

ENBRIDGE INC
Form 6-K
March 26, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 6-K
Report of Foreign Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934
Dated March 26, 2007
Commission file number 0-21080

ENBRIDGE INC.

(Exact name of Registrant as specified in its charter)

Canada (State or other jurisdiction of incorporation or organization)	None (I.R.S. Employer Identification No.)
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3000, 425 1st Street S.W.
Calgary, Alberta, Canada T2P 3L8
(Address of principal executive offices and postal code)
(403) 231-3900
(Registrants telephone number, including area code)

Indicate by check mark whether the Registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the Registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the Registrant is submitting the Form 6-K in paper as permitted by regulation S-T Rule 101(b)(7):

Yes No

Indicate by check mark whether the Registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to the Registrant in connection with Rule 12g3-2(b):
N/A

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENTS ON FORM S-8 (FILE NO. 333-127265, 333-13456, 333-97305 AND 333-6436), FORM F-3 (FILE NO. 333-89618) AND FORM F-10 (FILE NO. 333-141478) OF ENBRIDGE INC. AND TO BE PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

The following documents are being submitted herewith:

1. Notice of Meeting and Management Information Circular; and
2. Form of Proxy.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ENBRIDGE INC.
(Registrant)

Date: March 26, 2007

By: /s/ Alison T. Love
Alison T. Love
Vice President & Corporate Secretary

Management Information Circular Annual and Special Meeting of Shareholders of Enbridge Inc. to be held on Wednesday, May 2, 2007 in Edmonton, Alberta, Canada

March 2, 2007

March 2, 2007

Dear Shareholder,

On behalf of the Board of Directors, Management and employees of Enbridge Inc., I invite you to attend the Annual and Special Meeting of Shareholders which will take place on Wednesday, May 2, 2007 at The Westin Edmonton in Edmonton, Alberta, Canada. The Annual and Special Meeting is your opportunity to meet with the Corporation's Board of Directors and its Senior Management to discuss items of interest to you, last year's performance, and to receive an in person presentation outlining our efforts to ensure that Enbridge Inc. remains one of your most valued investments.

The items of business to be dealt with and the details of the Annual and Special Meeting are described in the attached Notice of Annual and Special Meeting of Shareholders and Management Information Circular. The business will include the receipt of the Consolidated Annual Financial Statements and the Report of the Auditors for the financial year ended December 31, 2006, the election of Directors, the appointment of Auditors, and the adoption of a new Incentive Stock Option Plan and a new Performance Stock Option Plan.

If you opted not to receive a copy of the Corporation's Annual Report this year, we are enclosing with the Management Information Circular and related proxy materials, an insert that contains key corporate facts about the Corporation, including financial highlights for the year ended December 31, 2006, which information has been taken from the Annual Report. The Annual Report, along with additional documentation and information concerning the Corporation, is available on the Corporation's website at www.enbridge.com. The Investor Relations section of the website is of particular interest and outlines financial performance, frequently asked questions, historic financial data and presentations recently made to the investment community. You will also find recently filed corporate disclosure documents under Reports & Filings on the Investor Relations page.

If you are unable to attend the Annual and Special Meeting in person, I encourage you to vote your common shares by any of the means available to you, as described in the Management Information Circular and Proxy Form.

Sincerely,

Patrick D. Daniel

President & Chief Executive Officer

ENBRIDGE INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

The annual and special meeting of holders of common shares of Enbridge Inc. will be held in the Manitoba Room of The Westin Edmonton, 10135 - 100th Street, Edmonton, Alberta, Canada on Wednesday, May 2, 2007 at 1:30 p.m. (mountain daylight saving time) for the purposes of:

- (1) receiving the consolidated annual financial statements and the report of the auditors for the financial year ended December 31, 2006;
 - (2) electing directors for the ensuing year;
 - (3) appointing the auditors and authorizing the directors to fix their remuneration;
 - (4) approving a new incentive stock option plan and a new performance stock option plan; and
 - (5) considering such other matters as may properly come before the meeting, or any adjournment of that meeting.
- Holders of common shares of record at the close of business on Thursday, March 15, 2007, will be entitled to vote at the meeting, or any adjournment of that meeting.

DATED at Calgary, Alberta, Canada this 2nd day of March, 2007.

By Order of the Board of Directors

Alison T. Love

Vice President & Corporate Secretary

*Your vote is important regardless of the number of Enbridge Inc. common shares you own. If you are a registered shareholder and are unable to attend the meeting in person, please follow the instructions to either **complete, sign, date and return the enclosed form of proxy** relating to the Enbridge Inc. common shares held by you in the postage paid return envelope provided for that purpose for use at the meeting **or vote by telephone, facsimile or internet.***

To be used at the meeting, a paper form of proxy must be deposited with CIBC Mellon Trust Company at its corporate trust office in Agincourt, Ontario, Canada, the address of which is listed in Appendix C to the management information circular, at any time up to 6:00 p.m. (mountain daylight saving time) on the second last business day (April 30, 2007) preceding the day of the meeting, or any adjournment of that meeting. Complete directions for use of the telephone, facsimile or the internet to transmit your voting instructions are provided with the form of proxy.

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QUESTIONS AND ANSWERS ON VOTING

Your vote is important to Enbridge Inc. (Enbridge or the Corporation). Set forth below is guidance with respect to voting your Enbridge common shares. Note that unless otherwise specified, the answers relate to all shareholders, regardless of whether you are a registered or beneficial shareholder.

Q: Am I entitled to vote?

A: If you are a holder of common shares at the close of business on Thursday, March 15, 2007, you are entitled to vote at the meeting, or at any adjournment of that meeting, on the items of business set forth in the notice of annual and special meeting of shareholders.

Q: Am I a registered shareholder?

A: You are a registered shareholder if you hold any common shares in your own name. Your common shares are represented by a physical share certificate.

Q: Am I a beneficial (non-registered) shareholder?

A: You are a beneficial shareholder if your common shares are held in an account where they are held in the name of a nominee (bank, trust company, securities broker or other). Your common shares are not represented by a physical share certificate but are recorded on an electronic system.

Q: How many votes am I entitled to?

A: You are entitled to one vote for each common share you hold.

Q: What items of business am I voting on?

A: You are voting on the:

- (a) election of directors for the upcoming year;
- (b) appointment of the auditors and authorization of the directors to fix the auditors' remuneration;
- (c) approval of a new incentive stock option plan and a new performance stock option plan for the Corporation;
and
- (d) any other business that may be properly brought before the meeting, or any adjournment of that meeting.

Q: How will these items of business be decided at the meeting?

A: A simple majority of the votes cast (50% plus one vote), by the shareholders, in person or by proxy, will constitute approval of the election of directors, the appointment of auditors and the approval of a new incentive stock option plan and a new performance stock option plan.

Q: How do I vote?

A: If you are a *registered shareholder*, you can vote in person at the meeting or by proxy.

