1.0 INTRODUCTION

1.1 PURPOSE OF DOCUMENT

This application (the "Application") is submitted to the Alaska Commissioner of Natural Resources and the Alaska Commissioner of Revenue (the "Commissioners") for a license (the "License") pursuant to Alaska Statute ("AS") 43, Chapter 90, *Alaska Gasline Inducement Act* ("AGIA") and in accordance with the requirements of the Request for Applications ("RFA") as issued by the State of Alaska on July 2, 2007 and revised on August 6, 2007.

1.2 PROPOSED PROJECT

The License, once issued, would provide certain rights and obligations to the licensee (the "Licensee") with respect to the construction, ownership and operation of a natural gas pipeline project and associated facilities as described in AGIA to transport natural gas from Alaska's North Slope to markets in Alaska and elsewhere. The project set forth in this Application (the "Alaska Pipeline Project", the "APP" or the "Project") is described in Section 2.1.

1.3 APPLICANT

This Application is submitted jointly by TransCanada Alaska Company, LLC ("TC Alaska LLC") and Foothills Pipe Lines Ltd. ("Foothills") through its applicable Canadian subsidiaries identified in the *Northern Pipeline Act* ("NPA") as having responsibility for the various zones of the Project in Canada. TC Alaska LLC, and Foothills (collectively or separately as appropriate, "TransCanada" or the "Co-Applicants") are both wholly-owned entities of TransCanada Corporation. TransCanada Corporation owns and operates one of the largest, most sophisticated, remote controlled natural gas pipeline networks in the world. The term "TransCanada" is also used in this Application to generically denote the TransCanada Corporation group of companies, as appropriate.

The designation of Co-Applicants in the Application enables TransCanada to utilize the best entity or applicant for the U.S. and Canadian sections of the Project. TC Alaska LLC is the applicant with respect to the rights and obligations in relation to the Alaska Section and the GTP. Foothills, through its applicable Canadian subsidiaries, is the applicant with respect to the rights and obligations under the License in relation to the Canada Section. The Co-Applicants shall be responsible only for those rights and obligations under the License for which they are the applicant, as set forth in this paragraph.

TransCanada has worked diligently for more than 30 years to bring Alaska's gas reserves to market by promoting and supporting the development of an Alaska natural gas pipeline. TransCanada holds important Canadian assets, as well as a substantial body of expertise and experience which place it in the best position to develop a natural gas pipeline project to transport natural gas from Alaska's North Slope to markets in Alaska and elsewhere. TransCanada and its subsidiaries have strong track records with stakeholders, including communities and regulatory agencies. TransCanada has accumulated a significant base of

knowledge and information, in addition to practical expertise, pertaining to building and operating a gas transportation system through Alaska and northern Canada.

TransCanada's network of pipeline assets provides Alaskan gas with unparalleled access to growing markets across the continent: the Pacific Northwest and California; the U.S. Midwest, including the Chicago hub; eastern Canada; and the U.S. Northeast, including New England and New York City.

A Fact Sheet summarizing the general business and assets of TransCanada is included at the end of this Section 1 as Attachment 1-1.

1.4 FORMAT OF APPLICATION

The Application is prepared according to the requirements and general structure of the RFA. The Application is organized as follows:

- **Executive Summary:** provides a summary of TransCanada's Application including relevant information which TransCanada believes will assist the State in evaluating the Application.
- **Section 1 – Introduction:** states key definitions for readers, describes the framework and format of the Application, and provides certain confirmations that are required of applicants by the RFA.
- **Section 2 – Plan for Proposed Project:** provides TransCanada's detailed responses to the requirements for information that are stated in Section 2 of the RFA.
- **Appendices:** includes supplementary material to the Application that forms part of the responses to the Application.

For ease of reference, the titling and numbering of the subsections of Section 2 of the Application exactly match those of Section 2 of the RFA. Where deemed necessary for clarity of the response, TransCanada has added further breakdowns to the numbering system, with these further breakdowns appearing in brackets. In the example:

2.x.y

(1)

(a)

(i)

"2.x.y" would correspond to a title copied from the RFA. The bracketed numbers, letters, and Roman numerals would correspond to subtitles within TransCanada's response.

