ENBRIDGE INC.

CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

March 31, 2009

ENBRIDGE INC.
CONSOLIDATED STATEMENTS OF EARNINGS

(unaudited; millions of Canadian dollars, except per share amounts)	Three months ended March 31, 2009	2008
Revenues		
Commodity sales	**3,050.2**	3,244.7
Transportation and other services	**732.4**	723.1
	3,782.6	3,967.8
Expenses		
Commodity costs	**2,835.1**	3,065.5
Operating and administrative	**368.6**	290.7
Depreciation and amortization	**180.6**	154.2
	3,384.3	3,510.4
	398.3	457.4
Income from Equity Investments	**54.2**	60.3
Other Investment Income	**5.1**	54.2
Interest Expense	**(147.3)**	(134.3)
Gain on Sale of Investment in OCENSA *(Note 3)*	**336.1**	-
	646.4	437.6
Non-Controlling Interests	**(9.4)**	(17.3)
	637.0	420.3
Income Taxes	**(77.2)**	(167.3)
Earnings	**559.8**	253.0
Preferred Share Dividends	**(1.7)**	(1.7)
Earnings Applicable to Common Shareholders	**558.1**	251.3
Earnings per Common Share	**1.54**	0.70
Diluted Earnings per Common Share	**1.53**	0.70

See accompanying notes to the unaudited consolidated financial statements.

ENBRIDGE INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three months ended March 31,	
(unaudited; millions of Canadian dollars)	**2009**	2008
Earnings	**559.8**	253.0
Other Comprehensive Income/(Loss)		
Change in unrealized losses on cash flow hedges, net of tax	**(135.7)**	(4.0)
Reclassification to earnings of realized cash flow hedges, net of tax	**97.2**	4.4
Reclassification to earnings of cash flow hedges, net of tax (*Note 3*)	**(19.9)**	-
Other comprehensive gain/(loss) from equity investees	**4.5**	(7.4)
Non-controlling interest in other comprehensive income	**(2.9)**	5.3
Change in foreign currency translation adjustment	**88.0**	173.2
Change in unrealized losses on net investment hedges, net of tax	**(42.1)**	(92.3)
Other Comprehensive Income/(Loss)	**(10.9)**	79.2
Comprehensive Income	**548.9**	332.2

See accompanying notes to the unaudited consolidated financial statements.

ENBRIDGE INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(unaudited; millions of Canadian dollars)	Three months ended March 31, **2009**	2008
Preferred Shares	**125.0**	125.0
Common Shares		
Balance at beginning of period	**3,194.0**	3,026.5
Common shares issued	**4.0**	-
Dividend reinvestment and share purchase plan	**34.2**	38.7
Shares issued on exercise of stock options	**6.2**	11.9
Balance at End of Period	**3,238.4**	3,077.1
Contributed Surplus		
Balance at beginning of period	**37.9**	25.7
Stock-based compensation	**11.5**	8.5
Options exercised	**(0.2)**	(0.9)
Balance at End of Period	**49.2**	33.3
Retained Earnings		
Balance at beginning of period	**3,383.4**	2,537.3
Earnings applicable to common shareholders	**558.1**	251.3
Common share dividends	**(138.1)**	(121.8)
Dividends paid to reciprocal shareholder	**4.2**	3.7
Balance at End of Period	**3,807.6**	2,670.5
Accumulated Other Comprehensive Income/(Loss)		
Balance at beginning of period	**32.8**	(285.0)
Other comprehensive income	**(10.9)**	79.2
Balance at End of Period	**21.9**	(205.8)
Reciprocal Shareholding	**(154.3)**	(154.3)
Total Shareholders' Equity	**7,087.8**	5,545.8
Dividends Paid per Common Share	**0.37**	0.33

See accompanying notes to the unaudited consolidated financial statements.