- (a) *To vote in person* Do not complete and return the form of proxy but simply attend the meeting where your vote will be taken and counted. Be sure to register with CIBC Mellon

Trust Company, the Corporation's transfer agent and registrar (CIBC Mellon), when you arrive at the meeting.

- (b) *To vote by proxy* You can convey your voting instructions by mail, telephone, facsimile or internet and by doing so your common shares will be voted at the meeting by P.D. Daniel or D.A. Arledge, who are the appointees set forth in the form of proxy. Instructions as to how to convey your voting instructions by any of these means are set forth on the back of the form of proxy and should be carefully followed.

If you convey your instructions by any of the means available to you, **your instructions must be received by 6:00 p.m. (mountain daylight saving time) on the second last business day (April 30, 2007) preceding the day of the meeting, or any adjournment of that meeting.**

If you are a *beneficial shareholder*, your nominee will have their own means of conveying voting instructions which should be carefully followed. Most nominees will mail you a voting instruction form that will need to be completed and returned. In addition to conveying voting instructions by mail, a nominee may also provide you with the option to convey your voting instructions by telephone, facsimile or internet.

If you hold your common shares both as a registered and beneficial shareholder, you will need to convey your vote using each of the applicable procedures set forth above.

Q: Is my vote confidential?

A: Proxies are counted and tabulated independently of Enbridge by CIBC Mellon to preserve the confidentiality of your vote. CIBC Mellon does not inform the management of Enbridge as to how a shareholder votes except:

- (a) as necessary to meet legal requirements;
- (b) in the event of a proxy contest; or
- (c) in the event a shareholder made written comments on the form of proxy intended for the management of Enbridge.

Q: As a beneficial shareholder can I vote in person at the meeting?

A: Yes.

Enbridge does not have the names of the beneficial shareholders and so, if you attend the meeting, Enbridge will not have a record of the number of common shares you own or your entitlement to vote, unless your nominee has appointed you as proxyholder. To be appointed, you should insert your own name in the space provided on the voting instruction form provided to you by your nominee and carefully follow the instructions provided. Do not otherwise complete the form. This will allow you to attend the meeting and vote your common shares in person. Be sure to register with CIBC Mellon when you arrive at the meeting.

Q: Can I appoint a person as proxyholder other than the management nominees, P.D. Daniel and D.A. Arledge?

A: **Whether or not you attend the meeting, you have the right to appoint a person, who does not need to be a shareholder, to represent you and vote your common shares in accordance with your voting instructions at the meeting.** To exercise this right, strike out the names of the management nominees and insert the name of the person you wish to act as proxyholder, or complete another proper form of proxy. You may also appoint a person to act as proxyholder through the internet if you elect to vote separately on each item of business. Specific instructions as to how you can appoint a proxyholder will be provided to you when you elect to vote separately using the internet. Be sure that the person is aware that he/she is your proxyholder and registers with CIBC Mellon at the meeting indicating that he/she is your proxyholder.

This right only exists if you convey your voting instructions by mail, and if you vote separately on each item of business using the internet.

Q: Who is soliciting my proxy?

A: Management of Enbridge and its board of directors are soliciting your proxy and the costs of doing so are being borne by Enbridge. In addition to soliciting proxies by mail, employees of Enbridge may also, without additional compensation, solicit personally or by telephone.

Q: How will my proxy be voted?

A: Your proxyholder, whether it is the management nominees or another person designated by you, must vote for or against or withhold your vote in accordance with the instructions you have conveyed. If you do not convey any instructions and appoint a proxyholder, you can let your proxyholder decide your vote for you. **If you do not convey any instructions and appoint the management nominees as proxyholder or your proxyholder does not give specific instructions, your common shares will be voted FOR the election of directors, the appointment of auditors and the approval of a new incentive stock option plan and a new performance stock option plan.**

Q: What if there are amendments or variations to the items of business set forth in the notice of meeting or other matters are brought before the meeting?

A: The enclosed form of proxy gives the person named on it the authority to use their discretion in voting on amendments or variations of the items set forth in the notice of meeting and on any other matters brought before the meeting. Proxyholders will vote in accordance with their best judgment pursuant to this discretionary authority.

As at the date of this management information circular, the board of directors and management do not know of any variations or amendments to the proposed items of business or any additional matters which may be presented for consideration at the meeting.

Q: Can I change my mind once I have submitted my proxy?

A: Yes.

You can revoke your proxy at any time before it is acted upon.

As a **registered shareholder**, if your proxy was submitted by facsimile or mail, you can revoke it by instrument in writing executed by you or by your attorney authorized in writing, or if the shareholder is a corporation, under

corporate seal or by an officer or attorney duly authorized, and deposit such instrument in writing at the registered office of Enbridge. If you conveyed your voting instructions by telephone or internet, then conveying new instructions will revoke prior instructions.

Instructions can be revoked at any time up to and including 6:00 p.m. (mountain daylight saving time) on the business day preceding the meeting (May 1, 2007), or any adjournment of that meeting; or by depositing the revoking instrument with the Chair of the meeting on the day of the meeting, or any adjournment of that meeting; or in any other manner permitted by law, including personal attendance at the meeting, or any adjournment of that meeting.

If an instrument of revocation is deposited with the Chair, it will not be effective with respect to any item of business that has been voted upon prior to the deposit.

If you are a *beneficial shareholder*, you should contact your nominee for instructions on how to revoke your proxy.

Q: Who counts the votes?

A: CIBC Mellon, who will also act as scrutineer at the meeting.

Q: How are my common shares voted if a ballot is called at the meeting on any of the items of business and a proxyholder other than myself is appointed?

A: Your common shares will be voted as you specified in your proxy. **If no such specification is made, then your common shares will be voted FOR the election of directors, the appointment of auditors and the approval of a new incentive stock option plan and a new performance stock option plan.**

Q: Who can I contact if I have any further questions on voting at the meeting?

A: You can contact CIBC Mellon,

By e-mail to: www@cibcmellon.com; or

By telephone: Toll free in North America 1-800-387-0825.

ENBRIDGE INC.
MANAGEMENT INFORMATION CIRCULAR

GENERAL INFORMATION

This management information circular (the **Circular**) is furnished in connection with the solicitation of proxies by and on behalf of the management (**Management**) of Enbridge Inc. (**Enbridge** or the **Corporation**) and its board of directors (the **Board**). The accompanying form of proxy (**Proxy Form**) is for use at the annual and special meeting (the **Meeting**) of holders (the **Shareholders**) of common shares (**Enbridge Shares**) of Enbridge to be held on Wednesday, May 2, 2007, and at any adjournment of that meeting. The cost of this solicitation of proxies will be borne by the Corporation. The solicitation will be primarily by mail but proxies may also be solicited personally or by telephone by employees of the Corporation, without additional compensation.