Each of the subsections of Section 2 is included under separate tab in the Application and each of the subsections is preceded by a detailed, sectional table of contents.

1.5 APPLICATION CHECKLIST

The Application Checklist, included at the end of this Section 1 as Attachment 1-2, has been completed by TransCanada, as required by the RFA. It cross-references all of TransCanada's responses with all of the RFA requirements for information.

1.6 DEFINITIONS

Unless otherwise defined in the Application or otherwise required by context, terms that are defined and capitalized in the Application have the same meaning ascribed to them in the RFA. Additional terms have also been defined in the Application.

1.7 CURRENCY

Unless otherwise indicated, references in the Application to "$" or "dollars" are to U.S. dollars. (Note that the financial highlights that are summarized in the Fact Sheet in Attachment 1-1 are shown in Canadian dollars.)

1.8 PROPRIETARY INFORMATION

Certain information provided in the Application may be considered as proprietary to TransCanada and, where such information exists, TransCanada desires that such information be kept confidential. Where this is the case in the Application, the Proprietary Information is identified and treated by TransCanada as per the process stated in Section 1.13.6 of the RFA.

1.9 CERTIFICATION

The RFA requires that applicants provide certain confirmations and declarations by signing the Certification form as provided within the RFA. In this respect, TransCanada has included this Certification, duly signed and notarized, as Attachment 1-3 at the end of this Section 1.

1.10 COMMITMENTS

TransCanada's Application contains all of the Required Commitments required by AGIA and the RFA. In the event TransCanada is awarded the AGIA License, TransCanada Promptly and Diligently will fulfill all the commitments, obligations and requirements of the AGIA License. To the extent that any component of TransCanada's proposal requires regulatory approval, such component is subject to obtaining that approval and TransCanada will advocate in support of obtaining it.

1.11 TERM OF APPLICATION

As required by the RFA, TransCanada confirms that the Application will remain valid for nine (9) months after the Application Deadline, or until an AGIA License is issued, whichever is earlier.

1.12 COMMUNICATIONS

The Co-Applicants request that the Commissioners direct all enquiries and other communications regarding this Application to:

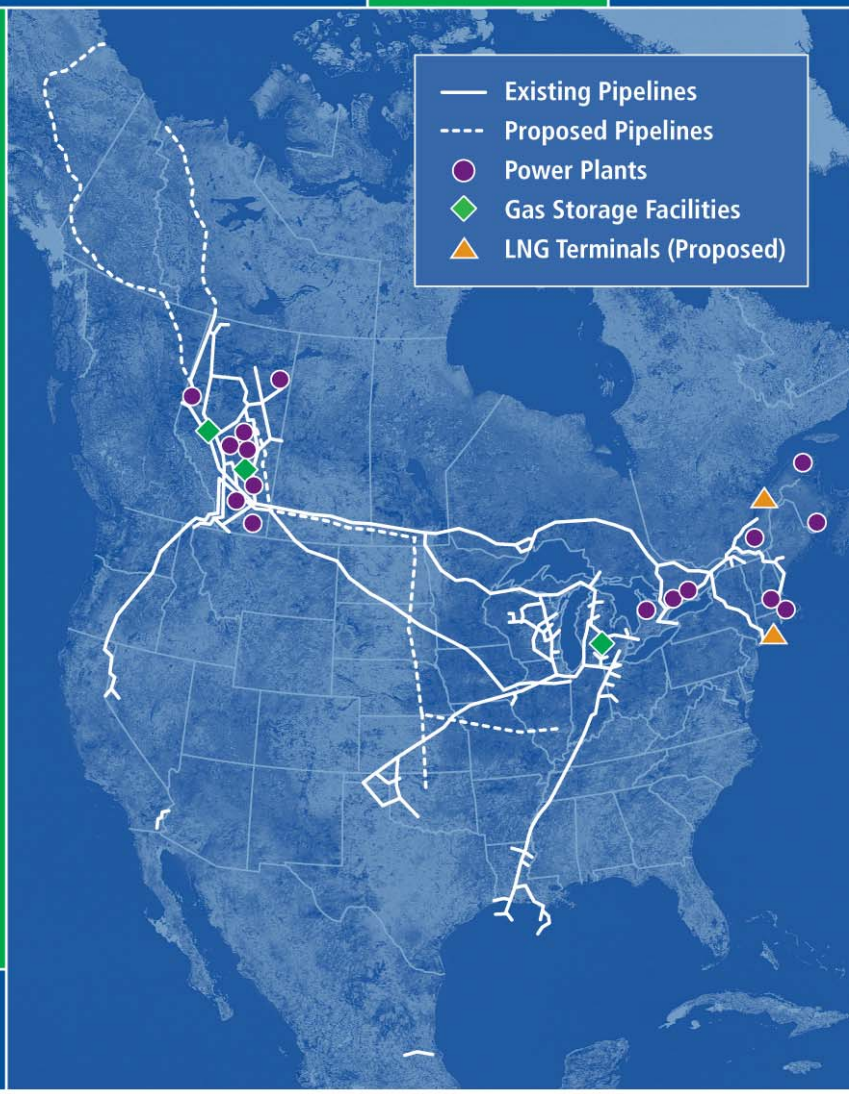
Anthony (Tony) M. Palmer
Vice-President Alaska Development
TransCanada PipeLines Limited
450 – 1st Street S.W.
Calgary, AB, T2P 5H1
Canada