ENBRIDGE INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited; millions of Canadian dollars)	Three months ended March 31, **2009**	2008
Operating Activities		
Earnings	**559.8**	253.0
Depreciation and amortization	**180.6**	154.2
Unrealized (gains)/losses on derivative instruments	**113.8**	(20.7)
Equity earnings in excess of cash distributions	**(7.8)**	(42.4)
Gain on reduction of ownership interest	**-**	(12.3)
Gain on sale of investment in OCENSA	**(336.1)**	-
Future income taxes	**(24.3)**	118.1
Allowance for equity funds used during construction	**(31.9)**	(8.7)
Non-controlling interests	**9.4**	17.3
Other	**10.8**	13.5
Changes in operating assets and liabilities	**407.9**	283.9
	882.2	755.9
Investing Activities		
Long-term investments	**(0.9)**	(5.2)
Sale of investment in OCENSA	**511.8**	-
Settlement of OCENSA currency hedges	**5.8**	-
Additions to property, plant and equipment	**(810.6)**	(596.0)
Additions to intangible assets	**(26.7)**	(16.0)
Change in construction payable	**(42.7)**	5.3
	(363.3)	(611.9)
Financing Activities		
Net change in short-term borrowings and short-term debt	**(562.4)**	(433.1)
Net change in commercial paper and credit facility draws	**(95.7)**	538.9
Net change in non-recourse short-term debt	**(17.5)**	1.2
Debenture and term note repayments	**(100.0)**	(100.0)
Net change in Southern Lights project financing	**157.0**	-
Non-recourse long-term debt issues	**-**	1.2
Non-recourse long-term debt repayments	**(0.7)**	(0.7)
Distributions to non-controlling interests	**(5.2)**	(3.9)
Common share issues	**4.6**	10.2
Preferred share dividends	**(1.7)**	(1.7)
Common share dividends	**(103.9)**	(83.5)
	(725.5)	(71.4)
Increase/(Decrease) in Cash and Cash Equivalents	**(206.6)**	72.6
Cash and Cash Equivalents at Beginning of Period	**541.7**	166.7
Cash and Cash Equivalents at End of Period[1]	**335.1**	239.3

See accompanying notes to the unaudited consolidated financial statements.

1. Cash and cash equivalents consists of $200.3 million (2008 - $165.5 million) of cash and $134.8 million (2008 - $73.8 million) of short-term investments.

ENBRIDGE INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(unaudited; millions of Canadian dollars)	**March 31, 2009**	December 31, 2008
Assets		
Current Assets		
Cash and cash equivalents	**335.1**	541.7
Accounts receivable and other	**2,534.6**	2,322.5
Inventory	**480.8**	844.7
	3,350.5	3,708.9
Property, Plant and Equipment, net *(Note 1)*	**17,588.6**	16,156.9
Long-Term Investments	**2,345.5**	2,491.8
Deferred Amounts and Other Assets *(Notes 1 and 4)*	**2,321.0**	1,318.4
Intangible Assets *(Note 1)*	**483.6**	458.0
Goodwill	**391.4**	389.2
Future Income Taxes	**169.4**	178.2
	26,650.0	24,701.4
Liabilities and Shareholders' Equity		
Current Liabilities		
Short-term borrowings	**312.2**	874.6
Accounts payable and other	**2,594.6**	2,411.5
Interest payable	**125.2**	101.9
Current maturities of long-term debt	**898.2**	533.8
Current maturities of non-recourse debt	**186.3**	184.7
	4,116.5	4,106.5
Long-Term Debt	**9,866.0**	10,154.9
Non-Recourse Long-Term Debt	**1,470.6**	1,474.0
Other Long-Term Liabilities *(Notes 1 and 4)*	**1,199.4**	259.0
Future Income Taxes *(Note 1)*	**2,092.9**	1,290.8
Non-Controlling Interests	**816.8**	797.4
	19,562.2	18,082.6
Shareholders' Equity		
Share capital		
Preferred shares	**125.0**	125.0
Common shares	**3,238.4**	3,194.0
Contributed surplus	**49.2**	37.9
Retained earnings	**3,807.6**	3,383.4
Accumulated other comprehensive income	**21.9**	32.8
Reciprocal shareholding	**(154.3)**	(154.3)
	7,087.8	6,618.8
	26,650.0	24,701.4

See accompanying notes to the unaudited consolidated financial statements.

