



MANAGEMENT INFORMATION CIRCULAR

ANNUAL AND SPECIAL MEETING

OF SHAREHOLDERS OF ENBRIDGE INC.

TO BE HELD ON MAY 3, 2002

TORONTO, ONTARIO

February 25, 2002



February 25, 2002

Dear Shareholder:

Please accept my personal invitation to join us at the Annual and Special Meeting of Shareholders which takes place on May 3, 2002 at the Westin Harbour Castle Convention Centre in Toronto.

The items of business to be dealt with and the details of the meeting are listed in the attached Notice of Meeting. The business will include receiving the Directors' Report to Shareholders, the Consolidated Financial Statements and the Report of the Auditors for the fiscal year ended December 31, 2001; the election of Directors; the appointment of Auditors; the approval of an Incentive Stock Option Plan (2002), which will replace the current Incentive Stock Option Plan (1999), and the reconfirmation of the Shareholder Rights Plan, as amended, which encourages the fair treatment of shareholders should a take-over bid be made for control of the Corporation.

Information concerning the Corporation is available on our website at www.enbridge.com. The Investor Information page 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 in the Investor Information page on the website under "Reports and Services".

I hope you will be able to attend as the meeting is your opportunity to meet with the Board of Directors and the Senior Management Team to discuss items of interest to you, last year's performance, and to receive an in-person presentation outlining our persistent efforts to ensure that Enbridge Inc. remains one of your most valued shareholdings.

If you are unable to attend in person, I urge you to vote your shares indicating your preferences by any of the three means available to our shareholders, namely by signing and returning the enclosed Form of Proxy in the envelope provided, or voting by telephone or by internet as described in the Management Information Circular.

Sincerely,

(signed) PATRICK D. DANIEL
President &
Chief Executive Officer

ENBRIDGE INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

The Annual and Special Meeting (the "Meeting") of holders of common shares (the "Enbridge Shares") of Enbridge Inc. ("Enbridge" or the "Corporation") will be held in the Frontenac Ballroom of the Westin Harbour Castle Convention Centre, 1 Harbour Square, Toronto, Ontario on Friday, May 3, 2002 at 1:30 p.m. (Toronto time) for the purposes of:

- (1) Receiving the Directors' Report to Shareholders, the Consolidated Financial Statements and the report of the Auditors for the fiscal year ended December 31, 2001;
- (2) Electing Directors for the ensuing year;
- (3) Appointing the Auditors of the Corporation, and authorizing the Directors to fix their remuneration;
- (4) Considering and, if thought fit, passing a resolution, with or without variation, approving the Incentive Stock Option Plan (2002);
- (5) Considering and, if thought fit, passing a resolution, with or without variation, reconfirming and approving the Corporation's amended Shareholder Rights Plan; and
- (6) Considering such other matters as may properly come before the Meeting or any adjournment thereof.

Only holders of record of Enbridge Shares at the close of business on March 22, 2002 will be entitled to vote in respect of the matters to be voted on at the Meeting or any adjournment thereof.

Your vote is important regardless of the number of Enbridge Shares you own. Registered Shareholders who are unable to attend the Meeting in person are asked to follow the instructions to either **complete, sign, date and return the enclosed form of proxy** relating to the Enbridge Shares held by them in the postage paid return envelope provided for that purpose for use at the Meeting or, to vote by telephone, or over the internet, at your preference.

To be used at the Meeting, a paper form of proxy must be deposited with CIBC Mellon Trust Company at one of its principal corporate trust offices in Calgary, Halifax, Montreal, Toronto, Vancouver or Winnipeg, the addresses of which are listed in Appendix "C" to the Management Information Circular, at any time up to 4:00 p.m. (local time), May 1, 2002, the second last business day preceding the day of the Meeting (or any adjournment of the Meeting), or with the Secretary of the Meeting prior to the commencement of the Meeting on the day of the Meeting (or on the day of any adjournment of the Meeting). Complete directions for use of the telephone or the internet to transmit your voting instructions are provided with the form of proxy and are described in the Management Information Circular.

DATED at Calgary, Alberta, this 25th day of February, 2002.

By Order of the Board

(signed) BLAINE G. MELNYK
Corporate Secretary &
Associate General Counsel

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**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 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 of the holders of common shares (the "Enbridge Shares") of Enbridge (the "Shareholders") to be held on Friday, May 3, 2002 and at any adjournment thereof (the "Meeting").

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

Management anticipates that this Circular and the accompanying Proxy Form will be mailed to the Shareholders on or about March 26, 2002. Unless otherwise stated, information contained in this Circular is given as at February 25, 2002. The principal executive and registered office of the Corporation is located at Suite 3000, 425 – 1st Street S.W., Calgary, Alberta, T2P 3L8, and the Corporation's telephone number is (403) 231-3900. The solicitation will be primarily by mail but proxies may also be solicited personally or by telephone by employees of the Corporation (see "Solicitation of Proxies").

SHARE CAPITAL AND PRINCIPAL HOLDERS THEREOF

The authorized share capital of Enbridge consists of an unlimited number of common shares and an unlimited number of non-voting preference shares, issuable in series. As at February 25, 2002, Enbridge had issued and outstanding 163,150,064 Enbridge Shares held by approximately 7,779 holders of record. Each Enbridge Share entitles the holder thereof to one vote at the Meeting. Holders of record of Enbridge Shares at the close of business on Friday, March 22, 2002 will be entitled to vote at the Meeting (see "Proxy Voting Options").

There is no single holder known to the Corporation who beneficially owns, directly or indirectly, or who exercises control or direction over, in excess of 10% of the outstanding Enbridge Shares. Noverco Inc. and its affiliates own in the aggregate 14,428,000 Enbridge Shares, representing approximately 9% of the issued and outstanding Enbridge Shares. Pursuant to a Share and Warrant Subscription Agreement dated August 27, 1997 among Noverco Inc., Gaz Métropolitain, Inc. and the Corporation, the Corporation agreed to use its best efforts to facilitate the maintenance of Noverco Inc.'s aggregate ownership interest in the Corporation at approximately 10% by permitting Noverco Inc. to participate in any future offerings of Enbridge Shares.

BOARD OF DIRECTORS AND BOARD COMMITTEES

As at the date of this Circular, the current Directors of the Corporation are: David A. Arledge, James J. Blanchard; J. Lorne Braithwaite; Patrick D. Daniel; E. Susan Evans; William R. Fatt; Richard L. George; Michel Gourdeau; Louis D. Hyndman; Brian F. MacNeill; Robert W. Martin; George K. Petty; and Donald J. Taylor.

Enbridge does not have an executive committee of its Board of Directors. There were 10 meetings of the Board in 2001 and 11 meetings in 2000.

Enbridge is required by law to have an Audit Committee. The Chair of the Audit, Finance & Risk Committee is R.W. Martin and the other members are D.A. Arledge, E.S. Evans, W.R. Fatt, L.D. Hyndman and B.F. MacNeill. The principal function of the Audit, Finance & Risk Committee is to review Enbridge's financial statements and recommend their approval or otherwise to the Board of Directors.

Enbridge has an Environment, Health & Safety Committee of which R.L. George is Chair and the other members are J.J. Blanchard, W.R. Fatt, M. Gourdeau, L.D. Hyndman, B.F. MacNeill and G.K. Petty. The principal functions of the Environment, Health & Safety Committee are to monitor and make recommendations with respect to the environment, health and safety policies, practices and procedures of Enbridge and its subsidiaries.

Enbridge has a Governance Committee of which E.S. Evans is Chair and the other members are J.J. Blanchard, J.L. Braithwaite, M. Gourdeau and D.J. Taylor. The principal function of the Governance Committee is to review and make recommendations regarding policies and procedures relating to the governance of the Corporation by the Board.

Enbridge has a Human Resources & Compensation Committee (see "Composition of the Human Resources & Compensation Committee").

ELECTION OF DIRECTORS

The Articles of the Corporation provide that the number of its Directors shall be such number, neither more than 15 nor less than 1, as the Board may from time to time determine. The Governance Committee of the Board acts as the nominating committee. The Board, by resolution dated November 8, 2001, has established the size of the Board effective January 1, 2002 at 13 Directors.

Individuals Proposed To Be Nominated

The following are the names of the 13 individuals proposed to be nominated for election as Directors at the Meeting (all of whom have consented to stand for election). The ages, the other positions and offices with Enbridge, the present principal occupation and the principal occupations during the five preceding years, the year in which each was first elected a Director and the number of Enbridge Shares beneficially owned or over which control or direction is exercised by each of them as at February 25, 2002 are set out below. Additional biographical information is found at Appendix "B". Each Director elected will hold office as a Director of Enbridge from the date of the Meeting until the close of the next annual meeting of Shareholders or until his or her successor is duly elected, unless that Director's office is vacated.

