

Ontario Energy Board
 P.O. Box 2319
 2300 Yonge Street
 27th Floor
 Toronto ON M4P 1E4
 Telephone: 1-888-632-6273
 Facsimile: (416) 440-7656

Commission de l'énergie l'Ontario
 C.P. 2319
 2300, rue Yonge
 27^e étage
 Toronto ON M4P 1E4
 Téléphone: 1-888-632-6273
 Télécopieur: (416) 440-7656



Application for an Electricity Wholesaler Licence

For Office Use Only	
Application Number	EB -
Date Received	

1. The Applicant

Legal Name of the Applicant :

TransCanada Pipelines Limited

Name to Appear on Licence:

Indicate if same as above

If not the same as above, the name must include the legal name of the applicant and the legal name must appear first. The "Name to Appear on Licence" will appear on the notice and on the licence.

Date of formation or incorporation: 3/21/1951

2. Licence Primary Contact

(As a condition of licensing, the licensee shall designate a person who will act as primary contact with the Board on matters related to the licence.)

Mr. <input type="radio"/>	Mrs. <input type="radio"/>	Last Name		First Name		Initial
Miss <input type="radio"/>	Ms. <input checked="" type="radio"/>	Jobin		Kim		
Other <input type="radio"/>		Title/Position/Company				
		Mainline Operations Planning / TransCanada Pipelines Limited				
Licence Primary Contact Address (if RR, give Lot, Concession No. and Township):						
450 1st Street SW						
City		Province/State		Country		Postal/Zip Code
Calgary		Alberta		Canada		T2P 5H1
Phone Number		Fax Number		E-mail Address		
403 - 920-6829		403-920-2437		kim_jobin@transcanada.com		

If the above address is not in Ontario, the applicant must also provide contact information for service purposes in the province of Ontario. Wholesalers whose offices are not located in Ontario may provide the address of an agent as the address of service.

Mr. <input checked="" type="radio"/>	Mrs. <input type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input type="radio"/>	McBride	Kenneth (Ken)	A
Other <input type="radio"/>		Title/Position/Company		
		Eastern Operations - TransCanada PipeLines Limited		
Licence Primary Contact Address (if RR, give Lot, Concession No. and Township):				
11200 Weston Road				
City	Province/State	Country	Postal/Zip Code	
Maple	Ontario	Canada	L6A 1S7	
Phone Number	Fax Number	E-mail Address		
905-832-7344	905-832-7391	ken_mcbride@transcanada.com		

3. Application Primary Contact

Indicate if same as above. Proceed to section 4.

(The primary contact for the licence application may be a person within the applicant's organization other than the licence primary contact noted above. An applicant may also choose to designate a consultant, lawyer, etc. to be the primary contact for the licence application. The Board will communicate with this person during the course of the application but with the licence primary contact after a licence is issued.)

Mr. <input checked="" type="radio"/>	Mrs. <input type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input type="radio"/>	Karabetsos	Frank	
Other <input type="radio"/>		Title/Position		
		Legal Counsel		
		Company Name		
		TransCanada PipeLines Limited		
Application Primary Contact Address (if RR, give Lot, Concession No. and Township):				
450 1st Street SW				
City	Province/State	Country	Postal/Zip Code	
Calgary	Alberta	Canada	T2P 5H1	
Phone Number	Fax Number	E-mail Address		
403-920-6373	403-920-2354	frank_karabetsos@transcanada.com		

4. Application Type

- New
 Renewal

5. Applicant's Licensing Status and History

(a) Has the applicant, an affiliate of the applicant, or an associated entity (e.g., a partnership or limited partnership), ever been licensed by the Ontario Energy Board? (The *Business Corporations Act* definition for affiliate can be found at www.e-laws.gov.on.ca/html/statutes/english/elaws_statutes_90b16_e.htm.)

- Yes, provide details of current and expired licences in the table below
- No, proceed to 5(b)

Licensee Name	Licence Number
Please see attached Schedule A	

(b) Has the applicant, an affiliate of the applicant or an associated entity (e.g., a partnership or limited partnership) ever undertaken electricity activity in another jurisdiction within North America?

- Yes, provide details of current and expired licences in the table below
- No

Licensee Name	Jurisdiction	Business Activity
Please see attached Schedule A-1		

6. Key Individuals

The individuals listed as key individuals must be the individuals that are responsible for executing the following functions for the applicant: matters related to regulatory requirements and conduct, financial matters, and technical matters. These key individuals may include the Chief Executive Officer, the Chief Financial Officer, other officers, directors, or proprietors. Identify at least two key individuals. (If the applicant has only one key individual in the organization, identify the one key individual.)

