Plant	191,273	191,010	262	
Working Capital				
Prepayments and Deposits	849	849	-	
Cash	3,161	3,266	(105)	
Inventory	1,027	627	400	(2)
Total Working Capital	5,037	4,742	295	` ,
Total Average Rate Base	196,309	195,752	557	

^{*} Numbers may not add up to totals due to rounding.

- 1) Variance is due to lower than forecast capital spending on compression equipment.
- 2) Variance is due to inclusion of De/Re inventory in period actuals.

FOOTHILLS PIPE LINES LTD. - Zone 7 AVERAGE RATE BASE (For Twelve Months Ended December 31, 2007) (\$000's)

	Period		Variance	
Particulars	Actual	Decision	(b) - (c)	Note
(a)	(b)	(c)	(d)	
Plant in Service				
Net Plant	24,100	23,903	197	
Contributions in Aid of Construction	-	-	-	
Total Plant	24,100	23,903	197	
Working Capital				
Prepayments and Deposits	104	104	-	
Cash	193	232	(40)	
Inventory	-	_	-	
Total Working Capital	297	336	(39)	
Total Average Rate Base	24,397	24,239	158	

^{*} Numbers may not add up to totals due to rounding.

FOOTHILLS PIPE LINES LTD. - Zone 8 AVERAGE RATE BASE (For Twelve Months Ended December 31, 2007) (\$000's)

	Period		Variance	
Particulars	Actual	Decision	(b) - (c)	Note
(a)	(b)	(c)	(d)	
Plant in Service				
Net Plant	278,652	279,570	(918)	(1)
Contributions in Aid of Construction	(1,282)	(696)	(586)	(2)
Total Plant	277,370	278,874	(1,503)	
Working Capital				
Prepayments and Deposits	119	113	6	
Cash	3,897	2,715	1,182	(3)
Inventory	2,901	3,663	(762)	(4)
Total Working Capital	6,917	6,491	426	, ,
Total Average Rate Base	284,287	285,364	(1,077)	

^{*} Numbers may not add up to totals due to rounding.

- 1) Variance is due to higher salvage proceeds than forecast.
- 2) Variance is due to higher than forecast project costs recovered through contribution in aid of construction.
- 3) Variance is due to increased OM&A costs.
- 4) Variance is primarily due to an inventory optimization project.

FOOTHILLS PIPE LINES LTD. - Zone 9 AVERAGE RATE BASE (For Twelve Months Ended December 31, 2007) (\$000's)

	Period		Variance	
Particulars	Actual	Decision	(b) - (c)	Note
(a)	(b)	(c)	(d)	
Plant in Service				
Net Plant	287,481	287,799	(318)	(1)
Contributions in Aid of Construction	(270)	(270)	-	
Total Plant	287,212	287,529	(318)	
Working Capital				
Prepayments and Deposits	-	-	-	
Cash	1,247	1,787	(540)	(2)
Inventory	1,017	957	` 59 [°]	` '
Total Working Capital	2,264	2,744	(481)	
Total Average Rate Base	289,475	290,274	(798)	

^{*} Numbers may not add up to totals due to rounding.

- 1) Variance is due to lower than forecast capital spending on compression equipment.
- 2) Variance is due to reduced OM&A costs.

FOOTHILLS PIPE LINES LTD. THROUGHPUT DETAIL (For Twelve Months Ended December 31, 2007) (TJ)