The accompanying unaudited consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles (Canadian GAAP). These consolidated financial statements do not include all disclosures required for annual statements and therefore should be read in conjunction with the consolidated financial statements and notes thereto included in Enbridge Inc.'s 2008 Annual Report. These accounting principles are different in some respects from United States generally accepted accounting principles (U.S. GAAP) and the significant differences that impact the Company's financial statements are described in Note 8. These interim financial statements follow the same significant accounting policies and methods of application as those included in the 2008 Annual Report, except as described in Note 1.

Earnings for interim periods may not be indicative of results for the fiscal year due to the seasonal nature of the gas distribution utility business and other factors.

Certain comparative amounts have been reclassified to conform to the current year's presentation.

1. CHANGES IN ACCOUNTING POLICIES

Accounting for the Effects of Rate Regulation

Effective January 1, 2009, the Company adopted revisions to the Canadian Institute of Chartered Accountants (CICA) Handbook Section 1100, Generally Accepted Accounting Principles and Section 3465, Income Taxes. In accordance with the transitional provisions in these revised standards, the revisions to Section 1100 were adopted prospectively and accordingly, prior periods were not restated, while the revisions to Section 3465 were applied retrospectively without restatement of prior periods. The adoption of the revised standards did not impact the Company's earnings or cash flows.

Generally Accepted Accounting Principles

The revised standard no longer provides a temporary exemption for rate-regulated entities to permit assets and liabilities to be measured on a basis other than in accordance with primary sources of Canadian GAAP. As a result, for the Gas Distribution and Services' (GD&S) pension plans and post-employment benefits other than pensions (OPEB), the Company recognized post-employment benefit assets and liabilities for the amount of benefits expected to be included in future rates and recovered from, or paid to, customers. In addition, the Company reclassified reserves for future removal and site restoration in GD&S.

Pension Plans and OPEB

On adoption of the revised standard, at January 1, 2009, the Company recognized a net pension asset of $156.8 million and a net OPEB liability of $74.5 million, with an offsetting long-term regulatory liability and long-term regulatory asset, respectively. At March 31, 2009, the Company had a net pension asset of $171.1 million and a net OPEB liability of $76.4 million, with an offsetting net pension regulatory liability and a net OPEB regulatory asset.

Future Removal and Site Restoration Reserves

At January 1, 2009, on adoption of the revised standard, the Company reclassified reserves for future removal and site restoration of $640.0 million, which were previously netted against Property, Plant and Equipment to a long-term regulatory liability. At March 31, 2009, the Company had $646.0 million of reserves for future removal and site restoration recorded in Other Long-Term Liabilities.

Income Taxes

The revised standard removes the exemption for rate-regulated entities to recognize future income taxes to the extent they were expected to be included in regulator-approved future rates and recovered from or refunded to future customers. As a result, on January 1, 2009, the Company recognized a future income tax liability of $816.1 million on regulatory assets, primarily property, plant and equipment, with an offsetting long-term regulatory asset. A regulatory asset has been recognized as the associated future income tax expense is expected to be recoverable in rates.

At March 31, 2009, the Company had a future income tax liability of $821.8 million on regulatory assets, primarily property, plant and equipment, with an offsetting long-term regulatory asset.

Long-term regulatory assets are recorded in Deferred Amounts and Other Assets and current regulatory assets are recorded in Accounts Receivable and Other. Long-term regulatory liabilities are included in Other Long-Term Liabilities and current regulatory liabilities are recorded in Accounts Payable and Other.

Intangible Assets
Effective January 1, 2009, the Company adopted CICA Section 3064, Goodwill and Intangible Assets, which establishes standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. As a result of adopting this standard, the Company has reclassified certain software costs from Property, Plant and Equipment to Intangible Assets. This standard has been applied retrospectively and affects presentation only.

As a result of adopting this standard, on January 1, 2009, the Company reclassified $232.7 million of net software costs from Property, Plant and Equipment to Intangible Assets. At March 31, 2009, the Company had $257.8 million of net software costs recorded in Intangible Assets.