Name, Age and Principal Occupation or Employment	Positions Held with the Corporation	Year First Became a Director ⁽¹⁾	Number of Enbridge Shares Held ⁽²⁾
DAVID A. ARLEDGE, 56 Corporate Director; prior thereto Vice Chairman of the Board of Directors of El Paso Corporation (integrated natural gas transmission and power generation company) in 2001; prior thereto, Chairman, President and Chief Executive Officer of Coastal Corporation since 1997.	Director	2002	6,800
JAMES J. BLANCHARD, 59 Senior Partner, Verner, Liipfert, Bernhard, McPherson and Hand, Attorneys, since 1996; prior thereto United States Ambassador to Canada.	Director	1999	2,645
J. LORNE BRAITHWAITE, 60 Corporate Director in 2001; Prior thereto, President & Chief Executive Officer, Cambridge Shopping Centres Limited (developer and manager of retail shopping malls in Canada).	Director	1989	7,670
PATRICK D. DANIEL, 55 President & Chief Executive Officer of the Corporation since January 1, 2001; prior thereto, President & Chief Operating Officer since September 1, 2000; prior thereto, President & Chief Operating Officer – Energy Delivery of the Corporation since 1999; prior thereto, Executive Vice President & Chief Operating Officer – Energy Transportation Services since 1998; prior thereto, other senior executive positions with the Corporation for over five years.	Director President & Chief Executive Officer	2000	64,038
E. SUSAN EVANS, 56 Corporate Director.	Director	1996	10,483
WILLIAM R. FATT, 50 Chief Executive Officer of Fairmont Hotels & Resorts Inc. since September 2001; prior thereto, Chairman & Chief Executive Officer of Canadian Pacific Hotels & Resorts Inc. since January, 1998; prior thereto Executive Vice President & Chief Financial Officer, Canadian Pacific Ltd.	Director	2000	3,359
RICHARD L. GEORGE, 51 President and Chief Executive Officer of Suncor Energy Inc. (integrated oil and gas company).	Director	1996	5,757

Name, Age and Principal Occupation or Employment	Positions Held with the Corporation	Year First Became a Director ⁽¹⁾	Number of Enbridge Shares Held ⁽²⁾
MICHEL GOURDEAU, 52 Executive Vice President, Natural Gas Sector, Hydro-Québec (integrated power company).	Director	2002	100
LOUIS D. HYNDMAN, 66 Senior Partner, Field Atkinson Perraton LLP, Barristers and Solicitors.	Director	1993	6,697
BRIAN F. MACNEILL, 62 Chairman of Petro-Canada (integrated oil and gas company) in 2000; prior thereto, Chief Executive Officer of the Corporation from September 1, 2000 to December 31, 2000; prior thereto President & Chief Executive Officer of the Corporation since 1992.	Director	1991	120,355
ROBERT W. MARTIN, 65 Director; prior thereto Chairman of Silcorp Limited (convenience stores) from 1993 to 1999.	Director	1992	19,485
GEORGE K. PETTY, 60 Director of CAE Inc. (technical and industrial products company); prior thereto President & Chief Executive Officer of Telus Corporation from 1994 to 1999.	Director	2001	4,724
DONALD J. TAYLOR, 67 Chair of the Board of Directors of the Corporation.	Director	1979	11,081

Notes:

- (1) "Year First Became a Director" refers to the year the person named was elected or appointed as a Director of the Corporation or of its predecessor parent, Interprovincial Pipe Line Inc.
- (2) Each Director and Officer has advised that he or she has sole voting and investment power as to Enbridge Shares beneficially owned. Information as to shares beneficially owned, or over which control or direction is exercised, not being within the knowledge of Enbridge, has been furnished by respective persons individually.

Each of the persons named in the above table was elected a Director of the Corporation by a vote of Shareholders at the annual meeting held on May 2, 2001, other than Messrs. Arledge and Gourdeau, who were appointed Directors by the Board effective January 1, 2002 and January 31, 2002, respectively, at a meeting of the Board held on November 8, 2001.

There is no family relationship between any of the current Directors or the individuals proposed to be nominated for election as Directors of Enbridge.

A Share and Warrant Agreement dated August 27, 1997 among Noverco Inc., Gaz Métropolitain, Inc. and the Corporation sets forth terms by which Noverco Inc. will acquire and maintain an ownership interest in the Corporation and also contains terms regarding the composition of the Board. With respect to composition of the Board, the parties agreed that so long as Noverco Inc. 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, management and directors of the Corporation shall nominate and support the election to the Board of at least one individual, and possibly more in proportion to the percentage of outstanding Enbridge Shares owned by Noverco Inc. to all Enbridge Shares outstanding. Mr. Gourdeau is the individual representing Noverco Inc. by such right of nomination.

Unless specified in a Proxy Form or by telephone or internet voting instruction that the Enbridge Shares represented by the proxy shall be withheld from voting for the election of one or more Directors, it is the intention of the persons designated in the enclosed Proxy Form to vote FOR the election of the proposed nominees listed, all of whom are now Directors of Enbridge, and Messrs. D.A. Arledge and M. Gourdeau who are nominees for election as Director by Shareholders for the first time.

In the event that any vacancies occur in the slate of management nominees, the discretionary authority conferred by the proxies appointing the nominees designated in the enclosed Proxy Form will be exercised to vote the Enbridge Shares represented by such proxies for the election of any other person or persons nominated by management of the Corporation. The Corporation has no reason to anticipate any such occurrence.

REMUNERATION OF DIRECTORS

Directors' fees are paid to Directors who are not Officers of the Corporation, as well as to the Chair of the Board, who is a non-executive Officer.

Effective January 1, 2001 and throughout 2001, Directors have been remunerated on the basis of the following criteria. For membership on the Board and on Committees of the Board, Directors were paid retainer and meeting fees. The annual Board retainer was \$25,000 cash for each Director, consisting, at each individual's election, of all or designated portions of:

- (i) cash;
- (ii) the stock equivalent of cash in Enbridge Shares (valued on the basis of the weighted average of the trading price for one Enbridge Share on The Toronto Stock Exchange for the five trading days immediately preceding the date of payment) (herein called the "Stock Equivalent");
- (iii) the equivalent value of cash in options (subject to a value determination (at least annually), using a Black-Scholes multiple, by the Human Resources & Compensation Committee of the Board); and/or
- (iv) the equivalent value of cash in deferred stock units (calculated by dividing the value of cash compensation payable to a Director in deferred stock units on the date of payment of compensation by the Stock Equivalent).

A Director's election in respect of the foregoing was for 25, 50, 75 or 100% of the elected form of remuneration, totaling 100% of the retainer.

The annual Committee membership retainer consisted of the Stock Equivalent of \$3,000. Board and Committee Meeting fees were \$1,500 cash per meeting. The Chair of each Committee was paid an annual retainer of \$3,500 cash, other than the Chair of the Audit, Finance & Risk Committee who was paid an annual retainer of \$5,000 cash. Payment of a \$1,500 fee per meeting was made to a Director who traveled out of the Director's principal Province or State of residence to a meeting site.

The Chair of the Board was paid an additional Chair annual retainer of \$125,000 consisting, at the election of the Chair, of one or more of the four electives available to Directors with respect to the payment of Directors' annual retainers (as referred to above).

Directors with non-Canadian principal residency were paid the designated retainers and fees in U.S. dollars (or equivalent), rather than in Canadian dollars.

The Board has discretion to determine annually the guidelines setting forth the voluntary level of Enbridge Share ownership by each Director (in 2001, the level was six times the annual retainer (i.e., \$150,000) to be achieved over a period of time) (the "Target Level"). In order to assist each Director to reach and maintain the Target Level, the Corporation provides an annual retention stock bonus grant (the "Share Retention Bonus" or "SRB") to each Director of one Enbridge Share for each five Enbridge Shares held by the Director for a minimum period of three years. The maximum annual SRB to be paid shall never exceed the entitlement associated with maintaining the Target Level, as a minimum, for any relevant one year period. Such maximum annual SRB shall be paid only so long as the Director maintains or exceeds holdings at the Target Level for the relevant holding period. With the implementation of the Directors' Compensation Plan in 1999, the Corporation ceased offering a one time interest free loan to each Director to a maximum of \$50,000 and such loans granted in the past remained outstanding until the end of their respective terms. See "Indebtedness of Directors and Senior Officers".

The purpose of the Director compensation system, as recommended by external independent consultants, is to provide a compensation plan for Directors of the Corporation which reflects the responsibilities, commitments and risks accompanying board membership in a manner which is consistent with and which will advance the interests of the Corporation and the total return to shareholders.

