

ENBRIDGE INC
Form SUPPL
March 28, 2007

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Filed pursuant to General Instruction II.L. of Form F-10;
File No. 333-141478

Prospectus Supplement
March 27, 2007
(To Prospectus Dated March 21, 2007)

US\$400,000,000

Enbridge Inc.

5.60% Senior Notes due 2017

The notes will bear interest at the rate of 5.60% per year. Interest on the notes is payable on April 1 and October 1 of each year, beginning on October 1, 2007. The notes will mature on April 1, 2017. We may redeem some or all of the notes at any time at the make-whole price described under Description of the Notes Optional Redemption . We may also redeem all of the notes, at any time, if certain changes affecting Canadian withholding taxes occur. The notes will be our direct, unsecured and unsubordinated obligations and will rank equally with all of our existing and future unsecured and unsubordinated debt.

This offering is made by a foreign issuer that is permitted, under a multi-jurisdictional disclosure system adopted by the United States, to prepare this prospectus supplement and the accompanying prospectus in accordance with Canadian disclosure requirements. Prospective investors should be aware that such requirements are different from those of the United States. The financial statements incorporated herein have been prepared in accordance with Canadian generally accepted accounting principles (Canadian GAAP) and are subject to Canadian auditing and auditor independence standards. As a result, they may not be comparable to financial statements of United States companies.

Prospective investors should be aware that the acquisition of the notes may have tax consequences both in the United States and Canada. Such tax consequences for investors who are resident in, or citizens of, the United States may not be described fully in this prospectus supplement or in the accompanying prospectus. You should read the tax discussion under Material Income Tax Considerations in this prospectus supplement.

The enforcement by investors of civil liabilities under United States federal securities laws may be affected adversely by the fact that we are incorporated and organized under the laws of Canada, that most of our officers and directors are residents of Canada, that some of the experts named in this prospectus supplement or the accompanying prospectus are residents of Canada, and that all or a substantial portion of our assets and said persons are located outside the United States.

Investing in the notes involves risks. See Risk Factors beginning on page S-9 of this prospectus supplement.

	Per Senior Note	Total
Public offering price	99.932%	US\$ 399,728,000
Underwriting commission	0.650%	US\$ 2,600,000
Proceeds to us (before expenses)	99.282%	US\$ 397,128,000

Interest on the notes will accrue from March 30, 2007.

Neither the Securities and Exchange Commission (SEC) nor any state securities regulator has approved or disapproved these securities, or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes to the purchasers in book-entry form through the facilities of the Depository Trust Company in New York, New York on or about March 30, 2007.

Joint Book-Running Managers

Banc of America Securities LLC

Deutsche Bank Securities

Senior Co-Managers

**Citigroup
HSBC
Merrill Lynch & Co.
Morgan Stanley**

UBS Investment Bank

Junior Co-Managers

CIBC World Markets

Raymond James

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**IMPORTANT NOTICE ABOUT INFORMATION IN
THIS PROSPECTUS SUPPLEMENT AND ACCOMPANYING PROSPECTUS**

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the notes we are offering. The second part, the base shelf prospectus, gives more general information, some of which may not apply to the notes we are offering. The accompanying base shelf prospectus dated March 21, 2007 is referred to as the prospectus in this prospectus supplement.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus or any free writing prospectus prepared by or on behalf of us. We have not authorized anyone to provide you with different information. We are not making an offer of the notes in any jurisdiction where the offer is not permitted. You should not assume that the information contained in or incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the date on the front of this prospectus supplement.

If the description of the notes varies between this prospectus supplement and the prospectus, you should rely on the information in this prospectus supplement.

In this prospectus supplement, all capitalized terms and acronyms used and not otherwise defined herein have the meanings provided in the prospectus. In this prospectus supplement, the prospectus and any document incorporated by reference, unless otherwise specified or the context otherwise requires, all dollar amounts are expressed in Canadian dollars or \$. U.S. dollars or US\$ means lawful currency of the United States. Unless otherwise indicated, all financial information included in this prospectus supplement, the prospectus and any document incorporated by reference is determined using Canadian GAAP. U.S. GAAP means generally accepted accounting principles in the United States. For a discussion of the principal differences between our financial information as calculated under Canadian GAAP and under U.S. GAAP, you should refer to the notes of our audited annual comparative consolidated financial statements incorporated by reference into this prospectus supplement. Unless otherwise specified or the context otherwise requires, all references in this prospectus supplement, the prospectus and any document incorporated by reference to Enbridge , the Corporation , we , us and our mean Enbridge Inc. and its subsidiaries, partnership inter and joint venture investments.