Commodity Inventory
Effective January 1, 2009, the Company changed its accounting policy for inventory held by its commodity marketing businesses and began measuring commodity inventory at fair value, as measured at the spot price less costs to sell rather than lower of cost or net realizable value. This measurement basis is a more reliable measurement for commodity inventory used for marketing purposes and better matches the commodity inventory with the derivatives used to “lock in” the margin. This change in accounting policy has been accounted for retrospectively and did not result in restatements of the comparative Statements of Earnings, Comprehensive Income or Shareholders’ Equity for the three months ended March 31, 2008 and the comparative Statement of Financial Position as at December 31, 2008 as the amounts were considered immaterial. At March 31, 2009, unrealized fair value gains on inventory, net of tax were $11.8 million.

2. SEGMENTED INFORMATION

Three months ended March 31, 2009

(millions of Canadian dollars)	Liquids Pipelines	Gas Pipelines	Sponsored Investments	Gas Distribution and Services	International	Corporate	Consolidated
Revenues	**311.7**	**100.9**	**74.7**	**3,280.9**	**1.4**	**13.0**	**3,782.6**
Commodity costs	**-**	**-**	**-**	**(2,834.4)**	**-**	**(0.7)**	**(2,835.1)**
Operating and administrative	**(149.9)**	**(30.4)**	**(24.5)**	**(148.9)**	**(2.8)**	**(12.1)**	**(368.6)**
Depreciation and amortization	**(51.5)**	**(27.7)**	**(20.8)**	**(73.9)**	**(0.2)**	**(6.5)**	**(180.6)**
	110.3	**42.8**	**29.4**	**223.7**	**(1.6)**	**(6.3)**	**398.3**
Income from equity investments	**-**	**-**	**42.0**	**12.2**	**-**	**-**	**54.2**
Other investment income and gain on sale of Ocensa	**30.7**	**1.9**	**1.7**	**8.9**	**343.6**	**(45.6)**	**341.2**
Interest and preferred share dividends	**(33.2)**	**(18.8)**	**(14.2)**	**(47.6)**	**-**	**(35.2)**	**(149.0)**
Non-controlling interests	**(0.3)**	**-**	**(6.7)**	**(1.7)**	**-**	**(0.7)**	**(9.4)**
Income taxes	**(16.5)**	**(9.7)**	**(20.8)**	**(61.5)**	**(7.4)**	**38.7**	**(77.2)**
Earnings applicable to common shareholders	**91.0**	**16.2**	**31.4**	**134.0**	**334.6**	**(49.1)**	**558.1**

Three months ended March 31, 2008

(millions of Canadian dollars)	Liquids Pipelines	Gas Pipelines	Sponsored Investments	Gas Distribution and Services	International	Corporate	Consolidated
Revenues	274.4	82.6	69.2	3,536.5	2.7	2.4	3,967.8
Commodity costs	-	-	-	(3,065.5)	-	-	(3,065.5)
Operating and administrative	(109.1)	(21.8)	(19.8)	(131.8)	(3.5)	(4.7)	(290.7)
Depreciation and amortization	(40.3)	(21.0)	(19.1)	(71.9)	(0.2)	(1.7)	(154.2)
	125.0	39.8	30.3	267.3	(1.0)	(4.0)	457.4
Income from equity investments	(0.3)	-	35.1	13.6	11.9	-	60.3
Other investment income	8.0	4.8	19.8	3.3	5.4	12.9	54.2
Interest and preferred share dividends	(24.6)	(15.4)	(15.8)	(51.1)	-	(29.1)	(136.0)
Non-controlling interests	(0.3)	-	(15.0)	(1.6)	-	(0.4)	(17.3)
Income taxes	(31.7)	(11.0)	(23.3)	(77.7)	-	(23.6)	(167.3)
Earnings applicable to common shareholders	76.1	18.2	31.1	153.8	16.3	(44.2)	251.3

Additions to Property, Plant and Equipment

(millions of Canadian dollars)	Three months ended March 31, **2009**	2008
Liquids Pipelines	**760.8**	451.0
Gas Pipelines	**29.3**	65.0
Sponsored Investments	**-**	10.7
Gas Distribution and Services	**60.8**	70.3
International and Corporate	**(8.4)**	7.9
	842.5	604.9

3. DISPOSITION

On March 17, 2009, the Company sold its investment in OCENSA, a crude oil pipeline in Colombia, for proceeds of $511.8 million (US$402.4 million). Earnings and cash flows from operating activities generated by this investment for the three months ended March 31, 2009 were $6.6 million (2008 - $7.7 million) and are included in the International operating segment.