Live Webcast of the Meeting

Shareholders who are unable to attend the Meeting in person have the opportunity to listen and view a live webcast of the Meeting. The details concerning the live webcast will be provided on Enbridge's website at www.enbridge.com and in a news release prior to the Meeting. Shareholders unable to listen and view the live webcast, will also be able to listen to a recorded version of the Meeting at a later date, as one will be made available on the Corporation's website.

Currency

All dollar amounts set forth in this Circular are in Canadian dollars, unless otherwise indicated.

Mailing Date and Date of Information in the Circular

Management anticipates that this Circular and the Proxy Form will be mailed to the Shareholders on or about March 23, 2007. Unless otherwise stated, information contained in this Circular is given as at March 2, 2007.

Executive and Registered Office

The principal executive and registered office of the Corporation is located at 3000, 425 - 1st Street S.W., Calgary, Alberta, Canada, T2P 3L8, and the Corporation's telephone number is (403) 231-3900.

Share Capital and Principal Holders Thereof

The authorized share capital of Enbridge consists of an unlimited number of Enbridge Shares and an unlimited number of nonvoting preference shares, issuable in series. As at March 2, 2007, there were 367,081,886 Enbridge Shares issued and outstanding.

There is no single holder known to the Corporation, the Board, or Management, who beneficially owns, directly or indirectly, or who exercises control or direction over, more than 10% of the outstanding Enbridge Shares. Noverco Inc. (**Noverco**) and its affiliates own in the aggregate 34,700,000 Enbridge Shares, representing approximately 9.5% of the issued and outstanding Enbridge Shares. Pursuant to a Share and Warrant Subscription Agreement dated August 27, 1997 (the **Subscription Agreement**) among Noverco, Gaz Métropolitain, Inc. (**Gaz**) and the Corporation, the Corporation has agreed to use its best efforts to facilitate the maintenance of Noverco's aggregate ownership interest in the Corporation at approximately 10% by permitting Noverco to participate in any future offerings of Enbridge Shares.

Board and Committees of the Board

As at March 2, 2007, the directors of the Corporation (the **Directors**) are David A. Arledge, James J. Blanchard, J. Lorne Braithwaite, Patrick D. Daniel, J. Herb England, E. Susan Evans, David A. Leslie, Robert W. Martin, George K. Petty, Charles E. Shultz, Donald J. Taylor and Dan C. Tutcher.

Information concerning the Directors is set forth under the heading **Election of Directors** beginning on page 4 of this Circular.

Enbridge has four standing committees of the Board (**Board Committees**) but does not have an executive committee of its Board. The Board Committees are the Audit, Finance & Risk Committee (**AFR Committee**), Human Resources & Compensation Committee (**HRC Committee**), Governance Committee and Corporate Social Responsibility Committee (**CSR Committee**). Membership and the principal function of each Board Committee is set forth under the heading **Board Committees** beginning on page 36 in Appendix **A** of this Circular.

Communicating with the Board

Shareholders may write to the Board or any Director(s) in care of the following address:

By mail to: Enbridge Inc.
3000, 425 - 1st Street S.W.
Calgary, Alberta, Canada
T2P 3L8

Attention: Alison T. Love
Vice President & Corporate Secretary

By e-mail to: corporatesecretary@enbridge.com

Statement of Corporate Governance Practices

As the Enbridge Shares are listed on the Toronto Stock Exchange (the "TSX"), Enbridge must comply with the corporate governance guidelines or rules adopted by that exchange. The Enbridge Shares are also listed on the New York Stock Exchange (the "NYSE"), and Enbridge must disclose any significant ways in which its governance practices differ from NYSE requirements applicable to the United States of America (also referred to in this Circular as "U.S.") listed companies. Enbridge must also comply with the corporate governance guidelines or rules adopted by Canadian securities regulators and the U.S. Securities and Exchange Commission (the "U.S. SEC").

A complete description of the Corporation's approach to corporate governance is set forth under the heading "Statement of Corporate Governance Practices" in Appendix "A" of this Circular.

Additional Information and Availability of Documents

Additional information and documents concerning the Corporation, including terms of reference for the Board and Board Committees, corporate policies and public disclosure documents, can be found on the Corporation's website at www.enbridge.com. The Corporation's public disclosure documents can also be found on SEDAR at www.sedar.com and EDGAR at www.sec.gov.

PARTICULARS OF MATTERS TO BE ACTED UPON

Receipt of Financial Statements

The Directors will place before the Meeting the consolidated annual financial statements and the report of the auditors for the financial year ended December 31, 2006 (the Financial Statements). The 2006 annual report (the Annual Report) to Shareholders, which contains financial information about the Corporation including the Financial Statements and Management's Discussion & Analysis, is included with the general mailing of this Circular to registered shareholders (Registered Shareholders) and beneficial shareholders (Beneficial Shareholders) who opted to receive it. The Annual Report, the Notice of Meeting of Shareholders (Notice of Meeting) and the Circular are available for viewing and electronic delivery on the Corporation's website under the heading Financial Information Reports & Filings on the Investor Relations page. Copies of the Annual Report or Financial Statements are available, upon request, from the Investor Relations group of the Corporation. You may contact Investor Relations by: mail at 3000, 425 1st Street S.W. Calgary, Alberta, Canada, T2P 3L8; telephone at 1-800-481-2804; and e-mail through the Corporation's website under the heading Contact Investor Relations Order Investor Material on the Investor Relations page.

Election of Directors

General Information

The articles of the Corporation provide that the number of Directors shall be not less than 1 and not more than 15, as the Board may from time to time determine.

The Governance Committee acts as the nominating committee and is responsible for, among other things, the nomination of Directors to the Board. The Governance Committee has established and uses the Board Composition Plan to determine which individuals should be nominated to the Board. Further information concerning the Board Composition Plan is set forth under the heading Nomination of Directors beginning on page 44 in Appendix A of this Circular.

Pursuant to the general guidelines for the Board (the Board Guidelines), a Director, following the attainment of age 70, will retire at the next annual meeting of Shareholders. However, a Director may continue to serve until the first annual meeting of Shareholders following the Director's 72nd birthday if: (a) the Director has requested a two-year extension prior to reaching the age of 70, and (b) the extension has been unanimously approved by the Directors then in office. In the event that a peer review has not been completed by the Directors in the 12-month period preceding the vote on the two-year extension, a peer review will be completed prior to such vote. Information regarding the process of a peer review is set forth under the heading Assessment of Individual Directors on page 45 in Appendix A of this Circular. Any Director continuing in office beyond the first annual meeting of Shareholders following the Director's 70th birthday will not be eligible to be the Chair of the Board or the Chair of any Board Committee. The Board Guidelines can be found on the Corporation's website.