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The following table sets forth certain exchange rates based on the noon rate in Toronto, Ontario as reported by the Bank of Canada. Such rates are set forth as U.S. dollars per \$1.00 and are the inverse of rates quoted by the Bank of Canada for Canadian dollars per US\$1.00. On March 26, 2007, the inverse of this rate was US\$0.8601 per \$1.00.

	Year Ended December 31,		
	2006	2005	2004
Low	0.8528	0.7872	0.7159
High	0.9099	0.8690	0.8493
Period End	0.8581	0.8577	0.8308
Average	0.8817	0.8254	0.7721

Source: Bank of Canada web site.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement contains both historical and forward-looking statements within the meaning of Section 27A of the U.S. Securities Act and Section 21E of the U.S. Exchange Act. When used in this document, the words anticipate, expect, project, believe, estimate, forecast and similar expressions are intended to identify forward-looking statements, which include statements relating to pending and proposed projects and the Corporation's objectives, plans or goals. Although the Corporation believes that these statements are based on information and assumptions which are current, reasonable and complete, such statements are subject to certain risks, uncertainties and assumptions pertaining to operating performance, regulatory parameters, weather, economic conditions, exchange rates, interest rates and commodity prices, and, in the case of pending and proposed projects, risks relating to design and construction, regulatory processes, obtaining financing and performance of other parties, including partners, contractors and suppliers. The impact of any one risk, uncertainty or factor on a particular forward-looking statement is not determinable with certainty as these are interdependent and the Corporation's future course of action depends on management's assessment of all information available at the relevant time. These forward-looking statements are not facts, but only predictions. While the Corporation makes these forward-looking statements in good faith, should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary significantly from those expected. You can find a discussion of those risks and uncertainties in this prospectus supplement under the heading Risk Factors, including in the sections of the documents incorporated by reference in this prospectus supplement and the accompanying prospectus identified under the heading Risk Factors. Potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements included in this prospectus supplement are made only as of the date of this prospectus supplement and the Corporation does not undertake to publicly update these forward-looking statements to reflect new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events might or might not occur. The Corporation cannot assure you that projected results or events will be achieved.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents of the Corporation, filed with the various securities commissions or similar regulatory authorities in each of the provinces and territories of Canada and with the Securities and Exchange Commission, are

specifically incorporated by reference in, and form an integral part of, this prospectus supplement and the accompanying prospectus:

consolidated annual financial statements and auditors' report thereon for the years ended December 31, 2006 and 2005;

management's discussion and analysis of financial condition and results of operations for the years ended December 31, 2006 and 2005;

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annual information form (the Annual Information Form) dated February 21, 2007; and

management information circulars dated March 3, 2006 and March 2, 2007 prepared in connection with the Corporation's annual meeting of shareholders held on May 3, 2006 and to be held on May 2, 2007, respectively.

Any documents of the type referred to above, and material change reports (excluding confidential material change reports) subsequently filed by the Corporation with the various securities commissions or similar regulatory authorities in each of the provinces of Canada after the date of this prospectus supplement and prior to the termination of any offering of Securities shall be deemed to be incorporated by reference into this prospectus supplement and the accompanying prospectus. These documents are available through the internet on the System for Electronic Document Analysis and Retrieval (SEDAR) which can be accessed at www.sedar.com. In addition, any similar documents filed on Form 6-K or Form 40-F by the Corporation with the SEC after the date of this prospectus supplement shall be deemed to be incorporated by reference into this prospectus supplement and the accompanying prospectus and the registration statement of which this prospectus supplement and the accompanying prospectus form a part, if and to the extent expressly provided in such report. The Corporation's reports on Form 6-K and its annual report on Form 40-F are available on the SEC's website at www.sec.gov.

Any statement contained in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement is not to be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

Copies of the documents incorporated herein by reference (other than exhibits to such documents, unless such exhibits are specifically incorporated by reference in such documents) may be obtained on request without charge from the Corporate Secretary of Enbridge Inc., Suite 3000, 425 1st Street S.W., Calgary, Alberta, T2P 3L8 (telephone (403) 231-3900).