Telephone: (403) 920-2035
Fax: (403) 920-2318
E-mail: tony_palmer@transcanada.com

ATTACHMENT 1-1
TRANSCANADA FACT SHEET

About TransCanada

TransCanada is a leader in the responsible development and reliable operation of North American energy infrastructure. Our network of more than 36,500 miles of wholly owned pipeline taps into virtually all major gas supply basins in North America. TransCanada is one of the continent's largest providers of gas storage and related services with approximately 360 billion cubic feet of storage capacity. A growing independent power producer, TransCanada also owns, or has interests in, approximately 7,700 megawatts of power generation.



TransCanada
In business to deliver

Pipelines

TransCanada's network of pipeline assets provides access to growing markets across the continent: the Pacific Northwest and California; the U.S. Midwest, including the Chicago hub; eastern Canada; and the U.S. Northeast, including New England and New York City.

Wholly Owned Pipelines

Pipeline System	Location	Miles of Pipeline	Average Throughput (2006)
Alberta System	Canada	14,601	11.1 bcf/d
Canadian Mainline	Canada	9,294	8.1 bcf/d
Foothills System	Canada	772	3.8 bcf/d
ANR Pipeline	U.S.	10,500	4.0 bcf/d
Gas Transmission Northwest	U.S.	1,351	2.2 bcf/d
North Baja	U.S.	80	0.3 bcf/d
Tamazunchale Pipeline	Mexico	81	In-service Dec 2006

Affiliated Pipelines

(% ownership)	Location	Miles of Pipeline	Average Throughput (2006)
Great Lakes Gas Transmission Company (59.75%)*	U.S.	2,113	2.2 bcf/d
Iroquois Gas Transmission System (44.5%)	U.S.	414	1.1 bcf/d
Northern Border Pipeline Company (6.7%)*	U.S.	1,398	2.2 bcf/d
Portland Natural Gas Transmission System (61.71%)*	U.S.	294	0.1 bcf/d
Trans Québec and Maritimes Pipeline (50%)*	Canada	355	0.4 bcf/d
Tuscarora Gas Transmission (14.1%)*	U.S.	305	0.1 bcf/d

* operated by TransCanada

Capacity to Perform

TransCanada's credentials and track record in the construction and operation of large diameter pipe in extreme climates and virtually all types of terrain are unequalled in North America. Our employees are highly skilled in designing, building and operating complex infrastructure and take pride in delivering major projects on time and on budget. For example, with our CDN $14 billion capital expansion program through the 1990s, we achieved exceptional project delivery performance. These capital programs included over 6,500 miles of large diameter pipe (NPS 30 to 48), almost 3.2 million hp of compression, and 376 custody transfer meter facilities. Our CDN $6 billion cross-Canada mainline expansion projects were delivered within a budget variance of 0.6 per cent and the overwhelming majority were completed on or before the original schedule. Similar performance was achieved on our Alberta expansion projects, as well as on our international projects.