Individuals Proposed to Be Nominated

The Board by resolution dated February 21, 2007 has established the size of the Board to be elected at the Meeting at 11 Directors. Although the Board is currently comprised of 12 Directors, only 11 of the Directors are standing for election. Pursuant to the Board Guidelines, Donald J. Taylor is retiring at the Meeting as he has attained the age of 72, and although Robert W. Martin has attained the age of 70, he will stand for election as his request for a two-year extension to serve on the Board was unanimously approved by the Board on January 31, 2007. As required by the Board Guidelines, a peer review was conducted prior to the Board approval. On the day of the Meeting, Mr. Martin will resign as Chair of the AFR Committee and David A. Leslie will assume that position.

The 11 proposed nominees for election as Directors are:

David A. Arledge

James J. Blanchard

J. Lorne Braithwaite

Patrick D. Daniel

J. Herb England

E. Susan Evans

David A. Leslie

Robert W. Martin
George K. Petty
Charles E. Shultz
Dan C. Tutcher

Other than Mr. England, who was appointed to the Board on January 1, 2007, all other proposed nominees for election as Directors were elected at the annual meeting of Shareholders held on May 3, 2006 (the 2006 Meeting).

There is no family relationship between any of the proposed nominees for election as Directors.

The Subscription Agreement among Noverco, Gaz and the Corporation not only sets forth terms by which Noverco will acquire and maintain an ownership interest in the Corporation but also contains terms regarding the composition of the Board. The parties agreed that so long as Noverco or its subsidiaries remain the registered and beneficial owners of an aggregate of at least 8% of the outstanding Enbridge Shares, on an annual basis, the Corporation shall nominate and support the election to the Board of individuals proposed by Noverco, being at least one, in proportion to the percentage of outstanding Enbridge Shares owned by Noverco to all Enbridge Shares outstanding. None of the proposed nominees for election as Directors represents Noverco by such right of nomination.

The following pages set forth information regarding the proposed nominees for election as Directors (all of whom have consented to stand for election) together with their municipality of residence, age, year in which they joined the Board, their independence status, principal occupation(s) during the five preceding years, areas of expertise, Board Committee memberships, percentage of total attendance at Board and Board Committee meetings during 2006, as well as other public and private¹ corporation/trust directorships/trusteeships and committee memberships. Also set forth is the number of Enbridge Shares², deferred stock units (Deferred Stock Units or DSUs) and stock options held as at March 2, 2007, as well as the total market value of those securities as at the same date (excluding stock options). Supplemental information pertaining to the proposed nominees for election as Directors is set forth beginning on page 11 of this Circular.

4 Management Information Circular

David A. Arledge (Age 62)

Naples, Florida, United States of America

Director since January 1, 2002 and appointed Chair of the Board in May 2005: Independent

Principal Occupation(s): From 1983 until 2001, Mr. Arledge was principally employed by Coastal Corporation (energy company) which merged in early 2001 with El Paso Corporation (integrated energy company). He held various executive positions in finance from 1983 to 1993, including Senior Vice President, Finance and Chief Financial Officer, and from 1993 to 2001 held many senior executive and operating positions, most recently retiring as Chairman, President & Chief Executive Officer.

Areas of Expertise: Energy, Finance, Accounting, Oil & Gas, Pipelines and Regulated Businesses

Enbridge Board Committee Memberships: Mr. Arledge is a member of the HRC Committee and the Governance Committee.

% of Total Attendance at Enbridge Board and Board Committee Meetings during the financial year ended December 31, 2006: 100%

Other Public Corporation/Trust Directorships/Trusteeships: Mr. Arledge served as Vice Chairman of the Board of Directors of El Paso Corporation until his resignation in November 2001, having served in that capacity since the merger of Coastal Corporation and El Paso Corporation.

Other Public Committee Memberships: None

Private Corporation/Trust Directorships/Trusteeships: Mr. Arledge is also a member of the Board of Aviva USA, a subsidiary of Aviva plc, a public company.

Private Committee Memberships: Mr. Arledge serves on the Audit Committee and is the Chair of the Human Resources & Compensation Committee of Aviva USA.

Equity Securities Held and Total Market Value of those Securities as at March 2, 2007: Mr. Arledge owns 16,300 Enbridge Shares and 5,618 Deferred Stock Units, whose total market value is \$815,350.

Other Information: Mr. Arledge meets the Voluntary Minimum Share Ownership Guideline.

James J. Blanchard (Age 64)

Beverly Hills, Michigan, United States of America

Director since January 25, 1999: Independent

Principal Occupation(s): Mr. Blanchard has practiced law with DLA Piper US, LLP in Michigan and Washington, D.C. since 1996 and is the Chairman, Government Affairs. Prior thereto, from 1993 to 1996, Mr. Blanchard served as the United States Ambassador to Canada. He was Governor of Michigan for eight years and also spent eight years in the United States Congress.

Areas of Expertise: Government, Legal, Environmental, Safety & Sustainability, Governance

Enbridge Board Committee Memberships: Mr. Blanchard is a member of the Governance Committee and is Chair of the CSR Committee.

% of Total Attendance at Enbridge Board and Board Committee Meetings during the financial year ended December 31, 2006: 100%

Other Public Corporation/Trust Directorships/Trusteeships³: None

Other Public Committee Memberships: None

Equity Securities Held and Total Market Value of those Securities as at March 2, 2007: Mr. Blanchard owns 10,961 Enbridge Shares and 22,681 Deferred Stock Units, whose total market value is \$1,251,482.

Other Information: Mr. Blanchard meets the Voluntary Minimum Share Ownership Guideline.

J. Lorne Braithwaite (Age 65)

Malahide, County Dublin, Ireland

Director since May 3, 1989: Independent

Principal Occupation(s): Mr. Braithwaite was President & Chief Executive Officer of Cambridge Shopping Centres Limited (developer and manager of retail shopping malls in Canada) from 1978 to 2001.

Areas of Expertise: Finance, Mergers & Acquisitions, Governance, Human Resources, Real Estate and Retail

Enbridge Board Committee Memberships: Mr. Braithwaite is a member of the HRC Committee and the CSR Committee.

% of Total Attendance at Enbridge Board and Board Committee Meetings during the financial year ended December 31, 2006: 94%

Other Public Corporation/Trust Directorships/Trusteeships: Mr. Braithwaite is a Director of Enbridge Gas Distribution Inc. (utilities company and an indirect, wholly-owned subsidiary of the Corporation) and Jannock Properties Limited (real estate company). Mr. Braithwaite is also a Trustee of Enbridge Commercial Trust (trust and a subsidiary of Enbridge Income Fund which is managed by a subsidiary of the Corporation).

Other Public Committee Memberships: Mr. Braithwaite serves on the Audit Committee of Enbridge Gas Distribution Inc. and the Audit and Compensation Committees of Jannock Properties Limited.

Private Corporation/Trust Directorships/Trusteeships: As of January 2006, Mr. Braithwaite joined the largest shopping mall company in the Middle East, as the Chairman of MAF Shopping Centres LLC, Dubai, United Arab Emirates. He is also a Director of Bata Shoe Corporation (international shoe retailing company) and Northern Group Retail Ltd. (ladies specialty apparel retailer operating throughout Canada and Northeast U.S.).

