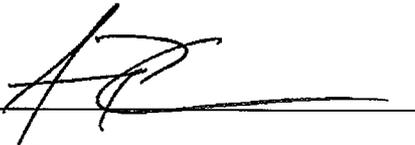


**OCI REPRESENTATION STATEMENT
WITH RESPECT TO THE PREPARATION OF A SUPPLEMENTAL ENVIRONMENTAL IMPACT
STATEMENT FOR THE KEystone XL OIL PIPELINE PROJECT BY ERM, INC. AS A
THIRD-PARTY CONTRACTOR**

Name of person or Organization: TransCanada Corporation

As a representative of TransCanada Corporation, I hereby certify that, to the best of my knowledge and belief, no facts exist relevant to any past, present, or currently planned interest or activity (financial, contractual, personal, organizational or otherwise) that relate to the proposed work; and bear on whether ERM, Inc. has a possible conflict of interest with respect to (1) being able to render impartial, technically sound, and objective assistance or advice; or (2) being given an unfair competitive advantage. The internal processes undertaken to conduct our OCI review involved a comprehensive review of the Company's services contract data base as well as inquiries to persons within the Company with relevant information.

Signature: _____



Date: _____

12/13/12

Name: James P. White

Organization: TransCanada Corporation

Title: Associate General Counsel, Pipeline Law U.S.

OCI ONGOING OBLIGATIONS CERTIFICATION
WITH RESPECT TO THE PREPARATION OF A SUPPLEMENTAL ENVIRONMENTAL IMPACT
STATEMENT FOR THE KEystone XL OIL PIPELINE PROJECT BY ERM, INC. AS A
THIRD-PARTY CONTRACTOR

I recognize that OCI is an ongoing obligation. Should I or my organization become aware of any actual or potential OCIs during the performance of this contract, I or my organization will advise the Department of State and ERM, Inc. and propose mitigation or explain why none is needed. TransCanada will perform regular reviews of its services contract data base and make appropriate inquiries of persons within the Company with relevant information to ensure that OCI does not arise during the Project.

Signature:  Date: 12/13/12

Name: James P. White

Organization: TransCanada Corporation

Title: Associate General Counsel, Pipeline Law U.S.