TransCanada
In business to deliver

Energy

A significant piece of TransCanada's energy portfolio is power generation. TransCanada is an established and growing player in the North American energy market with ownership or interests in approximately 7,700 megawatts of electricity. Our diversified power portfolio encompasses nuclear, natural gas, coal, hydro and wind generation.

Type	Locations	Capacity
Gas-fired combined cycle / co-gen	Rhode Island, Alberta, Ontario, Québec	2,523 MW
Waste heat recovery	Alberta	27 MW
Hydro-electric	Vermont, New Hampshire, Massachussets	567 MW
Wind	Québec	458 MW
Nuclear	Ontario	2,474 MW
Coal-fired (Power Purchase Arrangements)	Alberta	1,669 MW

Projects and Initiatives

TransCanada's projects and initiatives advance our goal to become the leading energy infrastructure company in North America, with a strong focus on natural gas transmission and power generation in regions where we enjoy significant competitive advantages. Some of the opportunities and projects which we are currently developing include:

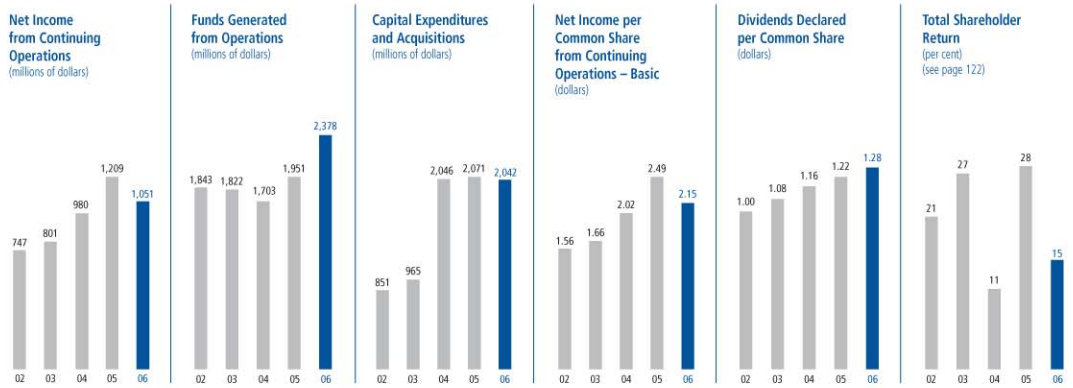
Pipelines	• Keystone Pipeline Project • Alaska Pipeline Project • Mackenzie Valley Pipeline
Gas Transmission Technology	• Composite Reinforced Line Pipe • Gas Transmission Modules
Liquefied Natural Gas (LNG)	• Broadwater Energy • Énergie Cacouna Energy
Gas-fired Generation	• Halton Hills Generating Station • Portland Energy Centre
Power Transmission	• Northern Lights
Nuclear	• Bruce A Restart
Wind	• Cartier Wind Energy • Kibby Wind Power Project

TransCanada
In business to deliver

Financial Highlights

Year ended December 31 (millions of dollars)	**2006**	2005	2004	2003	2002
Income					
Net income					
Continuing operations	**1,051**	1,209	980	801	747
Discontinued operations	**28**	–	52	50	–
	1,079	1,209	1,032	851	747
Cash Flow					
Funds generated from operations	**2,378**	1,951	1,703	1,822	1,843
(Increase)/decrease in operating working capital	**(303)**	(49)	29	93	92
Net cash provided by operations	**2,075**	1,902	1,732	1,915	1,935
Capital expenditures and acquisitions	**2,042**	2,071	2,046	965	851
Balance Sheet					
Total assets	**25,909**	24,113	22,422	20,887	20,555
Long-term debt	**10,887**	9,640	9,749	9,516	8,899
Common shareholders' equity	**7,701**	7,206	6,565	6,091	5,747