EXECUTIVE COMPENSATION

The following table sets forth the annual, long-term and other compensation paid or granted by the Corporation and its subsidiaries for the three financial years ended December 31, 2001 to the individuals who were, at December 31, 2001, the Chief Executive Officer and the four other executive Officers of the Corporation with the highest salary and bonus compensation in the 2001 financial year (the "Named Executive Officers"). All amounts shown in the table are reported in Canadian dollars unless otherwise noted.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Fiscal Year	Annual Compensation			Long Term Compensation				All Other Compensation ⁽⁷⁾ (\$)
		Salary (\$)	Incentive Compensation ⁽¹⁾ (\$)	Other Annual Compensation ⁽²⁾ (\$)	Awards		Restricted Share Units ⁽⁵⁾ (\$)	Payouts	
					Options/SARs Granted ⁽³⁾				
					Regular Options (#)	Performance Based Options ⁽⁴⁾ (#)			
P.D. Daniel President & Chief Executive Officer	2001	618,500	760,000	-	60,000	-	-	352,380	15,100
	2000	472,917	450,168	99,832	75,000	-	32,103	-	23,646
	1999	438,750	375,000	-	50,000	-	60,089	98,978	22,563
S.J.J. Letwin Group Vice President, Distribution & Services	2001	378,250	330,000	100,000	40,000	-	-	-	98,863 ⁽⁸⁾
	2000	357,333	242,281	57,719	60,000	-	-	-	17,866
	1999	263,750	220,000	-	80,000	120,000	-	-	-
D.C. Tutchter ⁽⁹⁾ Group Vice President, Transportation South	2001	US 178,125	US 225,000	US 50,000	30,000	65,000	-	1,069,398	US 293,906 ⁽¹⁰⁾
	2000	-	-	-	-	-	-	-	-
	1999	-	-	-	-	-	-	-	-
J.R. Bird Group Vice President, Transportation North	2001	360,000	290,000	75,000	40,000	-	-	-	8,900
	2000	333,917	240,712	59,288	60,000	-	17,270	-	16,696
	1999	315,000	265,000	-	40,000	-	34,914	-	16,125
D.P. Truswell Group Vice President & Chief Financial Officer	2001	361,250	300,000	50,000	40,000	-	-	220,248	8,937
	2000	341,250	259,346	55,654	60,000	-	37,082	-	17,063
	1999	323,750	275,000	-	40,000	-	62,205	19,114	16,187

Notes:

- (1) Under the Pension Plan of the Corporation, pension entitlement accrues at the rate of 1.6% of the sum of (i) the average of the participants' highest annual salary during three consecutive years out of the last ten years of credited service and (ii) for the Named Executive Officers, the average of the participants' three highest annual performance bonus periods, represented in each period by 50% of the actual bonus paid, in respect of the last five years of credited service, multiplied by the number of credited years of service (see also "Pension Plan", below).
- (2) The amounts shown in this column represent the gross cash value of the amount awarded under the Short-Term Incentive Plan that was designated for the purchase of Enbridge Shares at market value. These shares are referred to as "Restricted Shares" as the sale or transfer of these shares is restricted for a one year period, in the case of amounts shown for 2001, and a three year period, in the case of amounts shown for 2000. The purchase price of the Restricted Shares for amounts shown for 2001 and 2000 were \$43.34 and \$38.25, respectively. See "Report on Executive Compensation – Annual Incentive Awards". In fiscal 2001, the Named Executive Officers were given a Flexible Perquisites Allowance to pay for perquisites that may have been previously paid by the Corporation on behalf of each executive. Allowances do not exceed the lesser of \$50,000 and 10% of the total of the annual salary and bonus for any of the Named Executive Officers and are therefore not reported.
- (3) Each option entitles the holder to acquire the indicated number of Enbridge Shares. Particulars of the stock options are provided under the heading "Stock Options".
- (4) Represents a special performance-based stock option grant to become exercisable to Mr. Letwin, as to 50% of the grant, if the price of Enbridge Shares exceeds \$40.00 per share for 20 consecutive trading days during the period March 26, 1999 to December 31, 2002 and, as to 100% of the grant, if the price of Enbridge Shares exceeds \$45.00 per share for the 20 consecutive trading days during the same aforementioned period; and to become exercisable to Mr. Tutchter, as to 100% of the grant, if the price of Enbridge Shares exceeds \$45.00 per share for the 20 consecutive trading days during the period September 6, 2001 to December 31, 2002 (see "Report on Executive Compensation - Performance-Based Options" below).
- (5) For options granted during the period November 4, 1996 to July 10, 1997, to the extent dividends were paid on Enbridge Shares during the term of those unexercised options, the holders of such options were awarded Restricted Stock Units ("RSUs"). All of the RSUs matured on December 31, 2000. A number of Enbridge Shares equivalent to one-half of the number of RSUs maturing were issued to the Named

Executive Officers. Particulars of the stock options and RSUs are provided under the heading "Report on Executive Compensation – Long-Term Incentives".

- (6) Long Term Incentive Payouts refers to the aggregate value realized from the exercise of stock options (See table "Aggregated Option/SAR Exercises During The Most Recently Completed Financial Year and Financial Year-End Option/SAR Values").
- (7) Until July 1, 2001, the Corporation made contributions under the Stock Purchase and Savings Plan, a plan to which employees of Enbridge may contribute from 2% to 30% of their base salary, with employee contributions up to 5% matched (depending upon years of service) by the Corporation. Enbridge contributions were used to purchase Enbridge Shares at market value and, in respect of employee contributions, employees were permitted to select from among 15 designated funds or Enbridge Shares. Effective July 1, 2001, the Corporation implemented a new Stock Purchase and Savings Plan (the "Savings Plan"). Under the Savings Plan, employees of Enbridge may contribute from 1% to 35% of their base salary for investment in among 15 designated funds or Enbridge Shares. The first 2.5% of an employee's base salary contributed to the Savings Plan must be used to purchase Enbridge Shares at market value. Employees who participate in the Savings Plan can receive up to 2.5% of their base salary in flex credits based on their years of service and the amount of their contributions to the Savings Plan. Under the Corporation's flexible benefit program, flex credits can be used to purchase various benefits (including term life insurance) or paid to the employee as part of their salary.
- (8) Amount includes relocation subsidy.
- (9) Mr. Tutchter's salary represents the amount earned from May 14, 2001 to December 31, 2001. Mr. Tutchter joined the Corporation subsequent to the closing of the Corporation's acquisition of Midcoast Energy Resources, Inc. on May 11, 2001.
- (10) Amount includes a cash signing incentive of US\$285,000, which was paid to Mr. Tutchter pursuant to an employment agreement with the Corporation dated May 11, 2001, and US\$8,806, which was paid pursuant to the Stock Purchase and Savings Plan (as described in Note 7 above).

COMPOSITION OF THE HUMAN RESOURCES & COMPENSATION COMMITTEE

The following Directors served as members of the Corporation's Human Resources & Compensation Committee (the "Committee") during the financial year ended December 31, 2001: J.L. Braithwaite (Chair), A. Caillé, R.L. George, R.W. Martin, G.K. Petty and D.J. Taylor. Messrs. Braithwaite and Taylor have served since their appointments at the Annual and Special Meeting of Shareholders held on May 2, 1996; Mr. George joined the Committee on April 29, 1999; Mr. Caillé joined the Committee on July 8, 1997; Messrs. Martin and Petty joined the Committee on February 1, 2001; and Mr. Arledge joined the Committee on January 1, 2002. No member is or has been an Officer, former Officer or employee of the Corporation or any of its subsidiaries, or has had any relationship with the Corporation except as a Director, other than D.J. Taylor who is a non-executive Officer holding the office of Chair of the Board and Mr. Martin, who was an employee and Officer of The Consumers' Gas Company Ltd., an indirect wholly owned subsidiary of the Corporation. Mr. Caillé, who announced his retirement as a Director of the Corporation effective January 31, 2002, is President & Chief Executive Officer of Hydro-Québec, a majority owner of shares of Noverco Inc. and party to the transaction approved on July 8, 1997 whereby on June 30, 1998 the Corporation acquired preference shares and 32% of Noverco Inc.'s common shares in exchange for 12,000,000 Enbridge Shares and a warrant to purchase an additional 3,000,000 Enbridge Shares which warrant was exercised on November 13, 1998. Messrs. Braithwaite, George, Martin and Taylor had indebtedness to the Corporation during the 2001 financial year under the Directors' Compensation Plan (see "Indebtedness of Directors and Senior Officers").

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

Except as otherwise set out in this Circular, no insider or proposed nominee for election as a Director, and no associate or affiliate of any of the foregoing persons, has or had any material interest, direct or indirect, in any transaction during the 2001 fiscal year or in any proposed transaction which in either such case has materially affected or will materially affect the Corporation or any of its subsidiaries.