4. POST-EMPLOYMENT BENEFITS

The Company has three basic pension plans, which provide either defined benefit or defined contribution pension benefits, or both, to employees of the Company. The Liquids Pipelines and Gas Distribution and Services pension plans provide Company funded defined benefit pension and/or defined contribution benefits to Canadian employees of Enbridge. The Enbridge U.S. pension plan provides Company funded defined benefit pension benefits for U.S. based employees. The Company has four supplemental pension plans which provide pension benefits in excess of the basic plans for certain employees. The Company also provides post-employment benefits other than pensions (OPEB) for qualifying retired employees. Costs related to the period are presented below.

Net Pension Plan and OPEB Costs

(millions of Canadian dollars)	Three months ended March 31, **2009**	2008
Benefits earned during the period	**15.6**	13.7
Interest cost on projected benefit obligations	**20.4**	17.6
Expected return on plan assets	**(20.1)**	(22.6)
Amortization of unrecognized amounts	**5.6**	1.9
Amount charged to Enbridge Energy Partners, L.P.	**(6.5)**	(2.5)
Pension and OPEB Costs	**15.0**	8.1

The table reflects the pension and OPEB cost for all the Company's benefit plans on an accrual basis. For the GD&S pension and OPEB plans, offsetting long-term regulatory assets and liabilities have also been recorded for the three months ended March 31, 2009. For the three months ended March 31, 2008, the resulting net pension and OPEB cost was $8.0 million.

5. COMMITMENTS AND CONTINGENCIES

Commitments
The Company has signed contracts for the purchase of services, pipe and other materials totalling $1,445.7 million. Of this amount, $1,125.8 million is to be used in the construction of several projects including Southern Lights Pipeline, Alberta Clipper Project and Hardisty Terminal.

Enbridge Gas Distribution Inc.
Bloor Street Incident
The Company had been charged under both the Ontario Technical Standards and Safety Act (TSSA) and the Ontario Occupational Health and Safety Act (OHSA) in connection with an explosion that occurred on Bloor Street West in Toronto in April 2003. In October 2007, all of the TSSA and OHSA charges laid against the Company were dismissed by the Ontario Court of Justice. The decision has been appealed by the Crown to the Ontario Superior Court of Justice. The appeal is scheduled to be heard by the Court during November 2009. The Company does not believe any fines that may be levied will have a material financial impact on the Company.

The Company has also been named as a defendant in a number of civil actions related to the explosion. All significant civil actions have been settled without any material financial impact on the Company. A Coroner's Inquest in connection with the explosion is also possible.

GST Overpayment
In December 2007, EGD discovered that it had remitted excess GST to the Canada Revenue Agency (CRA). In respect of certain months within the 2003 to 2005 calendar year periods, the amount of such overpayment was approximately $40 million and was included in accounts receivable. In April 2009, the Company received the requested refund of GST overpayments, including interest, from the CRA.

Other Tax Matters
Enbridge and its subsidiaries maintain tax liabilities related to uncertain tax positions. While fully supportable in the Company's view, these tax positions, if challenged by tax authorities, may not be fully sustained on review.

Other Litigation
The Company and its subsidiaries are subject to various other legal actions and proceedings which arise in the normal course of business. While the final outcome of such actions and proceedings cannot be predicted with certainty, Management believes that the resolution of such actions and proceedings will not have a material impact on the Company's consolidated financial position or results of operations.

6. RELATED PARTY TRANSACTIONS

As part of its Southern Lights Project, the Company transferred a newly constructed light sour pipeline to Enbridge Energy Partners (EEP), an equity investee, in exchange for a pipeline referred to as Line 13. This non-monetary transaction has been recorded at the carrying amount and did not have any impact on the consolidated financial statements.

7. SUBSEQUENT EVENTS

In April 2009, EEP secured two additional credit facilities, a US$200 million facility with external lenders and an additional US$150 million facility with the Company.