Private Committee Memberships: Mr. Braithwaite is Chair of the Audit Committee and a member of the Compensation Committee for Bata Shoe Corporation. He is also Chairman of the Investment Advisory Committee for the Canada Post Pension Plan.

Equity Securities Held and Total Market Value of those Securities as at March 2, 2007: Mr. Braithwaite owns 33,751 Enbridge Shares and 7,637 Deferred Stock Units, whose total market value is \$1,539,634.

Other Information: Mr. Braithwaite meets the Voluntary Minimum Share Ownership Guideline.

Patrick D. Daniel (Age 60)

Calgary, Alberta, Canada

Director since April 27, 2000: Not Independent

Principal Occupation(s): Mr. Daniel has been a Senior Executive Officer of the Corporation for over 13 years and has been President & Chief Executive Officer of the Corporation since January 1, 2001.

Areas of Expertise: Business Management, Energy, Engineering and Pipelines

Enbridge Board Committee Memberships: As President & Chief Executive Officer, Mr. Daniel is not a member of any Board Committee but he attends Board Committee meetings at the request of the Board.

% of Total Attendance at Enbridge Board and Board Committee Meetings during the financial year ended December 31, 2006: 100%

Other Public Corporation/Trust Directorships/Trusteeships: Mr. Daniel is a Director of Enbridge Gas Distribution Inc. (utilities company and an indirect, wholly-owned subsidiary of the Corporation); Chair of Enbridge Pipelines Inc. (pipeline company and a wholly-owned subsidiary of the Corporation); Director of EnCana Corporation (oil and gas company); Enerflex Systems Ltd. (industrial products company) and Synenco Energy Inc. (oil and gas company).

Other Public Committee Memberships: Mr. Daniel serves on the Pension and Audit, Finance & Risk Committees of EnCana Corporation and the Corporate Governance Committee of Enerflex Systems Ltd. Mr. Daniel is also a member of the Reserves & Resources Committee and Chair of the Finance Committee of Synenco Energy Inc.

Private Corporation/Trust Directorships/Trusteeships: Mr. Daniel is a Director of a number of Enbridge subsidiaries. He is also a Director of the American Petroleum Institute and is on advisory councils at both the Universities of

Alberta and British Columbia.

Private Committee Memberships: None

Equity Securities Held and Total Market Value of those Securities as at March 2, 2007: Mr. Daniel owns 324,547 Enbridge Shares and holds options to acquire 1,657,400 Enbridge Shares. The total market value of the Enbridge Shares are \$12,073,148.

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J. Herb England (Age 60)

Naples, Florida, United States of America

Director since January 1, 2007: Independent

Principal Occupation(s): Mr. England is the President & Chief Executive Officer of Stahlman-England Irrigation Inc. (contracting company) in southwest Florida. From 1993 to 1997, Mr. England was the Chairman, President & Chief Executive Officer of Sweet Ripe Drinks Ltd. (fruit beverage manufacturing company). Prior to 1993, Mr. England held various executive positions with John Labatt Limited (brewing company) and its operating companies, including the position of Chief Executive Officer of Labatt Breweries (brewing company), Catelli Inc. (food manufacturing company) and Johanna Dairies Inc. (dairy company). In 1993, Mr. England retired as Senior Vice-President, Finance and Corporate Development and Chief Financial Officer of John Labatt Limited.

Areas of Expertise: Accounting and Auditing, Finance, Mergers & Acquisitions and Industrial Relations

Enbridge Board Committee Memberships: Mr. England is proposed to join the AFR Committee and the Governance Committee on the day of the Meeting.

% of Total Attendance at Enbridge Board and Board Committee Meetings during the financial year ended December 31, 2006: Mr. England joined the Board on January 1, 2007 and did not attend any meetings in 2006.

Other Public Corporation/Trust Directorships/Trusteeships: None

Other Public Committee Memberships: None

Private Corporation/Trust Directorships/Trusteeships: Mr. England is a Director of Stahlman-England Irrigation Inc., HEMS, LLC (investment partnership) and Goodwood Fund 2.0 Ltd. (registered regulated mutual fund).

Private Committee Memberships: None

Equity Securities Held and Total Market Value of those Securities as at March 2, 2007: Mr. England owns 1,000 Enbridge Shares, whose total market value is \$37,200.

Other Information: Mr. England joined the Board on January 1, 2007 and has until January 1, 2012 to meet the Voluntary Minimum Share Ownership Guideline.

E. Susan Evans (Age 61)

Calgary, Alberta, Canada

Director since March 1, 1996: Independent

Principal Occupation(s): Mrs. Evans was Vice President, Law & Corporate Affairs and Corporate Secretary of Encor Inc. (public oil and gas company).

Areas of Expertise: Energy, Governance, Human Resources, Legal and Oil & Gas

Enbridge Board Committee Memberships: Mrs. Evans is a member of the HRC Committee and the CSR Committee.

% of Total Attendance at Enbridge Board and Board Committee Meetings during the financial year ended December 31, 2006: 100%

Other Public Corporation/Trust Directorships/Trusteeships: Mrs. Evans is a Director of Enbridge Pipelines Inc. (public pipeline company and a wholly-owned subsidiary of the Corporation) and Canadian Oil Sands Limited (a subsidiary of Canadian Oil Sands Trust, a public oil and gas trust).

Other Public Committee Memberships: Mrs. Evans serves on the Audit, Compensation and Governance Committees of Canadian Oil Sands Limited.

Private Corporation/Trust Directorships/Trusteeships: Mrs. Evans was formerly a Director of Citizens Bank of Canada, Citizens Trust Company, Home Oil Company and Anderson Exploration Inc.

Private Committee Memberships: Mrs. Evans was formerly Chair of the Audit Committee for the Province of Alberta, Director of Canada Deposit Insurance Corporation, former Chair of the Judicial Compensation Commission for the Province of Alberta and Commissioner of the Alberta Financial Review Commission.

Equity Securities Held and Total Market Value of those Securities as at March 2, 2007: Mrs. Evans owns 28,611 Enbridge Shares and 3,327 Deferred Stock Units, whose total market value is \$1,188,094.

Other Information: Mrs. Evans meets the Voluntary Minimum Share Ownership Guideline.

David A. Leslie, F.C.A. (Age 63)

Toronto, Ontario, Canada

Director since July 26, 2005: Independent

Principal Occupation(s): Mr. Leslie was the Chairman and Chief Executive Officer of Ernst & Young LLP (private accounting firm) from 1999 until June 2004.

Areas of Expertise: Accounting and Auditing, Governance and Retail

Enbridge Board Committee Memberships: Mr. Leslie is a member of the AFR Committee and the Governance Committee. On the day of the Meeting, Mr. Leslie is proposed to become Chair of the AFR Committee.