Common Share Statistics Year ended December 31	**2006**	2005	2004	2003	2002
Net income per share – Basic					
Continuing operations	**$2.15**	$2.49	$2.02	$1.66	$1.56
Discontinued operations	**0.06**	–	0.11	0.10	–
	$2.21	$2.49	$2.13	$1.76	$1.56
Net income per share – Diluted					
Continuing operations	**$2.14**	$2.47	$2.01	$1.66	$1.55
Discontinued operations	**0.06**	–	0.11	0.10	–
	$2.20	$2.47	$2.12	$1.76	$1.55
Dividends declared per share	**$1.28**	$1.22	$1.16	$1.08	$1.00
Common shares outstanding (millions)					
Average for the year	**488.0**	486.2	484.1	481.5	478.3
End of year	**489.0**	487.2	484.9	483.2	479.5



TransCanada
In business to deliver

ATTACHMENT 1-2

APPLICATION CHECKLIST

STATUTE	REQUIREMENT	RFA REFERENCE	APPLICANT'S REFERENCE
43.90.130 (1)	Application must be filed by the deadline	1.6	N/A
43.90.130 (2)	Provide a thorough description of a proposed natural gas pipeline project for transporting natural gas from the North Slope to market, which description may include multiple design proposals, including different design proposals for pipe diameter, wall thickness, and transportation capacity, and which description shall include:	2.1	2.1
(A)	the route proposed for the natural gas pipeline, which may not be the route described in AS 38. 35.017(b)	2.1.1	2.1.1(1)
(B)	the location of receipt and delivery points and the size and design capacity of the proposed natural gas pipeline at the proposed receipt and delivery points, except that this information is not required for in-state delivery points unless application proposes specific in-state delivery points;	2.1.1	2.1.1
(C)	an analysis of the project's economic and technical viability including a description of all pipeline access and tariff terms the applicant plans to offer;	2.10 2.2.3.4.	2.2.3.4 2.10
(D)	an economically and technically viable work plan, timeline, and associated budget for developing and performing the proposed project, including field work, environmental studies, design, and engineering, implementing practices for controlling carbon emissions from natural gas systems as established by the United States Environmental Protection Agency, and complying with all applicable state, federal, and international regulatory requirements that affect the proposed project; the applicant shall address the following:	2.2 to 2.8	2.2 to 2.8
(D) (i)	if the proposed project involves a pipeline into or through Canada, a thorough description of the applicant's plan to obtain necessary rights-of-way and authorizations in Canada, a description of the transportation services to be provided and a description of rate- making methodologies the applicant will propose to the regulatory agencies, and an estimate of rates and charges for all services;	2.2.3.13 2.2.4.1 2.2.4.5	2.2.3.5 2.2.3.6 2.2.3.7 2.2.3.8 2.2.3.13 2.2.4.1 2.2.4.2

STATUTE	REQUIREMENT	RFA REFERENCE	APPLICANT'S REFERENCE
(D) (ii)	if the proposed project involves marine transportation of liquefied natural gas, a description of the marine transportation services to be provided and a description of proposed ratemaking methodologies; an estimate of rates and charges for all services by third parties; a detailed description of all proposed access and tariff terms for liquefaction services or, if third parties would perform liquefaction services, identification of the third parties and the terms applicable to the liquefaction services; a complete description of the marine segment of the project including the proposed ownership, control, and cost of liquefied natural gas tankers, the management of shipping services, liquefied natural gas export, destination, regasification facilities, and pipeline facilities needed for transport to market destinations, and the entity or entities that would be required to obtain necessary export permits and licenses or a certificate of public convenience and necessity from the Federal Energy Regulatory Commission for the transportation of liquefied natural gas in interstate commerce if United States markets are proposed; and all rights-of-way or authorizations required from a foreign country;	2.1.3 2.2.3.14	N/A
43.90.130 (3)	If the proposed project is within the jurisdiction of FERC, does the Application commit:		
(A)	conclude, by a date certain that is not later than 36 months after the date the license is issued, a binding open season that is consistent with the requirements of 18 C.F.R. Part 157 Subpart B (Open Seasons for Alaska Natural Gas Transportation Projects) and 18 C.F.R. 157.30 - 157.39;	2.2 2.2.4.3 2.2.3	2.2 2.2.3.2 2.2.4.3
(B)	apply for Federal Energy Regulatory Commission approval to use the pre-filing procedures set out in 18 C.F.R. 157.21 by a date certain, and use those procedures before filing an application for a certificate of public convenience and necessity, except where the procedures are not required as a result of sec. 5 of the President's Decision issued under 15 U.S.C. 719 et seq. (Alaska Natural Gas Transportation Act of 1976); and	2.2 2.2.4.3	2.1(2) 2.2.3.2(1) 2.2.4.3