Name of Key Individual	Title/Position within Applicant's Business (or identify company if not the Applicant's Business)
Ronald L Cook	VP, Taxation
Dennis J McConaghy	Executive VP, Pipeline Strategy and Development

7. Intended Markets and Services

Please identify the applicant's intended markets and services. You may select as many as are applicable.

- To purchase electricity or ancillary services in the IESO-administered markets
- To purchase electricity or ancillary services directly from a generator
- To sell electricity or ancillary services in the IESO-administered markets
- To sell electricity or ancillary services to wholesalers
- To sell electricity or ancillary services to distributors (i.e., standard supply services)
- To sell electricity or ancillary services to electricity retailers
- To sell electricity or ancillary services to persons outside of the Ontario market
- To sell electricity to consumers, defined as a person who uses for the person's own consumption, electricity that the person did not generate. If the applicant selects this item, the applicant may require a retailer licence. The application form can be found at www.oeb.gov.on.ca.

Note that applicants who purchase or sell in the IESO-administered markets must comply with the Market Rules and meet the IESO's prudential requirement.

13. Notice

The Board is authorized, under section 4.14 of the *Ontario Energy Board Act, 1998*, to collect personal information for the purpose of carrying out its duties and exercising its powers under the *Ontario Energy Board Act, 1998* or any other Act.

The information provided both on this form and attached to this form is being collected by the Board for the purpose of determining whether the applicant is qualified to receive the licence for which it is applying.

In order to verify the information on this form and/or determine whether the applicant is qualified to receive the licence for which it is applying, it may be necessary for the Board to collect additional information from some or all of the following sources: federal, provincial/state, or municipal governments; licensing bodies; law enforcement agencies; credit bureaus; and banks. Only information relevant to the application or the Board's determination of the application will be collected by the Board.

The public official who can answer questions about the collection of the information is:

Board Secretary
Ontario Energy Board
P.O Box 2319
2300 Yonge Street, 27th Floor
Toronto, ON M4P 1E4

Tel: 416-481-1967 or 1-888-632-6273

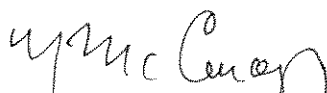
Applicants are reminded that the Board is subject to the *Freedom of Information and Protection of Privacy Act* ("FIPPA"). FIPPA addresses circumstances in which the Board may, upon request, be required to release information that is in its custody or under its control, and generally prohibits the Board from releasing personal information. "Personal Information" has the meaning given to it under FIPPA.

14. Certification and Acknowledgment

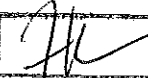
I certify that the information contained in this application and in the documents provided are true and accurate.

I understand and acknowledge that, as a licensed electricity wholesaler, I must provide information as the Board may require from time to time.

Note: The issuance of an electricity wholesaler licence does not guarantee accreditation by the IESO or distributors.

Print Name of Key Individual	Signature of Key Individual	Date
Dennis McConaughy		12/15/09

(Must be signed by one of the key individuals identified in section 6)

LEGAL	
CONTENT	

SCHEDULE A
Licensing History of Applicant and Affiliates with the Ontario Energy Board

Company Name	Business Activity	License No.	Is the License valid? If No, please provide date of expiration.		
			Yes	No	
TransCanada Energy Ltd.	Electricity Retailer	ER-2005-0510	X		
	Electricity Wholesaler	EW-2005-0534	X		
	Gas Marketer	GM-2009-0050	X		
	Electricity Generator	EG-2009-0024	X		
TransCanada Power Marketing Ltd.	Electricity Wholesaler	EW-2006-0122	X		
Bruce Power Inc.	Electricity Generator	EG-2000-0271	X		
Portlands Energy Centre Inc. on behalf of Portlands Energy Centre LP	Electricity Generator	EG-2004-0540	X		

SCHEDULE A-1
Current Electricity Permits and Licences (Outside of Ontario)

Bruce Power Inc.

1. Federal Energy Regulatory Commission market based rate authority authorizing wholesale sales of energy and capacity and negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. See Docket No. ER07-907.
2. National Energy Board Permit No. EPE-299 and EPE-300 to export up to 2,000 MW of combined firm and interruptible power at points on the international boundary between Ontario, Canada and the United States of America, pursuant to section 119.03 of the *National Energy Board Act*.