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SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus. It is not complete and may not contain all of the information that you should consider before investing in the notes. You should read this entire prospectus supplement and the accompanying prospectus carefully.

The Corporation

We are a leading North American energy transportation and distribution company, headquartered in Calgary, Alberta. Through subsidiaries, we own and operate crude oil and natural gas liquids pipelines, natural gas transmission, gathering and processing systems and natural gas distribution utilities. We operate the world's longest crude oil pipeline system. Our wholly-owned subsidiary, Enbridge Pipelines Inc. owns the Canadian portion of this system, which we refer to as the Enbridge System. The United States portion, which we refer to as the Lakehead System, is owned by Enbridge Energy Partners, L.P., an affiliate in which we hold an approximate 17% interest. We have investments in natural gas transmission pipelines including the Alliance Pipeline, the Vector Pipeline and the Enbridge Offshore System. We also own and operate Canada's largest natural gas distribution utility and provide local gas distribution services in the provinces of Ontario, Quebec, New Brunswick and in the State of New York. While our operations are primarily focused in North America, we do operate internationally and have made investments in complementary pipeline and related energy infrastructure outside Canada and the United States.

A very large part of our business is subject to regulation. In 2006, over 95% of the earnings from our operating segments were derived from regulated operations, including utilities subject to cost of service regulation, long-term take or pay pipeline contracts, or tolling agreements with underlying volume commitments.

Our strategy is focused on expanding our presence in North American energy delivery. We expect to continue to grow our core businesses and increase our asset base through expansion of existing systems, the development and construction of new pipelines, as well as through strategic acquisitions. We will seek to develop new growth platforms in complementary and related energy infrastructure where we believe we can add value using our core competencies. We also intend to utilize Enbridge Energy Partners, L.P. to acquire mature energy infrastructure assets. We will continue to focus on operational excellence with an emphasis on cost efficiency, safety and reliability, environmental integrity, innovation and effective stakeholder relations. Maintenance of a strong credit profile while pursuing these objectives is central to our strategy.

Enbridge Inc. was incorporated on April 13, 1970 under the Companies Act of the Northwest Territories as Gallery Holdings Ltd. and was continued under the Canada Business Corporations Act on December 15, 1987 under the name 159569 Canada Ltd. The Corporation, formerly a wholly-owned subsidiary of Interprovincial Pipe Line Inc. (Interprovincial), became the parent company of Interprovincial in 1992 pursuant to a corporate reorganization.

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The Offering

Issuer	Enbridge Inc.
Securities Offered	US\$400 million aggregate principal amount of 5.60% Senior Notes due 2017.
Maturity Date	April 1, 2017.
Interest Payment Dates	April 1 and October 1 of each year, beginning October 1, 2007.
Ranking	The notes will be our direct, unsecured and unsubordinated obligations and will rank equally with all of our existing and future unsecured and unsubordinated debt. Our business operations are conducted substantially through our subsidiaries and through partnerships and joint ventures. The notes will be effectively subordinated to all existing and future liabilities of our subsidiaries, partnerships and joint ventures. See Description of the Notes General in this prospectus supplement and Description of Debt Securities Ranking and Other Indebtedness in the accompanying prospectus.
Optional Redemption	We may redeem some or all of the notes, at any time, at the make-whole price described in this prospectus supplement. We may also redeem all of the notes in whole, but not in part, at the redemption price described in the prospectus at any time in the event certain changes affecting Canadian withholding taxes occur. See Description of Debt Securities Redemption Tax Redemption in the accompanying prospectus.
Sinking Fund	The notes will not be entitled to the benefits of a sinking fund.
Use of Proceeds	We estimate that the net proceeds of the offering of the notes, after deducting underwriting commissions and the estimated expenses of the offering, will be approximately US\$396.5 million. We intend to use the net proceeds from this offering to repay outstanding commercial paper borrowings issued to finance a portion of our capital projects relating to the expansion of our core liquids and natural gas systems and for other general corporate purposes. See Use of Proceeds in this prospectus supplement.
Additional Amounts	Any payments made by us with respect to the notes will be made without withholding or deduction for Canadian taxes unless required to be withheld or deducted by law or by the interpretation or administration thereof. If we are so required to withhold or deduct for Canadian taxes with respect to a payment to the holders of notes, we will pay the additional amount necessary so that the net amount received by the holders of notes after such withholding or deduction is not less than the amount that such holders would have received in the absence of the withholding or deduction. See Description of Debt Securities Payment of Additional Amounts in the accompanying prospectus.