STATUTE	REQUIREMENT	RFA REFERENCE	APPLICANT'S REFERENCE
(C)	apply for a Federal Energy Regulatory Commission certificate of public convenience and necessity to authorize the construction and operation of the proposed project described in this section by a date certain;	2.2 2.2.4.3	2.2. 2.2.4.3
43.90.130 (4)	if the proposed project is within the jurisdiction of the Regulatory Commission of Alaska, commit to		N/A
(A)	conclude, by a date certain that is not later than 36 months after the date the license is issued, a binding open season that is consistent with the requirements of AS 42.06;	2.2 2.2.4.4	N/A
(B)	apply for a certificate of public convenience and necessity to authorize the construction and operation of the proposed project by a date certain;	2.2 2.2.4.4	N/A
43.90.130 (5)	commit that after the first binding open season, the applicant will assess the market demand for additional pipeline capacity at least every two years through public nonbinding solicitations or similar means;	2.4 2.4.1.1	2.4.1.1
43.90.130 (6)	commit to expand the proposed project in reasonable engineering increments and on commercially reasonable terms that encourage exploration and development of gas resources in this state;	2.4 2.4.1.2	2.4.1.2
43.90.130 (7) (A)	(A) will propose and support the recovery of mainline capacity expansion costs, including fuel costs, from all mainline system users through rolled-in rates as provided in (B) and (C) of this paragraph or through a combination of incremental and rolled-in rates as provided in (D) of this paragraph;	2.4 2.4.1.3 2.4.1.1	2.4.1.1 2.4.1.3

STATUTE	REQUIREMENT	RFA REFERENCE	APPLICANT'S REFERENCE
(B)	will propose and support the recovery of mainline capacity expansion costs, including fuel costs, from all mainline system users through rolled-in rates; an applicant is obligated under this subparagraph only if the rolled-in rates would increase the rates (i) not described in (ii) of this subparagraph by not more than 15 percent above the initial maximum recourse rates for capacity acquired before commercial operations commence; in this sub-subparagraph, "initial maximum recourse rates" means the highest cost- based rates for any specific transportation service set by the Federal Energy Regulatory Commission, the Regulatory Commission of Alaska, or the National Energy Board of Canada, as appropriate, when the pipeline commences commercial operations; (ii) by not more than 15 percent above the negotiated rate for pipeline capacity on the date of commencement of commercial operations where the holder of the capacity is not an affiliate of the owner of the pipeline project; for the purposes of this sub-subparagraph, "negotiated rate" means the rate in a transportation service agreement that provides for a rate that varies from the otherwise applicable cost-based rate, or recourse rate, set out in a gas pipeline's tariff approved by the Federal Energy Regulatory Commission, the Regulatory Commission of Alaska, or the National Energy Board of Canada, as appropriate; or (iii) for capacity acquired in an expansion after commercial operations commence, to a level that is not more than 115 percent of the volume-weighted average of all rates collected by the project owner for pipeline capacity on the date commercial operations commence;	2.4 2.4.1.3 2.4.1.1	2.2.3.5 2.2.3.8(3) 2.4.1.1 2.4.1.3
(C)	will, if recovery of mainline capacity expansion costs, including fuel costs, through rolled-in rate treatment would increase the rates for capacity described in (B) of this paragraph, propose and support the partial roll-in of mainline expansion costs, including fuel costs, to the extent that rates acquired before commercial operations commence do not exceed the levels described in (B) of this paragraph;	2.4 2.4.1.3 2.4.1.1	2.4.1.1 2.4.1.3
(D)	may, for the recovery of mainline capacity expansion costs, including fuel costs, that, under rolled-in rate treatment, would result in rates that exceed the level	2.4 2.4.1.3	2.4.1.1 2.4.1.3(2)