In 2007, the Company and its partner in NetThruPut (NTP) entered into an agreement with the TSX Group granting the TSX Group the option to purchase NTP, an internet-based crude oil trading and clearing platform, at a time after March 15, 2009. The TSX Group has exercised their option and the sale closed on May 1, 2009 for a total price of $57.2 million, of which the Company's share was $32.1 million resulting in a gain of approximately $20 million.

8. UNITED STATES ACCOUNTING PRINCIPLES

These consolidated financial statements have been prepared in accordance with Canadian GAAP. The effects of significant differences between Canadian GAAP and U.S. GAAP for the Company are described below.

Earnings and Comprehensive Income

	Three months ended March 31,	
(millions of Canadian dollars, except per share amounts)	**2009**	2008
Earnings under Canadian GAAP Applicable to Common Shareholders	**558.1**	251.3
Earnings under Canadian GAAP	**559.8**	253.0
Inventory valuation adjustment, net of tax [3]	**(15.7)**	-
Earnings applicable to non-controlling interests [1]	**9.4**	17.3
Earnings under U.S. GAAP	**553.5**	270.3
Other comprehensive income/(loss) under Canadian GAAP	**(10.9)**	79.2
Underfunded pension adjustment, net of tax [4]	**(26.2)**	0.3
Comprehensive income applicable to non-controlling interests [1]	**15.2**	8.4
Comprehensive income under U.S. GAAP	**531.6**	358.2
Comprehensive income under U.S. GAAP attributable to non-controlling interests [1]	**(24.6)**	(25.7)
Comprehensive income under U.S. GAAP attributable to Enbridge Inc. [1]	**507.0**	332.5
Earnings per Common Share under U.S. GAAP	**1.53**	0.76
Diluted Earnings per Common Share under U.S. GAAP	**1.52**	0.75

Financial Position

	March 31, 2009		December 31, 2008	
(millions of Canadian dollars)	Canada	U.S.	Canada	U.S.
Assets				
Current Assets				
Cash and cash equivalents [2,5]	**335.1**	**562.1**	541.7	961.0
Accounts receivable and other [2,5]	**2,534.6**	**3,178.1**	2,322.5	3,174.8
Inventory [2,3,5]	**480.8**	**503.4**	844.7	911.3
	3,350.5	**4,243.6**	3,708.9	5,047.1
Property, plant and equipment, net [2,5]	**17,588.6**	**26,368.2**	16,156.9	24,505.3
Long-term investments [2,5]	**2,345.5**	**220.5**	2,491.8	412.2
Deferred amounts and other assets [2,4,5,6]	**2,321.0**	**2,241.0**	1,318.4	2,079.5
Intangible assets [5]	**483.6**	**594.1**	458.0	566.6
Goodwill [5]	**391.4**	**822.0**	389.2	807.7
Future income taxes	**169.4**	**169.4**	178.2	178.2
	26,650.0	**34,658.8**	24,701.4	33,596.6
Liabilities and Shareholders' Equity				
Current Liabilities				
Short-term borrowings	**312.2**	**312.2**	874.6	874.6
Accounts payable and other [2,5]	**2,594.6**	**3,264.5**	2,411.5	3,202.7
Interest payable [5]	**125.2**	**233.4**	101.9	143.6
Current maturities of long-term debt	**898.2**	**898.2**	533.8	533.8
Current portion of non-recourse debt [2,5]	**186.3**	**511.9**	184.7	706.0
	4,116.5	**5,220.2**	4,106.5	5,460.7
Long-term debt [6]	**9,866.0**	**9,969.8**	10,154.9	10,256.9
Non-recourse long-term debt [2,5]	**1,470.6**	**5,620.5**	1,474.0	5,447.5
Other long-term liabilities [2,4,5]	**1,199.4**	**1,340.1**	259.0	398.6
Future income taxes [2,3,4]	**2,092.9**	**1,989.1**	1,290.8	2,014.2
Non-controlling interests [1]	**816.8**	**-**	797.4	-
	19,562.2	**24,139.7**	18,082.6	23,577.9
Shareholders' Equity				
Share capital				
Preferred shares	**125.0**	**125.0**	125.0	125.0
Common shares	**3,238.4**	**3,238.4**	3,194.0	3,194.0
Contributed surplus	**49.2**	**-**	37.9	-
Retained earnings [3]	**3,807.6**	**3,759.0**	3,383.4	3,350.5
Additional paid in capital	**-**	**93.1**	-	81.7
Accumulated other comprehensive income/(loss) [4,]	**21.9**	**(109.2)**	32.8	(72.0)
Reciprocal shareholding	**(154.3)**	**(154.3)**	(154.3)	(154.3)
	7,087.8	**6,952.0**	6,618.8	6,524.9
Total Enbridge Inc. Shareholders' Equity	**26,650.0**	**31,091.7**	24,701.4	30,102.8
Non-Controlling Interests [1]	**-**	**3,567.1**	-	3,493.8
	26,650.0	**34,658.8**	24,701.4	33,596.6