Form

The notes will be represented by one or more fully registered global notes deposited in book-entry form with, or on behalf of, The Depository Trust Company, and registered in the name of its nominee. See Description of the Notes Book-Entry System in this prospectus supplement. Except as described under Description of the Notes in this prospectus supplement and Description of Debt

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Securities in the accompanying prospectus, notes in certificated form will not be issued.

Governing Law

The notes and the indenture governing the notes will be governed by the laws of the State of New York.

Credit Ratings

The Corporation's senior unsecured indebtedness currently has a rating of A- by Standard & Poor's (S&P), A by Dominion Bond Rating Service Limited (DBRS) and Baa1 by Moody's Investors Service, Inc. (Moody's). We expect that the notes will be assigned the same ratings by these rating agencies.

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RISK FACTORS

You should consider carefully the following risks and other information contained in and incorporated by reference into this prospectus supplement and the accompanying prospectus before deciding to invest in our securities. The following risks and uncertainties could materially and adversely affect our financial condition and results of operations. In that event, the value of our securities, including the notes, or our ability to meet our obligations under the notes, may be adversely affected.

Risks Related to the Notes

We are a holding company and as a result are dependent on our subsidiaries to generate sufficient cash and distribute cash to us to service our indebtedness, including the notes.

Our ability to make payments on our indebtedness, fund our ongoing operations and invest in capital expenditures and any acquisitions will depend on our subsidiaries' ability to generate cash in the future and distribute that cash to us. It is possible that our subsidiaries may not generate cash from operations in an amount sufficient to enable us to service our indebtedness, including the notes. The notes are U.S. dollar-denominated obligations and the majority of our subsidiaries' revenues are denominated in Canadian dollars. Fluctuations in the exchange rate between the U.S. and Canadian dollar may adversely affect our ability to service or refinance our U.S. dollar denominated indebtedness, including the notes.

The notes are structurally subordinated to the indebtedness of our subsidiaries.

The notes are not guaranteed by our subsidiaries and are thus structurally subordinated to all of our subsidiaries' debt. Our interests in our subsidiaries generally consist of equity interests, which are residual claims on the assets of those subsidiaries after their creditors are satisfied. As at December 31, 2006, the long-term debt (excluding guarantees and intercompany obligations between the Corporation and its subsidiaries) of the Corporation's wholly-owned subsidiaries totaled approximately \$3,410.9 million, of which \$3,274.6 million relates to long-term debt incurred by regulated entities.

The indenture governing the notes restricts our ability to incur liens, but places no such restriction on our subsidiaries. Holders of parent company indebtedness that is secured by parent company assets will have a claim on the assets securing the indebtedness that is prior in right of payment to our general unsecured creditors, including you as a holder of the notes. The indenture governing the notes permits us to incur additional liens as described under Description of the Debt Securities' Covenants' Limitation on Security Interests' in the accompanying prospectus and does not contain any restriction on the ability of our subsidiaries to incur liens.

Risks Related to our Business

You should carefully consider the risks identified and discussed in the Management's Discussion and Analysis for the year ended December 31, 2006, which are incorporated herein by reference (the page references below are to the Corporation's 2006 Management's Discussion and Analysis filed on SEDAR at www.sedar.com and with the SEC (as part of the Corporation's Annual Report on Form 40-F filed on February 27, 2007) at www.sec.gov):

Liquids Pipelines' Business Risks (page 18);

Gas Pipelines' Business Risks (pages 20 to 21);

Sponsored Investments Business Risks (page 29);

Gas Distribution and Services Business Risks (pages 34 to 35);

International Business Risks (page 41);

Overall Risk Management (pages 45 to 48).

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We have derived the following selected consolidated financial information as at and for the years ended December 31, 2006 and 2005 from our audited consolidated financial statements, which have been audited by PricewaterhouseCoopers LLP. Our historical results are not necessarily indicative of the results that may be expected for any future period.