STATUTE	REQUIREMENT	RFA REFERENCE	APPLICANT'S REFERENCE
	in (B) of this paragraph, propose and support the recovery of those costs through any combination of incremental and rolled-in rates;	2.4.1.1	
43.90.130 (8)	state how the applicant proposes to deal with a North Slope gas treatment plant, regardless of whether that plant is part of the applicant's proposal, and, to the extent that the plant will be owned entirely or in part by the applicant, commit to seek certificate authority from the Federal Energy Regulatory Commission if the proposed project is engaged in interstate commerce, or from the Regulatory Commission of Alaska if the project is not engaged in interstate commerce; for a North Slope gas treatment plant that will be owned entirely or in part by the applicant, for rate-making purposes, commit to value previously used assets that are part of the gas treatment plant at net book value; describe the gas treatment plant, including its design, engineering, construction, ownership, and plan of operation; the identity of any third party that will participate in the ownership or operation of the gas treatment plant; and the means by which the applicant will work to minimize the effect of the costs of the facility on the tariff;	2.2 2.2.3.12	2.2 2.2.3.12
43.90.130 (9)	propose a percentage and total dollar amount for the state's reimbursement under AS 43.90.110(a)(1)(A) and (B) to be specified in the license;	2.11	2.11
43.90.130 (10)	commit to propose and support rates for the proposed project and for any North Slope gas treatment plant that the applicant may own, in whole or in part, that are based on a capital structure for rate-making that consists of not less than 70 percent debt;	2.2 2.2.3.5	2.2.3.7(2)
43.90.130 (11)	describe the means for preventing and managing overruns in costs of the proposed project, and the measures for minimizing the effects on tariffs from any overruns;	2.2.3.6 2.2.3.11	2.2.3.11
43.90.130 (12)	commit to provide a minimum of five delivery points of natural gas in this state;	2.1.1 2.2.3.9	2.1.1(2)(a) 2.2.3.9

STATUTE	REQUIREMENT	RFA REFERENCE	APPLICANT'S REFERENCE
43.90.130 (13) (A)	commit to offer firm transportation service to delivery points in this state as part of the tariff regardless of whether any shippers bid successfully in a binding open season for firm transportation service to delivery points in this state, and commit to offer distance-sensitive rates to delivery points in this state consistent with 18 C.F.R. 157.34(c)(8); and	2.2.3.9	2.2.3.9
(B)	commit to offer distance-sensitive rates to delivery points in the state consistent with 18 C.F.R. 157.34(c)(8);	2.2.3.9	2.2.3.9
43.90.130 (14)	commit to establish a local headquarters in this state for the proposed project;	2.2.5	2.2.5
43.90.130 (15) (A)	hire qualified residents from throughout the state for management, engineering, construction, operations, maintenance, and other positions on the proposed project.	2.3.4	2.3.4
(B)	contract with businesses located in the state;	2.3.4	2.3.4
(C)	establish hiring facilities or use existing hiring facilities in the state;	2.3.4	2.3.4
(D)	use, as far as is practicable, the job centers and associated services operated by the Department of Labor and Workforce Development and an Internet-based labor exchange system operated by the state.	2.3.4	2.3.4
43.90.130 (16)	waive the right to appeal the rejection of the application as incomplete, the issuance of a license to another applicant, or the determination under AS 43.90.180(b) that no application merits the issuance of a license;	1.13.7 Appendix D	1.0 Attach 1-3
43.90.130 (17)	commit to negotiate, before construction, a project labor agreement to the maximum extent permitted by law; in this paragraph, "project labor agreement" means a comprehensive collective bargaining agreement between the licensee or its agent and the appropriate labor representatives to ensure expedited construction with labor stability for the project by qualified residents of the state;	2.3.3	2.3.3

