



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

Tel: (403) 920.7172
Fax: (403) 920.2347
Email: carolyn_shaw@transcanada.com

March 12, 2013

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

Filed Electronically

Attention: Ms. Sheri Young, Secretary of the Board

Dear Ms. Young:

**Re: Foothills Pipe Lines Ltd. (Foothills)
2012 General and Administration (G&A) Expenses Report**

Pursuant to Section 4.6 of the Settlement Agreement with respect to the Special Charge and Certain Modifications to the Existing Cost of Service Methodology for Fixing Foothills Tolls, which was approved by Order TG-2-2003, Foothills is filing the G&A Expenses Report for the period ended December 31, 2012.

Foothills is notifying shippers of the availability of this filing in the Board's repository and TransCanada's Foothills System Website at the address below.

<http://www.transcanada.com/customerexpress/934.html>

Should the Board require additional information regarding this filing, please contact the undersigned at (403) 920-7172 or carolyn_shaw@transcanada.com.

Yours truly,
Foothills Pipe Lines Ltd.

Original signed by E. Tadayoni for

Carolyn Shaw
Regulatory Project Manager, Regulatory Services

Attachment

cc: Foothills Firm and Interruptible Shippers

FOOTHILLS PIPE LINES LTD.

REPORT ON GENERAL AND ADMINISTRATIVE EXPENSES FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2012
PURSUANT TO SECTION 4.6 OF THE SETTLEMENT AGREEMENT WITH RESPECT TO THE SPECIAL CHARGE AND CERTAIN
MODIFICATIONS TO THE EXISTING COST OF SERVICE METHODOLOGY FOR FIXING FOOTHILLS TOLLS DATED JANUARY 13, 2003
(\$000's)

<u>LINE</u>	<u>2012</u>
1 Agreed Amount ⁽¹⁾	-
2 Actual Amount ⁽¹⁾	-
3 Incentive Saving ⁽¹⁾	-
4 Annual Collectible Amount	2,270
5 Foothills' Share of aggregate Incentive Amount ⁽¹⁾	48,500

DEFINITIONS AND INTERPRETATION

"**Agreed Amount**" means, for any year during the Term, an initial amount equal to \$12,600,000, escalated by 3% per year commencing January 1, 2003, plus the addition of \$8,428,029 in 2011 for BC System Integration Settlement dated November 3, 2006.

"**Actual Amount**" has the meaning as defined in Section 3.1 of the Settlement; the actual amount of General and Administrative Expenses for any year.

"**Incentive Saving**" has the meaning as defined in Subsection 3.1(b)(ii) of the Settlement; the Agreed Amount less the Actual Amount for such year.

"**Collectible Amount**" has the meaning as defined in Section 2.1 of the Settlement; two-thirds (2/3) of the outstanding principal balance of the Phase II Preliminary Expenditures at November 1, 2002.

Note:

(1) Per the terms of the BC System/Foothills Integration Settlement dated November 3, 2006, the maximum aggregate incentive amount of \$48.5 million was realized in June 2011. Accordingly, no amounts are reported on lines 1 to 3 beyond 2011.