Our consolidated financial statements are prepared in accordance with Canadian GAAP, which differs in certain respects from U.S. GAAP. You should read the selected consolidated financial information in conjunction with our audited and unaudited financial statements and the related notes incorporated by reference in this prospectus supplement, and other information included in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

	Year ended December 31,	
	2006	2005
	(millions of dollars)	
Income Statement Items:		
Revenue		
Commodity Sales	\$ 8,264.5	\$ 6,193.5
Transportation	2,095.1	1,938.1
Energy Services	284.9	321.5
Total Revenue	10,644.5	8,453.1
Earnings to Common Shareholders	615.4	556.0
Cash Flow Statement Items:		
Cash provided by operating activities	\$ 1,297.7	\$ 947.0
Additions to property, plant and equipment	1,185.3	724.1
Balance Sheet Items (at period end):		
Cash and short term investments	\$ 139.7	\$ 153.9
Total Assets	18,379.3	17,210.9
Total Debt	10,081.0	9,443.2
Shareholders' Equity	4,610.6	4,269.5
Other financial data:		
EBITDA(1)	\$ 1,969.1	\$ 1,898.7

- (1) The term EBITDA, as used in this prospectus supplement, represents net earnings before interest expense and preferred share dividends, provision for income taxes and depreciation and amortization. EBITDA does not have any standardized meaning prescribed by Canadian GAAP or U.S. GAAP and therefore may not be comparable with the calculation of similar measures for other companies. EBITDA is presented, solely as a supplemental measure, because we believe that it is frequently used by investors to evaluate a company's operating performance. Management employs our EBITDA measure as a tool to evaluate our results of operations. We believe that EBITDA, while providing useful information, should not be considered in isolation or as a substitute for net earnings, as an indicator of operating performance or as an alternative to cash flow from operating activities as a measure of liquidity. EBITDA is calculated from and reconciled to net earnings on a consolidated and operating business segment basis as follows:

	Year ended December 31,	
	2006	2005
	(millions of dollars)	
Earnings to Common Shareholders	\$ 615.4	\$ 556.0
Depreciation and amortization	587.4	575.3
Income Taxes	192.3	221.3
Interest and preferred share dividends	574.0	546.1
 EBITDA	 \$ 1,969.1	 \$ 1,898.7

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Year ended December 31, 2006	Liquids	Gas	Energy			Corporate
	Pipelines	Pipelines	Investments	Sponsored Distribution and Services	International	
			(millions of dollars)			
Earnings to common shareholders	\$ 274.2	\$ 61.2	\$ 86.8	\$ 178.2	\$ 83.2	\$ (68.2)
Depreciation and amortization	153.4	87.5	71.9	269.1	0.9	4.6
Income taxes	128.3	37.1	34.7	55.8	9.3	(72.9)
Interest and preferred share dividends	102.4	73.3	60.0	197.8		140.5
EBITDA	\$ 658.3	\$ 259.1	\$ 253.4	\$ 700.9	\$ 93.4	\$ 4.0

Year ended December 31, 2005	Liquids	Gas	Energy			Corporate
	Pipelines	Pipelines	Investments	Sponsored Distribution and Services	International	
			(millions of dollars)			
Earnings to common shareholders	\$ 229.1	\$ 59.8	\$ 64.8	\$ 178.8	\$ 87.4	\$ (63.9)
Depreciation and amortization	145.6	94.3	71.5	257.3	1.2	5.4
Income taxes	97.5	38.7	45.5	90.2	3.3	(53.9)
Interest and preferred share dividends	96.5	81.9	61.8	178.8		127.1
EBITDA	\$ 568.7	\$ 274.7	\$ 243.6	\$ 705.1	\$ 91.9	\$ 14.7

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The following table summarizes our consolidated capitalization as at December 31, 2006 on an actual basis and on an as adjusted basis to give effect to the issuance and sale of the notes offered by this prospectus supplement and the application of the net proceeds as described under "Use of Proceeds". You should read this table together with our consolidated financial statements for the year ended December 31, 2006, which are incorporated by reference in this prospectus supplement and accompanying prospectus. All U.S. dollar amounts in the following table have been converted to Canadian dollars using the exchange rate on December 31, 2006 of U.S.\$0.8581 per \$1.00.

	As of December 31, 2006	
	Actual	As Adjusted
	(millions of dollars)	
Long-term debt (excluding current portion)	\$ 7,054.0	\$ 6,591.9
Non-recourse long-term debt	1,622.0	1,622.0
Notes offered hereby (U.S.\$400.0)		466.1
Total long-term debt	\$ 8,676.0	\$ 8,680.0
Shareholders' equity		
Preferred shares	125.0	125.0