% of Total Attendance at Enbridge Board and Board Committee Meetings during the financial year ended December 31, 2006: 100%

Other Public Corporation/Trust Directorships/Trusteeships: Mr. Leslie is a Director of Sobeys Inc. (food merchandising company).

Other Public Committee Memberships: Mr. Leslie serves on the Audit and Oversight Committees of Sobeys Inc.

Private Corporation/Trust Directorships/Trusteeships: Mr. Leslie is the Chair Elect of Sunnybrook Health Sciences Centre.

Private Committee Memberships: Mr. Leslie is Chair of the Audit Committee of Sunnybrook Health Sciences Centre.

Equity Securities Held and Total Market Value of those Securities as at March 2, 2007: Mr. Leslie owns 3,413 Enbridge Shares and 3,195 Deferred Stock Units, whose total market value is \$245,818.

Other Information: Mr. Leslie has until July 26, 2010 to meet the Voluntary Minimum Share Ownership Guideline.

Robert W. Martin (Age 70)

Toronto Ontario, Canada

Director since May 6, 1992: Independent

Principal Occupation(s): Mr. Martin was the President & Chief Executive Officer of The Consumers Gas Company Ltd. (now Enbridge Gas Distribution Inc.) from 1984 to 1992.

Areas of Expertise: Accounting, Banking, Finance, Mergers & Acquisitions, Human Resources, Real Estate and Utilities

Enbridge Board Committee Memberships: Mr. Martin is currently the Chair of the AFR Committee and a member of the HRC Committee.

% of Total Attendance at Enbridge Board and Board Committee Meetings during the financial year ended December 31, 2006: 95%

Other Public Corporation/Trust Directorships/Trusteeships⁴: Mr. Martin is a Director of Enbridge Gas Distribution Inc. (utilities company and an indirect, wholly-owned subsidiary of the Corporation) and HSBC Bank Canada (banking firm). He is also a Trustee of Allied Properties Real Estate Investment Trust (real estate investment trust). From 1993 to 1999, Mr. Martin was Chairman of Silcorp Limited (convenience stores).

Other Public Committee Memberships: Mr. Martin serves as Chair of the Audit Committee for Enbridge Gas Distribution Inc. and HSBC Bank Canada and is on the Governance and Compensation Committees of Allied Properties Real Estate Investment Trust.

Private Corporation/Trust Directorships/Trusteeships: Mr. Martin is a Director of the York University Foundation and is an Honourary Governor of York University.

Private Committee Memberships: Mr. Martin is an Honourary Life member of the Salvation Army Advisory Board and is Vice Chairman of The Stephen Leacock Foundation for Children.

Equity Securities Held and Total Market Value of those Securities as at March 2, 2007: Mr. Martin owns 36,636 Enbridge Shares, options to acquire 5,112 Enbridge Shares and 9,396 Deferred Stock Units. The total market value of the securities (excluding options) is \$1,712,390.

Other Information: Mr. Martin meets the Voluntary Minimum Share Ownership Guideline.

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George K. Petty (Age 65)

San Luis Obispo, California, United States of America

Director since January 22, 2001: Independent

Principal Occupation(s): Mr. Petty was President & Chief Executive Officer of Telus Corporation (telecommunications company) from 1994 to 1999.

Areas of Expertise: Telecommunications, Finance, Mergers & Acquisitions, Business Management and Energy

Enbridge Board Committee Memberships: Mr. Petty is a member of the AFR Committee and the Chair of the Governance Committee.

% of Total Attendance at Enbridge Board and Board Committee Meetings during the financial year ended December 31, 2006: 100%

Other Public Corporation/Trust Directorships/Trusteeships: Mr. Petty is a Director of Enbridge Energy Company, Inc. (general partner of Enbridge Energy Partners, L.P. and an indirect, wholly-owned subsidiary of the Corporation), Enbridge Energy Management, L.L.C. (management company in which the Corporation indirectly holds a 17.2% interest) and FuelCell Energy, Inc. (fuel cell company).

Other Public Committee Memberships: Mr. Petty serves on the Audit Committee of Enbridge Energy Company, Inc. and Enbridge Energy Management, L.L.C. and serves on the Compensation and Audit Committees of FuelCell Energy, Inc.

Equity Securities Held and Total Market Value of those Securities as at March 2, 2007: Mr. Petty owns 12,595 Enbridge Shares and 10,184 Deferred Stock Units, whose total market value is \$847,379.

Other Information: Mr. Petty meets the Voluntary Minimum Share Ownership Guideline.

Charles E. Shultz (Age 67)

Calgary, Alberta, Canada

Director since December 1, 2004: Independent

Principal Occupation(s): Mr. Shultz is the Chair and Chief Executive Officer of Dauntless Energy Inc. (private oil and gas company) which he formed in 1995. Prior to that, from 1990 to 1995, Mr. Shultz served as President & Chief Executive Officer of Gulf Canada Resources Limited (oil and gas company).

Areas of Expertise: Energy, Oil & Gas, Mining, Pipelines and Governance

Enbridge Board Committee Memberships: Mr. Shultz is a member of the AFR Committee and is the Chair of the HRC Committee.

% of Total Attendance at Enbridge Board and Board Committee Meetings during the financial year ended December 31, 2006: 100%

Other Public Corporation/Trust Directorships/Trusteeships: Mr. Shultz is a Director of Enbridge Pipelines Inc. (pipeline company and a wholly-owned subsidiary of the Corporation), serves as Chairman of the Board of Canadian Oil Sands Limited (a subsidiary of Canadian Oil Sands Trust, a public oil and gas trust) and has been since 1996, and is Lead Director of Newfield Exploration (oil and gas company).

Other Public Committee Memberships: Mr. Shultz serves on the Audit Committee of Canadian Oil Sands Limited and is Chair of the Compensation Committee of Newfield Exploration.

Equity Securities Held and Total Market Value of those Securities as at March 2, 2007: Mr. Shultz owns 8,277 Enbridge Shares and 4,735 Deferred Stock Units, whose total market value is \$484,046.

Other Information: Mr. Shultz meets the Voluntary Minimum Share Ownership Guideline.

Dan C. Tutcher (Age 58)

Houston, Texas, United States of America

Director since May 3, 2006: Not Independent

Principal Occupation(s): Mr. Tutcher was the Group Vice President, Transportation South of the Corporation, as well as President of Enbridge Energy Company, Inc. and Enbridge Energy Management, L.L.C. from May 2001 until retirement on May 1, 2006. Prior to May 2001, since 1992, he was the Chairman of the Board, President & Chief Executive Officer of Midcoast Energy Resources, Inc.

Areas of Expertise: Construction, Deregulated Businesses, Energy, Engineering, Environmental, Health & Safety, Finance, Mergers & Acquisitions, Governance, Government, Human Resources, Oil & Gas, Pipelines, Real Estate, Regulated Businesses, Transportation and Utilities

Enbridge Board Committee Memberships: Mr. Tutcher is a member of the Governance Committee and the CSR Committee.