REPORT ON EXECUTIVE COMPENSATION

The Corporation's executive compensation program is administered by the Committee. As part of its mandate, the Committee approves the appointment and remuneration of the Corporation's Senior Officers, including the Named Executive Officers identified in the Summary Compensation Table. The Committee is also responsible for reviewing the Corporation's compensation policies and guidelines generally. The Committee met six times during the fiscal year ended December 31, 2001. It is the objective of the Committee to ensure that the compensation of senior executives is sufficiently competitive to attract and retain highly qualified executives and to link incentive compensation to performance and shareholder value. The executive compensation program of the Corporation is comprised of three major components: base salaries, a short-term incentive program and a long-term incentive plan.

Base Salaries

In determining the remuneration of Senior Officers of the Corporation, the Committee makes use of formal assessments, market comparisons and advice from independent external compensation consultants. The Committee gives consideration to the Corporation's long-term interests and financial objectives as well as to qualitative aspects of the individual performance and achievements of its Senior Officers as demonstrated by leadership ability, major project responsibility and contributions to the Corporation's industry and community development activities.

Salaries for the Named Executive Officers are reviewed annually based on corporate and personal performance and on individual levels of responsibility. The Committee submits for the approval of the Board its recommendation as to the salary of the President & Chief Executive Officer. The Committee considers and, if thought fit, approves salaries recommended by the President & Chief Executive Officer for the other Named Executive Officers of the Corporation.

Annual Incentive Awards

Annual Short Term Incentive Plan ("STIP")

The Corporation's Short-Term Incentive Plan is intended to provide executives with an incentive to perform above the median of comparative corporations, measured against financial and operating performance targets for the past year and also against the average total shareholder return (share price appreciation and dividends paid) over a relative three-year period. The opportunity to earn an award is directly linked to base salary and value added to the Corporation. Awards under the STIP are paid in cash or other equivalent consideration, including Restricted Shares, which formed a portion of the awards paid for the fiscal year ended December 31, 2001. Restricted Shares are Enbridge Shares that have been purchased at market value utilizing a designated portion of the STIP award. Restricted Shares may not be sold or transferred for a specified period of time.

Corporate performance targets are established by the Board while each of the Corporation's business units establishes specific measurable targets which are approved by the President & Chief Executive Officer in conjunction with the Committee. Executive bonus opportunities are established with reference to office held, expressed as a percentage of base salary, and are adjusted in relation to the achievement of such pre-determined targets. In administering the STIP, the Committee may, in its judgment, vary bonuses payable to participants if the application of the adjustments confers unintended results. The STIP bonus for the President & Chief Executive Officer is recommended by the Committee for approval by the Board while bonuses for the other Named Executive Officers are reviewed by the Committee on the recommendation of the President & Chief Executive Officer.

For the three and five year periods ended December 31, 2001, annualized total shareholder return was 11.1% and 21.3%, respectively. On a consolidated corporate basis, annualized share performance was in excess of The Toronto Stock Exchange's Pipelines Index and Gas & Electric Index by as much as 9.6% over the past five years, and was in the first quartile relative to performance amongst comparative organizations. In the opinion of the Committee, STIP payments were therefore warranted and reflected value received by the Shareholders.

Annual Long-Term Incentives ("LTIP")

The Incentive Stock Option Plan (1999) (the "ISOP") provides participating executives with the opportunity to acquire an increased proprietary interest in the Corporation, in a manner consistent with advancing the interests of the Corporation, by motivating and rewarding such executives in relation to the Corporation's long-term performance, growth and total shareholder return. Under prior plans, in conjunction with a grant of stock options, participating executives during the period November 4, 1996 to July 10, 1997 were granted Restricted Stock Units (the "RSUs"), in recognition that the payment of dividends is included in total shareholder return. RSUs, expressed in shares, were the common share equivalent of the amount of dividends that would have been paid on the total number of shares the executive held as unexercised options pursuant to the ISOP and the total number of RSUs standing to the credit of the executive as at the record date for payment of such dividends. The Corporation has not granted any RSUs since July 10, 1997. All of the RSUs matured on December 31, 2000. A number of Enbridge Shares equivalent to one-half of the number of RSUs maturing were issued to the Named Executive Officers.

The ISOP also provides that stock appreciation rights ("SARs") may be granted in connection with an option, in respect of a number of Enbridge Shares not exceeding the number to which the option relates. Generally, SARs are exercisable at such times and in such amounts as the underlying options, and requires the holder to surrender all or part of the underlying and unexercised option in exchange for the amount by which the then aggregate fair market value of the number of Enbridge Shares covered by the option exceeds the aggregate option exercise price. The Corporation has not granted SARs since November 3, 1994.

Stock Option Plan

Awards of stock options (as a LTIP) are generally considered annually by the Committee on the recommendation of the President & Chief Executive Officer and by the Committee alone concerning the President & Chief Executive Officer. Each stock option awarded entitles the recipient to acquire a specified number of Enbridge Shares at an exercise price equal to 100% of the last sale price of the Enbridge Shares on The Toronto Stock Exchange on the trading day prior to the date of the grant. In connection with the determination of the number of stock options that may be granted, the Committee further considers a target ratio of the current Enbridge Share price to base salary as well as considering individual performance achievements and succession potential.

During 2001, stock options to acquire 950,000 Enbridge Shares (excluding the option issuances referred to below) at prices between \$36.72 and \$40.00 per share were awarded to 219 eligible employees, including the Named Executive Officers.

In connection with the Corporation's acquisition of Midcoast Energy Resources, Inc. ("Midcoast") on May 11, 2001, each holder of options to purchase common stock of Midcoast exchanged such options for options to purchase such number of Enbridge Shares as was necessary to produce an intrinsic value that equaled the intrinsic value of the Midcoast options being surrendered. As a result, the Corporation issued an aggregate of 859,707 options to purchase Enbridge Shares at prices ranging from \$9.57 to \$29.81 per share to 38 individuals.

Subsequent to the closing of the acquisition of Midcoast, stock options to acquire an aggregate of 159,500 Enbridge Shares at a price of \$36.72 per share were granted to five executives of Midcoast who continued to be employed by the Corporation. In addition, stock options to acquire an aggregate of 54,900 Enbridge Shares at a price of \$40.10 per share were granted to 31 employees of Midcoast who continued to be employed by the Corporation.

Performance-Based Options

In order to provide further long-term incentives to participating executives and to align their interests with those of Shareholders, a special performance-based stock option to acquire an aggregate of 500,000 Enbridge Shares at \$31.35 per share was awarded to three of the Named Executive Officers on January 20, 1998 for a five year term, which term will extend to eight years if the options become exercisable before the end of the five-year term. It becomes exercisable, as to 50% of the grant, if the price of Enbridge Shares exceeds \$40.00 per share for the 20 consecutive trading days during the period January 20, 1998 to December 31, 2002 and, as to 100% of the grant, if the price of Enbridge Shares exceeds \$45.00 per share for 20 consecutive trading days during the same aforementioned period.

On March 26, 1999, a performance-based stock option to acquire 120,000 Enbridge Shares at \$33.8750 per share was awarded to Mr. Letwin. It becomes exercisable, as to 50% of the grant, if the price of Enbridge Shares exceeds \$40.00 per share for the 20 consecutive trading days during the period March 26, 1999 to December 31, 2002 and, as to 100% of the grant, if the price of Enbridge Shares exceeds \$45.00 per share for 20 consecutive trading days during the same aforementioned period. The performance-based stock option expires on December 31, 2002, which term will extend to January 20, 2006 if the option becomes exercisable. On April 11, 2001, 50% of the outstanding performance-based stock options vested when the price of Enbridge shares maintained a minimum trading value of \$40.00 for 20 consecutive trading days.

During 2001, a performance-based stock option to acquire 65,000 Enbridge Shares at \$41.13 per share was awarded to Mr. Tutchter. It becomes exercisable as to 100% of the grant if the price of Enbridge Shares exceeds \$45.00 per share for the 20 consecutive trading days during the period from September 6, 2001 to December 31,

2002. The performance-based stock option expires on December 31, 2002, which term will extend to January 20, 2006 if the option becomes exercisable.

Compensation of the Chief Executive Officer

Based on the Committee's assessment of Mr. Daniel's achievement of individual and strategic objectives weighted at 40% for corporate financial and operating performance, 40% for total shareholder return and 20% for quantitative and qualitative performance measures that directly increase shareholder value, the Committee recommended, and the Board approved, the award to Mr. Daniel of a cash bonus of \$760,000 and stock options to purchase, in the aggregate, 60,000 Enbridge Shares at a price of \$38.20 per share.