			Period		Variance	Variance	
Particulars	Service	Zone	Actual	Decision ⁽¹⁾	(b) - (c)	(%)	Note
(a)			(b)	(c)	(d)	(e)	
Canadian Volumes:	FT	8	33,174.7	-	33,174.7	-	(2)
	STFT	8	-	-	-	-	
	IT	8	356.2	-	356.2	-	(2)
Export Volumes:	FT	8	723,303.2	918,323.9	(195,020.7)	(21.2)	(3)
•	STFT	8	21,220.7	7,154.0	14,066.7	196.6	(3)
	ΙΤ	8	41,215.8	9,165.3	32,050.6	349.7	(3)
Total Volumes:			819,270.7	934,643.2	(115,372.5)	(12.3)	
Canadian Volumes:	SGS	9	55.4	90.7	(35.3)	(38.9)	(3)
Export Volumes:	FT	9	435,819.0	371,708.7	64,110.3	17.2	(3)
•	STFT	9	207,741.2	279,955.0	(72,213.8)	(25.8)	(3)
	ΙΤ	9	74,578.9	117,399.5	(42,820.5)	(36.5)	(3)
Total Volumes:			718,194.6	769,153.8	(50,959.2)	(6.6)	
Other Volumes:	FT	6					(4)
	FT	7					(4)

- 1) Forecast prepared based on contracts as at November 2006.
- 2) The forecast for Canadian volumes was included in the forecast for export volumes.
- 3) Throughput is dependent on customer contracting behaviours which are not easily predictable and therefore can show variances.
- 4) All capacity is contracted to Nova Gas Transmission Ltd.

FOOTHILLS PIPE LINES LTD. PAYROLL STATISTICS

Salaries, Wages and Employee Benefits (For Twelve Months Ended December 31, 2007) (\$000)

Particulars	Period Actual	Decision	Variance (b) - (c)	Note
(a)	(b)	(c)	(d)	11010
Salaries & Wages				
Total Regular Salaries & Wages	7,067	8,489	(1,422)	(1)
Ancillary & Other	743	161	582	(2)
Total Gross Salaries	7,810	8,651	(841)	
Charged to Construction & Other	(460)	(508)	48	
Gross Salaries Charged to Cost of Service	7,351	8,143	(792)	
Employee Benefits				
Total Benefits	2,499	3,226	(727)	(1)
Charged to Construction & Other	(175)	(193)	18	
Benefits Charged to Cost of Service	2,324	3,033	(709)	

- 1) Variance is due to the synergies achieved through the Foothills/BC System integration.
- 2) Variance is due to higher overtime as a result of higher than anticipated pipeline integrity.

FOOTHILLS PIPE LINES LTD. **PAYROLL STATISTICS**

Average Allocated Employees (For Twelve Months Ended December 31, 2007)

Period Variance Variance

	i ciloa		V ai iai ioc	T al lalloc	
Particulars	Actual	Decision	(b) - (c)	(%)	Note
(a)	(b)	(c)	(d)	(e)	
Total Regular Employees	80	93	(13)	(14)	(1)
Charged to Construction & Other	(5)	(5)	0		
Employees Charged to Cost of Service	75	88	(13)	(14)	

Note:

1) Variance is due to the synergies achieved through the Foothills/BC System integration.

FOOTHILLS PIPE LINES LTD. DEFERRAL ACCOUNTS (For Twelve Months Ended December 31, 2007)

_		•			
Ρ2	arti	ıcı		ar	c
	ai u		uг	aı	-

Foothills Pipe Lines Ltd. is regulated on a cost of service basis and over or under-collections are adjusted in rates annually.