% of Total Attendance at Enbridge Board and Board Committee Meetings during the financial year ended December 31, 2006: 100%

Other Public Corporation/Trust Directorships/Trusteeships: Mr. Tutcher is a Director of Sterling Bancshares, Inc. (bank holding company).

Other Public Committee Memberships: Mr. Tutcher serves on the Assets and Liabilities, Mergers & Acquisitions and Executive Committees of Sterling Bancshares, Inc.

Private Corporation/Trust Directorships/Trusteeships: Mr. Tutcher is the Chairman Emeritus of Cancer Counseling of Houston and is a Director of Alley Theatre and Magic Interests Ltd.

Private Committee Memberships: None

Equity Securities Held and Total Market Value of those Securities as at March 2, 2007: Mr. Tutcher owns 464,772 Enbridge Shares, options to acquire 143,333 Enbridge Shares and 3,126 Deferred Stock Units. The total market value of the securities (excluding options) is \$17,405,806.

Other Information: Mr. Tutcher meets the Voluntary Minimum Share Ownership Guideline.

Notes:

- 1 Reference to public means a corporation/trust that is a reporting issuer in Canada or in the United States of America or both. Private means a corporation/trust that is not a reporting issuer.*
- 2 Information as to securities beneficially owned, or over which control or direction is exercised, not being within the knowledge of Enbridge, has been furnished by the respective proposed nominee for election as Director.*
- 3 On April 10, 2006, the Ontario Securities Commission, the British Columbia Securities Commission and the Autorite des marches financiers (collectively, the Commissions) issued a management cease trade order against insiders of Bennett Environmental Inc. (Bennett), and subsequently a cease trade order on April 24, 2006, after Bennett failed to file its annual financial statements and related management s discussion and analysis for the year ended December 31, 2005. Under such orders, certain directors, officers and insiders of Bennett, including Governor Blanchard, were prohibited from trading Bennett securities until the Commissions were in receipt of the necessary filings. Bennett made the requisite filings on or about May 30, 2006 and the management cease trade order was revoked on June 19, 2006. Governor Blanchard ceased to be a Director of Bennett on August 7, 2006.*
- 4 On December 2, 2003, the Ontario Securities Commission (the Commission) issued a temporary cease trade order against Atlas Cold Storage Income Trust (Atlas), and subsequently a cease trade order on December 15, 2003, after Atlas failed to file its interim financial statements for its nine-month period ended September 30, 2003.*

Under such orders, certain trustees, including Mr. Martin, were prohibited from trading Atlas trust units until the Commission was in receipt of the necessary filings. Atlas made the requisite filings on January 27, 2004 and the cease trade order lapsed on February 2, 2004. Mr. Martin did not stand for re-election as a Director of Atlas at the Atlas annual meeting held in June 2004.

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Unless specified in a Proxy Form or by telephone or internet voting instructions that the Enbridge Shares represented by the proxy shall be withheld from voting for the election of one or more proposed nominees for election as Directors, it is the intention of the persons designated in the enclosed Proxy Form to vote FOR the election of the proposed nominees set forth above.

Supplemental Information

The following pages set forth information, including Board and Board Committee meetings and attendance, independence, other public board/trust directorships/trusteeships and committee appointments, equity ownership and remuneration, regarding all the Directors of the Corporation who served during the financial year ended December 31, 2006 and Mr. England, who joined the Board on January 1, 2007.

Board and Board Committee Meetings and Attendance

The tables below set forth the number of Board and Board Committee meetings held during the financial year ended December 31, 2006 and the attendance of each of the Directors who served during that period at such meetings.

Summary of Board and Board Committee Meetings Held

During the financial year ended December 31, 2006

Board ¹	8
AFR Committee	6
HRC Committee	6
Governance Committee ²	5
CSR Committee	3
Total Number of Board and Board Committee Meetings Held	28

Notes:

1 Includes 2 teleconference meetings.

2 Includes 1 teleconference meeting.

Summary of Attendance of Directors at Board and Board Committee Meetings

During the financial year ended December 31, 2006

Director	Board Meetings		AFR Committee Meetings		HRC Committee Meetings		Governance Committee Meetings		CSR Committee Meetings		Total Meetings	
	Attended #	% ¹	Attended #	% ¹	Attended #	% ¹	Attended #	% ¹	Attended #	% ¹	Attended #	% ¹
D.A. Arledge ²	8 of 8	100	6 of 6	100	6 of 6	100	5 of 5	100	3 of 3	100	28 of 28	100
J.J. Blanchard ³	8 of 8	100					5 of 5	100	3 of 3	100	16 of 16	100

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J.L. Braithwaite	7 of 8	88		6 of 6	100			3 of 3	100	16 of 17	94	
P.D. Daniel ⁴	8 of 8	100	6 of 6	100	6 of 6	100	5 of 5	100	3 of 3	100	28 of 17	100
E.S. Evans	8 of 8	100			6 of 6	100			3 of 3	100	17	100
W.R. Fatt ⁵	3 of 4	75	2 of 3	67	2 of 3	67					7 of 10	70
L.D. Hyndman ⁶	4 of 4	100	3 of 3	100					2 of 2	100	9 of 9	100
D.A. Leslie	8 of 8	100	6 of 6	100			5 of 5	100			19 of 19	100
R.W. Martin ⁷	7 of 8	88	6 of 6	100	6 of 6	100					18 of 20	95
G.K. Petty ⁸	8 of 8	100	3 of 3	100			5 of 5	100	2 of 2	100	19 of 18	100
C.E. Shultz ⁹	8 of 8	100	3 of 3	100	6 of 6	100	2 of 2	100			19 of 16	100
D.J. Taylor	8 of 8	100					5 of 5	100	3 of 3	100	16 of 16	100
D.C. Tutcher	4 of 4	100					3 of 3	100	1 of 1	100	8 of 8	100

Notes:

1 Percentages are rounded up to the nearest whole number.

2 Although Mr. Arledge is not a member of the AFR Committee and the CSR Committee, as the Chair of the Board, he attends most meetings of these committees.

3 Governor Blanchard is the Chair of the CSR Committee.

4 As President & Chief Executive Officer, Mr. Daniel is not a member of any Board Committee but he attends Board Committee meetings, at the request of the Board.

5 Mr. Fatt resigned from the Board on July 24, 2006.

6 Mr. Hyndman retired from the Board on May 3, 2006.

7 Mr. Martin is the Chair of the AFR Committee. He will resign from this position on the day of the Meeting.

8 Mr. Petty is the Chair of the Governance Committee.

9 Mr. Shultz is the Chair of the HRC Committee.

Each Director's attendance at Board and Board Committee meetings is reviewed by the Governance Committee each year and the Chair of such Committee, along with the Chair of the Board, at their discretion, will recommend appropriate penalties for non-attendance, which may include dismissal from the Board in the event that an inordinate number of meetings are missed.

