

TRANSCANADA PIPELINES LTD  
Form FWP  
June 28, 2013

Filed Pursuant to Rule 433  
Registration Statement. 333-177789  
June 28, 2013

**U.S.\$500,000,000**  
**TransCanada PipeLines Limited**

**Floating Rate Senior Notes due 2016**

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|--|---|
| <b>Issuer:</b>                           | TransCanada PipeLines Limited   |
| <b>Security:</b>                         | Floating Rate Senior Notes due 2016   |
| <b>Size:</b>                             | U.S.\$500,000,000   |
| <b>Maturity Date:</b>                    | June 30, 2016   |
| <b>Spread to LIBOR:</b>                  | 68 bps  |
| <b>Designated LIBOR page:</b>            | Reuters Screen LIBOR01  |
| <b>Interest Rate Basis:</b>              | 3-month U.S. dollar LIBOR   |
| <b>Interest Reset and Payment Dates:</b> | September 30, December 30, March 30 and June 30, commencing September 30, 2013    |
| <b>Interest Determination Dates:</b>     | The second London Business Day preceding the first day of such interest period    |
| <b>Day Count Basis:</b>                  | Actual/360  |
| <b>Price to Public:</b>                  | 100%  |
| <b>Minimum Denominations:</b>            | \$1,000   |
| <b>Optional Redemption:</b>              | None  |
| <b>Trade Date:</b>                       | June 28, 2013   |
| <b>Expected Settlement Date:</b>         | July 3, 2013 (T+3)  |
| <b>CUSIP:</b>                            | 89352H AJ8  |
| <b>ISIN:</b>                             | US89352HAJ86  |
| <b>Expected Ratings:</b>                 | A3 by Moody's Investors Service, Inc.<br>A- by Standard & Poor's Ratings Services |

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**Joint Bookrunners:**

Deutsche Bank Securities Inc.

HSBC Securities (USA) Inc.

**Co-Managers:**

Citigroup Global Markets Inc.

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith Incorporated

Mitsubishi UFJ Securities (USA), Inc.

Mizuho Securities USA Inc.

UBS Securities LLC

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**Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.**

**You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Deutsche Bank Securities Inc. toll free at (800) 503-4611 or HSBC Securities (USA) Inc. toll free at (866) 811-8049.**

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