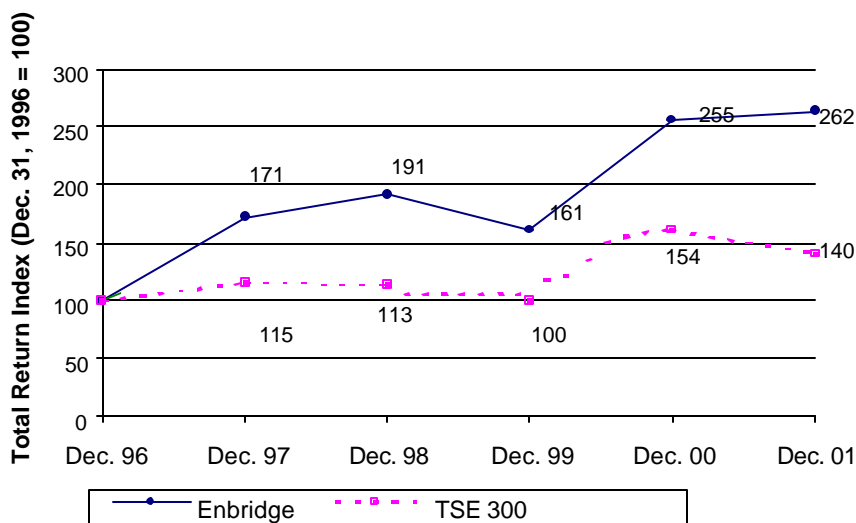
This "Report on Executive Compensation" is presented by the Human Resources & Compensation Committee of the Board of Directors:

J.L. Braithwaite, Chair
 D.A. Arledge
 R.L. George
 R.W. Martin
 G.K. Petty
 D.J. Taylor

PERFORMANCE GRAPH

The following chart compares Enbridge's five-year cumulative shareholder return (assuming reinvestment of dividends) for \$100 invested in Enbridge Shares on December 31, 1996 with the cumulative total return of the TSE 300 Composite Index for the five most recently completed financial years.

**Enbridge vs. TSE 300 Composite Index
 Historical Total Return
 Five Years Ended December 31, 2001**



EMPLOYMENT CONTRACTS

The Corporation has entered into employment contracts with certain employees including each of the Named Executive Officers. Each contract provides that should the Named Executive Officer experience involuntary termination of employment (other than for cause) or constructive dismissal, subject to the terms of the contract he will be paid 200% of the sum of: (i) twelve times the gross monthly salary paid to the executive in the last full month of employment; and (ii) the gross amount of the last bonus paid; and will be provided a two year extension of certain employee benefits specified in the contract. For these purposes, unless consented to by the executive, "constructive dismissal" is deemed to occur when the executive ceases to be an Officer of the Corporation or an Officer of a successor to a material portion of the assets of the Corporation; incurs a material decrease in title, position, responsibility, powers or reporting relationships; or incurs a reduction in annual salary, excluding bonuses.

The President & Chief Executive Officer has entered into an employment contract on identical terms to those described above, other than that he is entitled to 300% rather than 200% of the amounts noted above.

STOCK OPTIONS

The two tables which follow set forth information concerning options granted under the Incentive Stock Option Plan (1999) relating to the Named Executive Officers during the financial year ended December 31, 2001.

OPTION/SAR GRANTS DURING THE MOST RECENTLY COMPLETED FINANCIAL YEAR

Name	Shares Underlying Options/SARs Granted ⁽¹⁾ (#)	% of Total Options/SARs Granted to Employees in 2001 ⁽³⁾	Exercise or Base Price (\$/Share)	Market Value of Shares Underlying Options/SARs at Date of Grant (\$/Share)	Expiration Date
P.D. Daniel	60,000	2.9%	38.20	38.20	February 21, 2011
S.J.J. Letwin	40,000	1.9%	38.20	38.20	February 21, 2011
D.C. Tutchter	30,000 65,000 ⁽²⁾	1.4% 3.1%	36.72 41.13	36.72 41.13	May 14, 2011 January 01, 2003
J.R. Bird	40,000	1.9%	38.20	38.20	February 21, 2011
D.P. Truswell	40,000	1.9%	38.20	38.20	February 21, 2011

Notes:

- (1) The options issued at \$38.20 per share noted above were granted on February 21, 2001. Each option becomes exercisable as to the first 25% after one year from the date of grant, as to the second 25% after two years from the date of the grant, as to the third 25% after three years from the date of the grant and as to the final 25% after four years from the date of the grant.
- (2) Represents a special performance-based stock option to acquire 65,000 Enbridge Shares at a price of \$41.13 per share on or before January 1, 2003. This option only becomes exercisable if the price of Enbridge Shares exceeds \$45.00 per share for 20 consecutive trading days during the period from September 6, 2001 to December 31, 2002 (the "Vesting Condition"). In the event that the Vesting condition is satisfied, the expiry date of the option will be extended to January 20, 2006.
- (3) The total number of options granted in 2001 exceeded historical levels by 100% due to the issuance of options to former holders of options to acquire common stock of Midcoast. See "Report on Executive Compensation - Stock Options". As a result, the percentage of options issued to any one Named Executive Officer has been reduced accordingly.

**AGGREGATED OPTION/SAR EXERCISES DURING THE MOST RECENTLY COMPLETED
FINANCIAL YEAR AND FINANCIAL YEAR-END OPTION/SAR VALUES**

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Options/SARs At Financial Year-End ⁽¹⁾		Value of Unexercised In-The-Money Options/SARs At Financial Year-End ⁽²⁾	
			Exercisable (#)	Unexercisable (#)	Exercisable (\$)	Unexercisable (\$)
P.D. Daniel	14,000	352,380 ⁽³⁾	275,750	151,250	4,545,700	1,575,375
S.J.J. Letwin	-	-	115,000	125,000	1,190,500	1,328,000
D.C. Tutchter	42,122	1,069,398	71,129	30,000	1,402,461	200,400
J.R. Bird	-	-	201,500	112,500	3,286,675	1,213,625
D.P. Truswell	8,400	220,248 ⁽³⁾	236,100	112,500	4,111,865	1,213,625

Notes:

- (1) Options issued in financial years 1992 through 2001 and not exercised on or before December 31, 2001, in respect of indicated numbers of Enbridge Shares. This value has not been realized, and may never be realized. The actual gains on exercise, if any, will depend on the value of the Enbridge Shares on the date of exercise.
- (2) Based on the difference between the closing price of the Enbridge Shares on The Toronto Stock Exchange on December 31, 2001 (\$43.40) and the exercise or base price of unexercised options to acquire Enbridge Shares.
- (3) These options were expiring in August 2001. Messrs. Daniel and Truswell continued to hold the shares upon exercising these options.

PENSION PLAN

The following tables illustrate the benefits payable under the defined benefit component of the Corporation's trusted non-contributory pension plans (the "Plan"), which apply to the Corporation's Corporate and Transportation units and include the Named Executive Officers. The tables illustrate the total annual pension entitlements assuming the eligibility requirements for an unreduced pension have been satisfied. Plan benefits that exceed maximum pension rules applicable to registered plan benefits are paid from the Corporation's supplemental pension plan. Other trusted pension plans, with varying contribution formulae and benefits, cover the balance of Canadian and United States employees.

The Plan provides a yearly pension payable after age 60 in the normal form (60% joint and last survivor) equal to (a) 1.6% of the sum of (i) the average of the participant's highest annual salary during three consecutive years out of the last ten years of credited service and (ii) for certain executives, the average of the participant's three highest annual performance bonus periods, represented in each period by 50% of the actual bonus paid, in respect of the last five years of credited service, multiplied by (b) the number of credited years of service. This pension is offset, after age 60, by 50% of the participant's Canada Pension Plan ("CPP") benefit prorated by years in which the participant has both credited service and CPP coverage. An unreduced pension is payable if retirement is after age 55 with 30 or more years of service, or after age 60. Early retirement reductions apply if a participant retires and does not meet these requirements.

For service after December 31, 1999, the Plan provides for Senior Management Employees (including the Named Executive Officers) a yearly pension payable after age 60 in the normal form (60% joint and last survivor) equal to (a) 2% of the sum of (i) the average of the participant's highest annual base salary during three consecutive years out of the last ten years of credited service and (ii) the average of 50% of the participant's three highest annual performance bonus amounts received in the last five years of credited service. An unreduced pension is payable if retirement is after age 55 with 30 or more years of service, or after age 60. Early retirement reductions apply if a participant retires and does not meet these requirements. Retirement benefits paid from the Plan are indexed at 50% of the annual increase in the consumer price index.