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Independence and Board Committees

Director independence of each of the current Directors was determined by the Board with reference to the Board Guidelines, the requirements set forth by Canadian securities regulators in Multilateral Instrument 52-110 Audit Committees (MI 52-110), the rules of the NYSE and by U.S. SEC rules and regulations. The following table sets forth the independence, or lack thereof, of each Director with reference to the independence standards referred to above and sets forth each Director's membership on the Board Committees.

Director	Board Committees ¹			
	AFR Committee	Governance Committee	HRC Committee	CSR Committee
D.A. Arledge		ü	ü	
J.J. Blanchard		ü		Chair
J.L. Braithwaite			ü	ü
P.D. Daniel	Not Independent	Mr. Daniel is not independent under MI 52-110 and U.S. regulatory requirements because he is the President & Chief Executive Officer of Enbridge.		
J.H. England ²	ü	ü		
E.S. Evans			ü	ü
D.A. Leslie ³	ü	ü		
R.W. Martin	Chair		ü	
G.K. Petty	ü	Chair		
C.E. Shultz	ü		Chair	
D.J. Taylor		ü		ü
D.C. Tutcher		ü		ü
	Not Independent	Mr. Tutcher is not independent under MI 52-110 and U.S. regulatory requirements because he was, within the last three years, the Group Vice President, Transportation South of the Corporation as well as the President of Enbridge Energy Company, Inc. and Enbridge Energy Management, L.L.C., subsidiaries of the Corporation.		

Notes:

1 All current members of the AFR Committee and the HRC Committee are independent in accordance with the independence standards referred to above except for Mr. Martin under the NYSE rules. Under NYSE rules, Mr. Martin would not be considered an independent member of the Board, the AFR Committee and the HRC

Committee for reasons set forth in the second bullet point under the heading Foreign Private Issuer Disclosure on page 47 in Appendix A of this Circular.

2 Mr. England is proposed to join the AFR Committee and the Governance Committee on the day of the Meeting.

3 An audit committee financial expert under U.S. regulatory requirements.

Other Public Corporation/Trust Directorships/Trusteeships and Committee Memberships

The following table sets forth other public corporation/trust directorships/trusteeships and committee memberships for each of the current Directors. Public means a corporation/trust that is a reporting issuer in Canada or in the United States of America or both.

Director	Other Public Corporation/ Trust Directorships/Trusteeships	Committee Memberships
D.A. Arledge		
J.J. Blanchard		
J.L. Braithwaite	Enbridge Gas Distribution Inc. Enbridge Commercial Trust ¹ Jannock Properties Limited	Audit Committee Audit and Compensation Committees
P.D. Daniel	Enbridge Gas Distribution Inc. Enbridge Pipelines Inc. EnCana Corporation Enerflex Systems Ltd. Synenco Energy Inc.	Pension and Audit, Finance & Risk Committees Corporate Governance Committee Reserves & Resources Committee and Chair of the Finance Committee
J. H. England		
E.S. Evans	Enbridge Pipelines Inc. Canadian Oil Sands Limited	Audit, Compensation and Governance Committees
D.A. Leslie	Sobeys Inc.	Audit and Oversight Committees
R.W. Martin	Enbridge Gas Distribution Inc. HSBC Bank Canada Allied Properties Real Estate Investment Trust	Chair of Audit Committee Chair of Audit Committee Governance and Compensation Committees
G.K. Petty	Enbridge Energy Company, Inc. Enbridge Energy Management, L.L.C. FuelCell Energy, Inc.	Audit Committee Audit Committee Compensation and Audit Committees

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Director	Other Public Corporation/ Trust Directorships/Trusteeships	Committee Memberships
C.E. Shultz	Enbridge Pipelines Inc. Canadian Oil Sands Limited Newfield Exploration	Audit Committee Chair of Compensation Committee
D.J. Taylor	Wajax Income Fund	Audit and Governance Committees
D.C. Tutcher	Sterling Bancshares, Inc.	Assets and Liabilities, Mergers & Acquisitions and Executive Committees

Note:

1 Enbridge Commercial Trust is the delegate of the sole trustee of Enbridge Income Fund which is a reporting issuer.

Other Public Corporations/Trusts Where the Directors of the Corporation are Members of the Same Board

The following table sets forth the current Directors who served together as Directors on the boards of other public corporations or acted as trustees for other public trusts during the financial year ended December 31, 2006. The committees that each of the current Directors serve on are also set forth. Public means a corporation/trust that is a reporting issuer in Canada or in the United States of America or both.

Director/Trustee	Name of Corporation/Trust	Committees
J.L. Braithwaite P.D. Daniel R.W. Martin	Enbridge Gas Distribution Inc.	Audit Committee Chair of the Audit Committee
J.L. Braithwaite P.D. Daniel ¹	Enbridge Commercial Trust ²	
P.D. Daniel E.S. Evans C.E. Shultz	Enbridge Pipelines Inc.	
P.D. Daniel ³ G.K. Petty D.C. Tutcher ³	Enbridge Energy Company, Inc	Audit Committee

Director/Trustee	Name of Corporation/Trust	Committees
P.D. Daniel ³ G.K. Petty D.C. Tutcher ³	Enbridge Energy Management, L.L.C.	Audit Committee
E.S. Evans	Canadian Oil Sands Limited	Audit,

Compensation and Governance
Committees
Audit Committee

C.E. Shultz

Notes:

- 1 *Mr. Daniel resigned as a trustee of Enbridge Commercial Trust on June 30, 2006.*
- 2 *Enbridge Commercial Trust is the delegate of the sole trustee of Enbridge Income Fund which is a reporting issuer.*
- 3 *Both Mr. Daniel and Mr. Tatcher resigned as Directors of Enbridge Energy Company, Inc. and Enbridge Energy Management, L.L.C. on May 1, 2006.*

Equity Ownership of the Directors

The following table sets forth the current Directors' equity ownership interest in the Corporation and any changes in the ownership interest since March 3, 2006.

Director	Equity Ownership as at March 3, 2006 ¹			Equity Ownership as at March 2, 2007			Net Change in Equity Ownership			Market Value of Equity Holdings as at March 2, 2007 ² (\$)
	Common Shares	Stock Options	DSUs	Common Shares	Stock Options	DSUs	Common Shares	Stock Options	DSUs	
D.A. Arledge	16,300		3,042	16,300		5,618			2,576	815,350
J.J. Blanchard	10,532		17,252	10,961		22,681	429		5,429	1,251,482
J.L. Braithwaite	29,662		5,331	33,751		7,637	4,089		2,306	1,539,634
P.D. Daniel ³	320,801	1,508,400		324,547	1,657,400		3,746	149,000		12,073,148
J.H. England				1,000			1,000			37,200
E.S. Evans	27,724		2,189	28,611		3,327	887		1,138	