Ocean State Power/Ocean State Power II

1. Federal Energy Regulatory Commission market based rate authority authorizing wholesale sales of energy and capacity and negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. See Docket Nos. ER08-25 and ER08-26.
2. State of Rhode Island Letter Order granting registration as a non regulated power producer in dockets D-96-6(L1) and D-96-6(M1) as per R.I.G.L. Statute 39-1-27.1(c).

TC Ravenswood, LLC

1. Federal Energy Regulatory Commission market based rate authority authorizing wholesale sales of energy and capacity and negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. See letter order issued November 10, 2008 in Docket No. ER08-1562.

TransCanada Energy Sales Ltd.

1. Federal Energy Regulatory Commission market based rate authority authorizing wholesale sales of energy and capacity and negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. See letter order issued December 19, 2008 in Docket No. ER09-328.

2. National Energy Board Permit No. EPE-270 to export short-term firm power and energy at points on the international boundary between Canada and the United States of America, pursuant to section 119.03 of the *National Energy Board Act*.
3. National Energy Board Permit No. EPE-271 to export interruptible energy at points on the international boundary between Canada and the United States of America, pursuant to section 119.03 of the *National Energy Board Act*.
4. United States Department of Energy Order No. EA-98-L issued May 6, 2009, authorizing the export of electricity to Canada, pursuant to section 202(e) of the *Federal Power Act*.
5. Federal Energy Regulatory Commission (“FERC”) acceptance of membership changes to the Western Systems Power Pool to include TransCanada Energy Sales Ltd. *See* order issued August 21, 2009 in Docket No. ER09-1377.
6. Federal Energy Regulatory Commission market based rate authority authorizing wholesale sales of energy and capacity and negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. Docket No. ER07-1274.

TransCanada Hydro Northeast Inc.

1. Federal Energy Regulatory Commission market based rate authority authorizing wholesale sales of energy and capacity and negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. *See* Docket No. ER05-111.

TransCanada Maine Wind Development Inc.

1. Federal Energy Regulatory Commission market based rate authority authorizing wholesale sales of energy and capacity and negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. *See* 110 FERC ¶ 61,203 in Docket No. ER08-685.

TransCanada Power Marketing Ltd.

1. National Energy Board Permit No. EPE-184 to export interruptible power and energy at points on the international boundary between Canada and the United States of America, pursuant to section 119.03 of the *National Energy Board Act*.
2. National Energy Board Permit No. EPE-184 to export firm power and energy at points on the international boundary between Canada and the United States of America, pursuant to section 119.03 of the *National Energy Board Act*.

3. United States Department of Energy Order No. EA-262-B, authorizing the export of electricity to Canada, pursuant to section 202(e) of the *Federal Power Act*.
4. Federal Energy Regulatory Commission market based rate authority authorizing wholesale sales of energy and capacity and negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. See letter order issued March 2, 1998 in Docket No. ER98-564.
5. State of Maine Public Utilities Commission Authorization in Docket No. 200-881 to operate as a competitive electricity provider in Maine. Granted under Chapter 205 of the Public Utilities Commission's rules.
6. Department of Telecommunications and Energy Competitive Supplier License CS-017 for the State of Massachusetts.
7. State of New Hampshire Letter Order granting Competitive Energy Supplier Authorization as per NH PUC DR 98-012.
8. State of Rhode Island Letter Order granting registration as a non regulated power producer in Docket D-96-6(N1) as per R.I.G.L. Statute 39-1-27.1(c).
9. Competitive Electric Supplier for the State of Connecticut issued in Docket No. 02-04-05.
10. State of New York April 13, 2009, letter order granting registration as a retail electric service provider in Docket No. 98-M-1343.
11. FERC letter order issued in Docket No. ER98-3540 approving membership in NEPOOL as per 18 CFR 378.308.