PENSION PLAN TABLES

Service Prior to January 1, 2000, before CPP Offset

Years of Credited Service						
Remuneration ⁽¹⁾	10	15	20	25	30	35
300,000	48,000	72,000	96,000	120,000	144,000	168,000
400,000	64,000	96,000	120,000	160,000	192,000	224,000
500,000	80,000	120,000	160,000	200,000	240,000	280,000
600,000	96,000	144,000	192,000	240,000	288,000	336,000
700,000	112,000	168,000	224,000	280,000	336,000	392,000
800,000	128,000	192,000	256,000	320,000	384,000	448,000
900,000	144,000	216,000	288,000	360,000	432,000	504,000
1,000,000	160,000	240,000	320,000	400,000	480,000	560,000

Service After December 31, 1999

Years of Credited Service						
Remuneration ⁽¹⁾	10	15	20	25	30	35
300,000	60,000	90,000	120,000	150,000	180,000	210,000
400,000	80,000	120,000	160,000	200,000	240,000	280,000
500,000	100,000	150,000	200,000	250,000	300,000	350,000
600,000	120,000	180,000	240,000	300,000	360,000	420,000
700,000	140,000	210,000	280,000	350,000	420,000	490,000
800,000	160,000	240,000	320,000	400,000	480,000	560,000
900,000	180,000	270,000	360,000	450,000	540,000	630,000
1,000,000	200,000	300,000	400,000	500,000	600,000	700,000

Note:

- (1) "Remuneration" refers to annual salary and that portion of annual bonus deemed by the Human Resources & Compensation Committee for inclusion in final average earnings.

In addition, Mr. Bird accumulated pension credits equal to 2.0% for each year of service from his date of employment until January 1, 2000. Mr. Letwin was granted six additional years of credited service on his employment date based on the pension formula applicable for service prior to January 1, 2000. From 2001 through 2006 (inclusive), Mr. Daniel accrues two years of credited service for each year of service with the Corporation.

For purposes of computing the total retirement benefit of the Named Executive Officers under the Registered Pension Plan (the "RPP") and the Senior Management Pension Plan (the "SMPP"), credited service as of December 31, 2001 was 16.67 years under the RPP and 2.0 years under the SMPP for Mr. Daniel (age 55); 0.75 years under the RPP and 2.0 years under the SMPP and 6.0 additional years of credited service under the RPP formula for Mr. Letwin (age 46), 31.25 years under the RPP and 2.0 years under the SMPP for Mr. Truswell (age 58); 4.92 years under the RPP and 2.0 years under the SMPP for Mr. Bird (age 52); and 0.58 years under the RPP and SMPP for Mr. Tutcher (age 52).

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

Except as outlined below, other than routine indebtedness, no current or former Director or Officer of the Corporation or its subsidiaries, and no associate of any such person, was indebted to the Corporation or any of its subsidiaries at any time since January 1, 2001. During the 2001 financial year, each individual listed below was indebted to the Corporation with respect to an interest free loan of \$50,000, or in aggregate to all participating Directors of \$350,000, advanced under the provisions of the Directors' Compensation Plan to facilitate the purchase of Enbridge Shares. The interest free loan feature of the Directors' Compensation Plan was discontinued and no further interest free loans were made after February 25, 1997. As at February 25, 2002, all the loans had been repaid in full.

**TABLE OF INDEBTEDNESS OF DIRECTORS AND
SENIOR OFFICERS UNDER SECURITIES PURCHASE PROGRAMS**

Name and Principal Position ⁽¹⁾	Involvement of Issuer or Subsidiary	Largest Amount Outstanding During 2001 (\$)	Amount Outstanding as at February 25, 2002 (\$)	Financially Assisted Securities Purchases ⁽²⁾ (#)	Security for Indebtedness	Due Date of Loan
J.L. Braithwaite Director	Lender	50,000	nil	2,548	(3)	October 22, 2001
E.S. Evans Director	Lender	50,000	nil	2,548	(3)	October 22, 2001
R.L. George Director	Lender	50,000	nil	2,548	(3)	October 25, 2001
L.D. Hyndman Director	Lender	50,000	nil	2,444	(3)	February 19, 2002
R.W. Martin Director	Lender	50,000	nil	2,548	(3)	October 21, 2001
D.J. Taylor Chair of Board	Lender	50,000	nil	2,548	(3)	October 22, 2001

Notes:

- (1) J.L. Braithwaite, E.S. Evans, R.L. George, L.D. Hyndman, R.W. Martin and D.J. Taylor are proposed nominees for election as Directors at the Meeting.
- (2) The securities purchases made in 1996 and 1997 have been restated to reflect the subsequent two-for-one share split effective May 7, 1999.
- (3) As security for the loan, each Director provided, in accordance with the Directors' Compensation Plan, a five-year term promissory note and the Enbridge Shares purchased with proceeds of the loans (all made during the calendar year ended December 31, 1996, other than Mr. L. D. Hyndman, who purchased on February 25, 1997) which were held in trust by CIBC Mellon Trust Company as security for repayment of each Director's loan.

LIABILITY INSURANCE OF DIRECTORS AND OFFICERS

The Corporation maintains insurance for the benefit of its Directors and Officers and the Directors and Officers of its subsidiaries, as a group, in respect of the performance by them of the duties of their offices. The total amount of insurance coverage available is approximately CDN \$155,000,000, with a U.S. \$1,000,000 deductible for each claim for which the Corporation grants indemnification. The insurance premium for the policy period from September 30, 2001 to September 30, 2002, paid by the Corporation, was CDN \$380,662.

APPOINTMENT OF AUDITORS

PricewaterhouseCoopers LLP (or a predecessor firm, Price Waterhouse) have been auditors of Interprovincial Pipe Line Inc. since 1949 and of the Corporation since 1992, and their address is Suite 1200, 425 – 1st Street S.W., Calgary, Alberta. **Unless specified in a Proxy Form or by telephone or internet voting instruction that the Enbridge Shares represented by the proxy shall be withheld from voting for the appointment of auditors, it is the intention of the persons designated in the enclosed Proxy Form to vote FOR the re-appointment of PricewaterhouseCoopers LLP as auditors of the Corporation to hold office until the close of the next Annual Meeting of Shareholders at a remuneration to be fixed by the Board.** PricewaterhouseCoopers LLP will be appointed if a majority of votes cast by Shareholders present or represented by proxy at the Meeting vote in favour of the resolution. Representatives of PricewaterhouseCoopers LLP are expected to be present at the Meeting, will have the opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions.

FINANCIAL STATEMENTS

The Directors will place before the Meeting the Directors' Report to Shareholders and the Consolidated Financial Statements and Auditors' Report for the fiscal year ended December 31, 2001. The 2001 Annual Report to Shareholders, which contains the Consolidated Financial Statements and the Auditors' Report, is included with the general mailing of this Circular to Shareholders, which is expected to be made on or about March 26, 2002. The 2001 Annual Report, the Notice of Meeting and the Circular will be available for viewing (and electronic delivery) on or about March 26, 2002 at www.enbridge.com in the "Investor Relations" page under the heading "Reports & Services". Additional copies of the Annual Report are available from the office of the Corporate Secretary of the Corporation.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

INCENTIVE STOCK OPTION PLAN (2002)

At a meeting held on April 29, 1999, the Shareholders approved Enbridge's Incentive Stock Option Plan (1999) (the "1999 Plan") which reserved an aggregate of 12,000,000 Enbridge Shares for issuance (after giving effect to the two-for-one share split effective May 7, 1999).

Since April 29, 1999, an aggregate of 1,301,975 Enbridge Shares have been issued as a result of the exercise of stock options granted pursuant to the 1999 Plan. As a result, there are presently 10,698,025 Enbridge Shares reserved for issuance pursuant to the 1999 Plan and 7,342,258 stock options outstanding.

At the Meeting, Shareholders will be asked to approve a resolution, the text of which is set forth in Appendix "A" to this Circular (the "2002 Stock Option Plan Resolution"), approving the Enbridge Inc. Incentive Stock Option Plan (2002) (the "2002 Plan"), to take effect from the date of Shareholder approval. An aggregate of 15,000,000 Enbridge Shares (which includes the 10,698,025 Enbridge Shares presently reserved for issuance under the 1999 Plan) will be reserved for issuance under the 2002 Plan.

The purpose of the 2002 Plan is to replace the 1999 Plan and to provide effective incentives to full-time employees of the Corporation (and its subsidiaries, which includes partnerships and other entities that are controlled by the Corporation) and to reward such employees in relation to the long-term performance and growth of the Corporation and the total return to Shareholders. No financial assistance will be provided by the Corporation to option holders in connection with the exercise of stock options granted under the 2002 Plan.