FOOTHILLS PIPE LINES LTD. YEAR END REPORT - PERFORMANCE MEASURES

	2003	2004	2005	2006	2007	Note
A Total Revenue Requirement per Throughput Km (\$/10 ⁶ m³-km)	9.3	9.6	9.0	10.0	11.0	
B. Operating Expenses per Throughput Km (\$/10 ⁶ m³-km)	4.6	5.0	4.8	5.6	7.2	
C. Operating Expenses per Average Gross Plant in Service (%)	0.1	0.1	0.1	0.1	0.1	
D. Administrative and General Expenses per Employee (\$'000s) In this measure employees include salaried and contract personel	94.6	194.2	169.7	197.6	174.7	(1)
E. Administrative and General Expenses per Throughput Km (\$/10 m³-km)	0.4	0.5	0.5	0.5	0.7	
F. Net Plant per Throughput Km (\$/10 ⁶ m³-km)	45.3	44.5	42.7	40.5	40.3	
G. Throughput Km per Employee (10 ⁶ m ³ -km)	239,566	359,777	337,909	397,459	263,437	(2)
H. Fuel and Power Costs per Throughput Km (\$/10 ⁶ m³-km)	0.55	0.51	0.51	0.49	0.53	
Average Salary per Employee (\$'000s) In this measure employees excludes contract personnel directly involved in the operation of Foothills' pipeline system.	80.8	82.0	85.2	88.5	92.7	(3)
J. Average Benefits per Employee (\$'000s) In this measure employees excludes contract personnel directly involved in the operation of Foothills' pipeline system.	14.8	30.9	32.1	33.1	33.2	(4)
K. Actual and Approved Rates of Return on Equity	9.79%	9.56%	9.46%	8.88%	8.46%	
L. Actual Rates of Return on Rate Base	7.12%	7.62%	6.27%	6.01%	6.30%	
Approved Rates of Return on Rate Base	7.12%	7.62%	6.21%	6.01%	6.30%	

- 1) Admin & General Expenses per employee for 2003 is not comparable because operations in this year was under the management of a legal entity separate from TransCanada. Administration and General expenses have been administered differently since integration with TransCanada.
- 2) Throughput km per employee for 2003 is not comparable because operations in this year was under the management of a legal entity separate from TransCanada.
- 3) As Foothills is wholly owned by TransCanada, the average salary per employee for TransCanada now applies to Foothills.
- 4) As Foothills is wholly owned by TransCanada, the average benefits per employee for TransCanada now applies to Foothills.

(For Twelve Months Ended December 31, 2007)

- Summary Receipts -

Contracting Party	Nature of Service	(\$000)	Ref. Sch.#
Gas Transmission Northwest	Contribution in Aid of Construction	1,945	8.1
NOVA Gas Transmission Ltd.	Transportation Service	68,945	8.1
Grand Total		70,890	

^{*} Numbers may not add up to totals due to rounding.

(For Twelve Months Ended December 31, 2007) (\$000)

- Receipts -

Contracting Parties: Gas Transmission Northwest

Nature Of Service: Contribution in Aid of Construction

Description: Construction and related project management and engineering services

were provided and billed to Gas Transmission Northwest.

	Gas Transportation
Amount	1,945

Contracting Parties: NOVA Gas Transmission Ltd.

Nature Of Service: Gas Transportation

Description: Transportation services associated with the movement of gas on the Foothills

system, billed in accordance with Foothills Pipe Lines rates.

	Gas
	Transportation
Amount	68,945

^{*} Numbers may not add up to totals due to rounding.

(For Twelve Months Ended December 31, 2007)

- Summary Payments -

Grand Total		30,366	
TransCanada Turbines	Repair and Overhaul	4,245	8.3
TransCanada Pipelines Limited	Interest Payments	26,072	8.3
TransCanada Calibrations	System Maintenance	49	8.3
Contracting Party	Nature of Service	(\$000)	Ref. Sch.#

^{*} Numbers may not add up to totals due to rounding.

(For Twelve Months Ended December 31, 2007) (\$000)

- Payments -

Contracting Parties: TransCanada Calibrations

Nature Of Service: System Maintenance

Description: System Maintenance

	System	
	Maintenance	
Amount		49

Contracting Parties: TransCanada Piplines Limited

Nature Of Service: Interest Payments

Description: Interest payments on Long-term Debt

	Interest
	Payments
Amount	26,072

Contracting Parties: TransCanada Turbines

Nature Of Service: Repair and Overhaul

Description: Repair and Overhaul of Compressor Units

	Repair and Overhaul
Amount	4,245

^{*} Numbers may not add up to totals due to rounding.