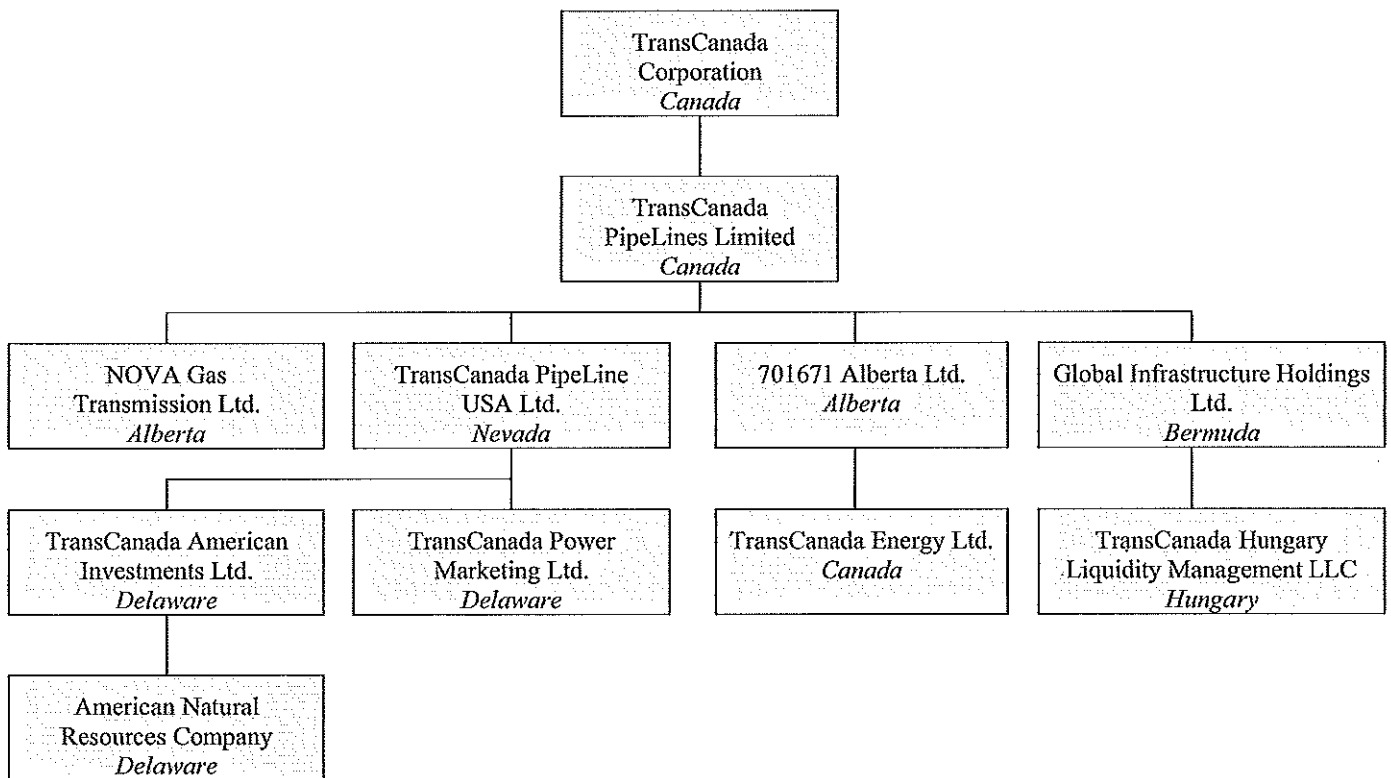
TRANSCANADA CORPORATION ORGANIZATIONAL CHART
(Excerpt from 2009 AIF)

Corporate Structure

TransCanada's head office and registered office are located at 450- First Street SW, Calgary, Alberta, T2P5H1. TransCanada was incorporated pursuant to the provisions of the *Canada Business Corporations Act* on February 25, 2003 in connection with a plan of arrangement which established TransCanada as the parent company of TCPL. The arrangement was approved by TCPL common shareholders on April 25, 2003 and, following court approval and the filing of Articles of Arrangement, the arrangement became effective May 15, 2003. Pursuant to the arrangement, the common shareholders of TCPL exchanged each of their TCPL common shares for one common share of TransCanada. The debt securities and preferred shares of TCPL remained obligations and securities of TCPL. TCPL continues to hold the assets it held prior to the arrangement and continues to carry on business as the principal operating subsidiary of the TransCanada group of entities. TransCanada does not hold any material assets directly other than the common shares of TCPL and receivables from certain of TransCanada's subsidiaries.

Intercorporate Relationships

The following diagram presents the name and jurisdiction of incorporation, continuance or formation of TransCanada's principal subsidiaries as at December 31, 2008. Each of these subsidiaries has total assets that exceeded 10% of the total consolidated assets of TransCanada or revenues that exceeded 10% of the total consolidated revenues of TransCanada as at and for the year ended December 31, 2008. TransCanada owns, directly or indirectly, 100 per cent of the voting shares of each of these subsidiaries.



The above diagram does not include all of the subsidiaries of TransCanada. The assets and revenues of excluded subsidiaries in the aggregate did not exceed 20% of the total consolidated assets or total consolidated revenues of TransCanada as at and for the year ended December 31, 2008.