STATUTE	REQUIREMENT	RFA REFERENCE	APPLICANT'S REFERENCE
43.90.130 (18)	commit that the state reimbursement received by a licensee may not be included in the applicant's rate base, and shall be used as a credit against licensee's cost of service;	2.2.3.10	2.2.3.10
43.90.130 (19)	provide a detailed description of the applicant, all entities participating with the applicant in the application and the project proposed by the applicant, and persons the applicant intends to involve in the construction and operation of the proposed project; the description must include the nature of the affiliation for each person, the commitments by the person to the applicant, and other information relevant to the commissioners' evaluation of the readiness and ability of the applicant to complete the project presented in the application;	2.8	2.8
43.90.130 (20)	demonstrate the readiness, financial resources, and technical ability to perform the activities specified in the application by describing the applicant's history of compliance with safety, health, and environmental requirements, the ability to follow a detailed work plan and timeline, and the ability to operate within an associated budget.	All of Section 2 and 2.9	Sec 2 2.9
	Required Documents:		
	Signed Application with Corporate Approvals	1.10.4 1.13.3	Sec 1 Attach 1-3
	List of Applicant's Required and Additional Commitments		Sec 1 Attach 1-2
	Electronic Copy of Entire Application (On CD in PDF Print Ready Format)	1.5	Cover Memo
	List of Data for Applicants to Provide in MS Excel Format, Appendix C (On CD in MS Excel)	2.10.1	2.2.3.5(1) 2.2.3.7(6) 2.2.3.12 2.10(2)(b)
	Identification of Proprietary Information and Trade Secrets and summary of Information for Public	1.13.6	App B1-B13 App C App E App F

STATUTE	REQUIREMENT	RFA REFERENCE	APPLICANT'S REFERENCE
	TransCanada will comply with Required Commitments as defined in AS 43.90.130. There are no Additional Commitments		

ATTACHMENT 1-3

CERTIFICATION

CERTIFICATION

I certify that I am authorized to submit this Application on behalf of the co-applicant, as described below ("Co-Applicant") for which I am an authorized signatory.

I also certify that the Co-Applicant and any and all successors and assigns agree that in the event the Co-Applicant is awarded an AGIA License it will for the section for which it is responsible: (1) comply with AGIA and its requirements in their entirety, AS 43 90, et seq , as in effect on June 8, 2007, (2) perform all of the actions and fulfill all of the Required and Additional Commitments listed in its Application and as required in Appendix D; (3) be bound by the License terms and conditions as set forth in Section 4 of the Request for Applications, and (4) abide by, in addition to AGIA, all other applicable laws, rules and regulations. This certification includes the Co-Applicant's agreement to act Promptly and Diligently in fulfilling all of the foregoing requirements, commitments, and other obligations.

In addition, I certify under AS 43 90.130(16) that by submitting this Application, the Co-Applicant has waived the right to appeal the rejection of its Application as incomplete, the issuance of a License to another applicant, or the Determination under AS 43.90 180(b) that no Application merits the issuance of a License.

Finally, I certify that the Co-Applicant agrees this certification is provided by the Co-Applicant as consideration for the inducements provided to the Co-Applicant under AS 43.90.110, and that this certification shall remain binding upon the Co-Applicant.

TRANSCANADA ALASKA COMPANY, LLC, as applicant for the Alaska Section and the GTP.

Per: _____
Anthony M. Palmer

Per: _____
Donald R. Marchand

FOOTHILLS PIPE LINES LTD., as applicant for the Canada Section, on behalf of its Canadian subsidiaries certificated pursuant to the Northern Pipeline Act to construct the portions of the Project within their respective zones.

Per: _____
Anthony M. Palmer

Per: _____
Dennis J. McConaghy

NOTARIZATION/ATTESTATION

I attest that this Certification was executed in my presence and the persons signing are duly authorized directors or officers of the Co-Applicants who are personally known to me.

Dated this 30th day of November, 2007 at Calgary, Alberta, Canada.

_____
Donald J. DeGrandis
Notary Public in the Province of Alberta