Features of the 2002 Plan include:

- (1) A maximum of 15,000,000 Enbridge Shares will be reserved for issuance under the 2002 Plan. The number of shares reserved for issuance under the 2002 Plan includes any shares that may be issued as a result of the exercise of stock options ("options") granted under the 1999 Plan. Options granted under the 2002 Plan may include stock appreciation rights ("rights").
- (2) The 2002 Plan will be administered by the Human Resources & Compensation Committee of the Board (the "Committee"). The Committee will, subject to Board approval, designate those employees of the Corporation to whom options and/or rights will be granted and upon what terms. Directors, who are not full-time employees of the Corporation, and members of the Committee are not eligible to participate in the 2002 Plan.
- (3) Options will have a term of ten years or less and will be subject to earlier termination if the holder leaves the employ of the Corporation unless the Committee otherwise decides. An option will only become exercisable after one year of continued employment following its grant and only then in such instalments as the Committee may determine. In no case will an option be granted at an exercise price less than 100% of the last sale price of Enbridge Shares on The Toronto Stock Exchange on the trading day prior to the date of the grant.
- (4) Incentive stock options, within the meaning and requirements of the United States Internal Revenue Code, may be granted to designated employees of the Corporation's United States subsidiaries at an exercise price of not less than 100% of the last sale price of Enbridge Shares on The Toronto Stock Exchange on the trading day prior to the date of the grant. Such options may be afforded favourable tax treatment under United States law.
- (5) Rights may be granted in connection with an option. The number of Enbridge Shares covered by such rights will not exceed the number of Enbridge Shares available to the employee under his or her option. Generally, rights will be exercisable at such times and in such amounts as the underlying options. The rights entitle the holder to surrender all or part of the underlying and unexercised option and receive in exchange the amount by which the then aggregate fair market value of the Enbridge Shares covered by the option (based on the trading price of the Enbridge Shares on The Toronto Stock Exchange) exceeds the aggregate option exercise price, to a maximum of 100% of the exercise price.
- (6) No options or rights granted under the 2002 Plan are transferable or assignable by the holder other than by will or according to the laws governing descent and distribution.
- (7) The 2002 Plan contains provisions for changes in the number of options and rights granted and available in certain circumstances where it is necessary to prevent dilution, provisions to protect the holders of options and rights in the event of reorganization of the Corporation, and limited provisions for amendment of the 2002 Plan by the Board.

To be adopted, the 2002 Stock Option Plan Resolution must be approved by a majority of the votes cast at the Meeting.

Unless specified in a Proxy Form or by telephone or internet voting instructions that the Enbridge Shares represented by the proxy shall be voted against the 2002 Stock Option Plan Resolution, it is the intention of the persons designated in the enclosed Proxy Form to vote FOR the approval of the 2002 Stock Option Plan Resolution.

SHAREHOLDER RIGHTS PLAN – AMENDMENTS TO AND RECONFIRMATION OF SHAREHOLDER RIGHTS PLAN

The Corporation has in place a Shareholder Rights Plan (the "Rights Plan") under the terms of the Shareholder Rights Plan Agreement dated as of November 9, 1995, as amended, between the Corporation and CIBC Mellon Trust Company, as Rights Agent (the "Rights Agent"). The Rights Plan was originally implemented on November 9, 1995, was confirmed by Shareholders at the 1996 annual meeting and was amended and reconfirmed by Shareholders at the 1999 annual meeting.

To continue in effect, the Rights Plan must be reconfirmed by Shareholders at the Meeting. Shareholders are also being asked to approve several minor changes to the Rights Plan to conform its provisions to versions of rights plans now prevalent for public reporting issuers in Canada.

Shareholders will be asked at the Meeting to consider and, if deemed advisable, to approve, by a simple majority of votes cast at the Meeting, a resolution, the text of which is set forth in Appendix "A" of this circular (the "Rights Plan Resolution"), to amend and reconfirm the Rights Plan. **For the Rights Plan to continue in effect after the Meeting, it must be reconfirmed by Shareholders at the Meeting. If the Rights Plan Resolution is not passed by the Shareholders, the Rights Plan will terminate.**

Background

The primary objective of the Rights Plan is to provide the Board with sufficient time to explore and develop alternatives for maximizing shareholder value if a take-over bid is made for the Corporation and to provide every Shareholder with an equal opportunity to participate in such a bid. The Rights Plan encourages a potential acquirer to proceed either by way of a Permitted Bid (as defined in the Rights Plan), which requires the take-over bid to satisfy certain minimum standards designed to promote fairness, or with the concurrence of the Board.

On the original adoption of the Rights Plan and on continuing the Rights Plan, the Board considered the legislative framework in Canada governing take-over bids. Under provincial securities legislation, a take-over bid generally means an offer to acquire voting or equity shares of a person or persons, where the shares subject to the offer to acquire, together with shares already owned by the bidder and certain related parties, aggregate 20% or more of the outstanding shares of a corporation.

The existing legislative framework for take-over bids in Canada continues to raise the following concerns for shareholders of the Corporation:

(a) Time

Current legislation permits a take-over bid to expire 35 days after it is initiated. The Board is of the view that this is not sufficient time to permit Shareholders to consider a take-over bid and make a reasoned and unhurried decision.

(b) Pressure to Tender

A shareholder may feel compelled to tender to a take-over bid which the shareholder considers to be inadequate out of a concern that in failing to do so, the shareholder may be left with illiquid or minority discounted common shares. This is particularly so in the case of a partial take-over bid for less than all of the common shares, where the bidder wishes to obtain a control position but does not wish to acquire all of the common shares. The Rights Plan

provides the shareholder with a tender approval mechanism which is intended to ensure that the shareholder can separate the decision to tender from the approval or disapproval of a particular take-over bid.

(c) Unequal Treatment: Full Value

While existing provincial securities legislation has substantially addressed many concerns in this regard, there remains the possibility that control of the Corporation may be acquired pursuant to a private agreement in which one or a small group of shareholders dispose of common shares at a premium to market price which premium is not shared with the other shareholders. In addition, a person may slowly accumulate common shares through stock exchange acquisitions which may result, over time, in an acquisition of control without payment of fair value for control or a fair sharing of a control premium among all shareholders.

Summary

The following is a summary of the principal terms of the Rights Plan which is qualified in its entirety by reference to the text of the Rights Plan. A Shareholder or any other interested party may obtain a copy of the Rights Plan by contacting the Corporate Secretary, Enbridge Inc., 3000, 425-1st Street S.W., Calgary, AB, T2P 3L8; telephone (403) 231-3938; fax (403) 231-5929.

Effective Date

The effective date of the Rights Plan is November 9, 1995 (the "Effective Date").

Term

To November 9, 2005, subject to reconfirmation and approval by the Shareholders at the Meeting and the 2005 annual meeting of the Shareholders of the Corporation.

Shareholder Approval

For the Rights Plan to remain in effect following the Meeting, the Rights Plan Resolution must be approved by a majority vote of the votes cast at the Meeting by Shareholders voting in person and by paper, telephone or internet proxy.

Issue of Rights

On the Effective Date, one right (a "Right") was issued and attached to each common share outstanding and attaches to each common share subsequently issued.

Rights Exercise Privilege

The Rights will separate from the Enbridge Shares and will be exercisable eight trading days (the "Separation Time") after a person has acquired, or commences a take-over bid to acquire, 20% or more of the Enbridge Shares, other than by an acquisition pursuant to a take-over bid permitted by the Rights Plan (a "Permitted Bid"). The acquisition by any person (an "Acquiring Person") of 20% or more of the Enbridge Shares, other than by way of a Permitted Bid, is referred to as a "Flip-in Event". Any Rights held by an Acquiring Person will become void upon the occurrence of a Flip-in Event. Eight trading days after the occurrence of the Flip-in Event, each Right (other than those held by the Acquiring Person) will permit the purchase of \$240 worth of Enbridge Shares on payment of \$120 exercise price of a Right. As discussed below, it is proposed that the \$120 amount be increased to \$220 so that following the occurrence of a Flip-in Event, each such Right will permit the purchase of \$440 worth of Enbridge Shares for \$220.

The issue of the Rights is not initially dilutive. Upon a Flip-in Event occurring and the Rights separating from the Enbridge Shares, reported earnings per share on a fully-diluted or non-diluted basis may be affected. Holders of Rights not exercising their Rights upon the occurrence of a Flip-in Event may suffer substantial dilution.

Lock-Up Agreements

A bidder may enter into lock-up agreements with the Corporation's shareholders whereby such shareholders agree to tender their common shares of the Corporation to the take-over bid (the "Subject Bid") without a Flip-in Event (as referred to above) occurring. Any such agreement must permit the shareholder to withdraw the common shares of the Corporation from the lock-up to tender to another take-over bid or support another transaction that will provide greater value to the shareholder than the Subject Bid where the greater value offered exceeds by as much or more than a specified amount (the "Specified Amount") the value offered under the Subject Bid, provided the Specified Amount is not greater than 7% of the value offered under the Subject Bid. As discussed below, it is proposed that this definition be amended.

Certificates and Transferability

Prior to the Separation Time, the Rights are evidenced by a legend imprinted on certificates for the Enbridge Shares issued from and after the Effective Date and are not to be transferable separately from the Enbridge Shares. From and after the Separation Time, the Rights will be evidenced by Rights certificates which will be transferable and traded separately from the Enbridge Shares.