ENBRIDGE INC.
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1. *Accounting for Non-Controlling Interests*
   On December 4, 2007, the FASB issued Statement No. 160, Non-controlling Interests in Consolidated Financial Statements. The Statement requires that non-controlling interests in subsidiaries is reported as equity on the Statement of Financial Position and requires that Comprehensive income attributable to non-controlling interests is disclosed. The standard impacts presentation only and does not impact the recognition or measurement of amounts related to non-controlling interests. The Company adopted this standard on January 1, 2009.

   Included in Comprehensive Income for the three months ended March 31, 2009 are earnings of $9.4 million (2008 - $17.3 million), a currency translation adjustment of $14.2 million (2008 - $13.7 million) and an after-tax change in unrealized gain on net investment hedges of $1.0 million (2008 - unrealized loss of $5.3 million) attributable to non-controlling interests.

2. *Accounting for Joint Ventures*
   U.S. GAAP requires the Company's investments in joint ventures to be accounted for using the equity method. However, under an accommodation of the U.S. Securities and Exchange Commission, accounting for jointly controlled investments need not be reconciled from Canadian to U.S. GAAP if the joint venture is jointly controlled by all parties having an equity interest in the entity. Joint ventures in which all owners do not share joint control are reconciled to U.S. GAAP. The different accounting treatment affects only display and classification and not earnings or shareholders' equity.

3. *Commodity Inventories Valuation*
   For Canadian GAAP commodities inventories are recorded at fair value. U.S. GAAP requires that commodity inventories be recorded at the lower of cost or market. Lower of cost or market adjustments resulted in a $25.7 million decrease to inventory, a $10.0 million decrease to the future income tax liability and a $15.7 million decrease to earnings.

4. *Pension Funding Status*
   FAS 158, *Employers' Accounting for Defined Pension and Other Postretirement Plans*, requires an employer to recognize the overfunded or underfunded status of a defined benefit post retirement plan or OPEB as an asset or liability and to recognize changes in the funded status in the period in which they occur through comprehensive income. FAS 158 adjustments resulted in an increase in the net liability of $198.3 million (December 31, 2008 - $158.7 million) for the underfunded status of the plans, a decrease in deferred tax liability of $67.2 million (December 31, 2008 - $53.8 million) and an increase in accumulated other comprehensive loss of $131.1 million (December 31, 2008 - $104.9 million).

   The Company estimates that approximately $1.1 million related to pension and OPEB plans at March 31, 2009 will be reclassified into earnings during the next 12 months.

5. *Consolidation of a Limited Partnership*
   As a result of adopting EITF 04-5, *Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights*, the Company is consolidating its 27.0% interest in Enbridge Energy Partners (EEP) for U.S. GAAP purposes, resulting in an increase to both assets and liabilities of $8,208.5 million (December 31, 2008 - $8,248.2 million) and no changes to equity or earnings.

6. *Future Income Taxes*
   Under U.S. GAAP, deferred income tax liabilities are recorded for rate-regulated operations, which follow the taxes payable method for ratemaking purposes. As these deferred income taxes are expected to be recoverable in future revenues, a corresponding regulatory asset is also recorded. These assets and liabilities are adjusted to reflect changes in enacted income tax rates. At December 31, 2008, a deferred tax liability of $803.3 million is recorded for U.S. GAAP purposes and reflects the difference between the carrying value and the tax basis of property, plant and equipment. Effective January 1, 2009, regulated companies following the taxes payable method are required to record this additional tax liability under Canadian GAAP.