Permitted Bid Requirements

The requirements for a Permitted Bid include the following:

- (i) the take-over bid must be made by way of a take-over bid circular;
- (ii) the take-over bid must be made to all Shareholders;
- (iii) the take-over bid must be outstanding for a minimum period of 60 days and Enbridge Shares tendered pursuant to the take-over bid may not be taken up prior to the expiry of the 60 day period and only if at such time more than 50% of the Enbridge Shares held by Shareholders, other than the bidder, its affiliates and persons acting jointly or in concert and certain other persons (the "Independent Shareholders"), have been tendered to the take-over bid and not withdrawn; and
- (iv) if more than 50% of the Enbridge Shares held by Independent Shareholders are tendered to the take-over bid within the 60 day period, the bidder must make a public announcement of that fact and the take-over bid must remain open for deposits of Enbridge Shares for an additional 10 business days from the date of such public announcement.

The Rights Plan allows for a competing Permitted Bid (a "Competing Permitted Bid") to be made while a Permitted Bid is in existence. A Competing Permitted Bid must satisfy all the requirements of a Permitted Bid except that it may expire on the same date as the Permitted Bid, subject to the requirement that it be outstanding for a minimum period of 21 days. As discussed below, it is proposed that this definition be amended to increase the 21 day time period to 35 days to conform to recent legislative changes.

Waiver

The Board of Directors, acting in good faith, may, prior to the occurrence of a Flip-in Event, waive the application of the Rights Plan to a particular Flip-in Event (an "Exempt Acquisition") where the take-over bid is made by a take-over bid circular to all shareholders. Where the Board exercises the waiver power for one take-over bid, the waiver will also apply to any other take-over bid for the Corporation made by a take-over bid circular to all Shareholders prior to the expiry of any other bid for which the Rights Plan has been waived.

Redemption

The Board of Directors with the approval of a majority vote of the votes cast by Shareholders (or the holders of Rights if the Separation Time has occurred) voting in person and by proxy, at a meeting duly called for that purpose, may redeem the Rights at \$0.001 per common share. Rights may also be redeemed by the Board without such approval following completion of a Permitted Bid, Competing Permitted Bid or Exempt Acquisition.

Amendment

The Board of Directors may amend the Rights Plan with the approval of a majority vote of the votes cast by Shareholders (or the holders of Rights if the Separation Time has occurred) voting in person and by proxy at a meeting duly called for that purpose. The Directors without such approval may correct clerical or typographical errors and, subject to approval as noted above at the next meeting of the Shareholders (or holders of Rights, as the case may be), may make amendments to the Rights Plan to maintain its validity due to changes in applicable legislation.

Board of Directors

The Rights Plan will not detract from or lessen the duty of the board to act honestly and in good faith with a view to the best interests of the Corporation. The board, when a Permitted Bid is made, will continue to have the duty and power to take such actions and make such recommendations to shareholders as are considered appropriate.

Exemptions for Investment Advisors

Investment advisors (for fully managed accounts), trust companies (acting in their capacities as trustees and administrators), statutory bodies whose business includes the management of funds and administrators of registered pension plans acquiring greater than 20% of the common shares are exempted from triggering a Flip-in Event, provided that they are not making, or are not part of a group making, a take-over bid.

Proposed Amendments

The proposed amendments to the Rights Plan, which amendments are set out in full in Appendix "A" hereto will:

1. Set the Exercise Price of the Rights at \$220 per Right. The Exercise Price of the Rights, as a consequence of the 2 for 1 split of the Corporation's common shares in 1999, is presently \$120 per Right;
2. Increase the minimum time period that a Competing Permitted Bid must be outstanding to 35 days from 21 days, to correspond to the minimum time period that a take-over bid must now be outstanding as a result of recent changes to securities legislation;
3. Provide that the expiration time of the Rights Plan will be the earlier of termination of the 2005 annual meeting of Shareholders of the Corporation, if the Rights Plan is not reconfirmed at that meeting, or November 9, 2005.
4. Modify the definition of Lock-up Agreement referred to above to provide that any such agreement must either: (i) permit the Shareholder to withdraw the Enbridge Shares from the lock-up to tender to another bid or to support another transaction that in either case will provide greater value to the Shareholder than the Subject Bid; or (ii) permit the Locked-up Person to withdraw from the agreement in order to tender or deposit the Enbridge Shares to another transaction or to support another transaction that contains an offering price that exceeds the value of the Subject Bid by as much or more than a specified amount as long as the agreement does not provide for a specified amount that exceeds 7% of the value of the Subject Bid.

For purposes of clarity, a Lock-up Agreement may contain a right of first refusal or require a period of delay (or other similar limitation) to give an offeror an opportunity to match a higher price in another transaction as long as the shareholder can accept another bid or tender to another transaction.
5. Update the address for service of the Corporation and make minor amendments to the Form of Rights Certificate attached as Appendix 1 to the Rights Plan.

Recommendation of the Board

The Board has determined that the Rights Plan is in the best interests of the Corporation and the Shareholders. The Board unanimously recommends that Shareholders vote in favour of the Rights Plan Resolution.

At the Meeting, the Rights Plan Resolution set forth in Appendix "A" of this Circular will be placed before Shareholders for approval. To be adopted, the Rights Plan Resolution must be approved by a majority of the votes cast at the Meeting.

Unless specified in a Proxy Form or by telephone or internet voting instructions that the Enbridge Shares represented by the proxy shall be voted against the Rights Plan Resolution, it is the intention of the persons designated in the enclosed Proxy Form to vote FOR the approval of the Rights Plan Resolution.

TRANSFER AGENT AND REGISTRAR

The Transfer Agent and Registrar of the Enbridge Shares is CIBC Mellon Trust Company with corporate trust offices at Calgary, Halifax, Montreal, Toronto, Vancouver and Winnipeg and the Co-Transfer Agent is Mellon Investor Services, New York, New York (see the list of mailing addresses listed in Appendix "C" to this Circular).

PROXY VOTING OPTIONS

Background Information

Only holders of Enbridge Shares of record at the close of business on March 22, 2002 will be entitled to vote in respect of the matters to be voted upon at the Meeting, or any adjournment thereof. With respect to each matter properly before the Meeting, a Shareholder shall be entitled to one vote for each Enbridge Share registered in the name of such Shareholder.

On any ballot that may be called for at the Meeting, all Enbridge Shares in respect of which the person named in a Proxy Form has been appointed to act will be voted, withheld from voting, or voted against, in accordance with the specification of the Shareholder submitting them. If no such specification is made, then the Enbridge Shares may be voted in accordance with the best judgment of the person named in the Proxy Form.

Set out below is a description of the options that registered shareholders and beneficial shareholders have for voting their Enbridge Shares. Registered shareholders ("Registered Shareholders") hold their Enbridge Shares in their own name (i.e., their shares are represented by a physical share certificate registered in their name). Beneficial shareholders ("Beneficial Shareholders") do not hold their Enbridge Shares by a share certificate issued in their own name but rather in an account where their shares are held in the name of a nominee (also known as "street form"), which is usually a trust company, securities broker or financial institution. Some Shareholders may own Enbridge Shares as both a Registered Shareholder and as a Beneficial Shareholder. Such shareholders will need to vote separately, using the applicable procedure, in respect of Enbridge Shares held in their own name or held beneficially through their nominee.

Registered Shareholders

Registered Shareholders who are unable to be present at the Meeting may vote through the use of proxies. If you are a Registered Shareholder you should convey your voting instructions in one of the three voting methods available to you: (i) use of the paper Proxy Form to be returned by mail or delivery; (ii) use of the telephone voting procedure; or (iii) use of the internet voting procedure. By conveying your voting instructions in one of the three ways, you can participate in the Meeting through the person or persons named on the Proxy Form. Please indicate your vote on each item of business and your vote will be cast accordingly. **If you do not indicate a preference, the Enbridge Shares represented by the enclosed Proxy Form, if the same is executed in favour of, or instructions are given for the appointment of, the management nominees named in the Proxy Form, will be voted in favour of all matters identified in the Notice of Meeting.**

The paper Proxy Form is the only voting option by which a Registered Shareholder may appoint a person as proxy other than the management nominees named on the Proxy Form.

Mail:

If a Registered Shareholder elects to use the paper Proxy Form, then it must be completed, dated, and signed in accordance with the instructions included with the Proxy Form. It must then be returned to CIBC Mellon Trust Company by use of the postage paid return envelope provided or by delivery to one of its principal corporate trust

offices in Calgary, Halifax, Montreal, Toronto, Vancouver and Winnipeg at or before 4:00 p.m. (local time) on the second last business day (May 1, 2002) preceding the day of the Meeting (or any adjournment of the Meeting), or with the Secretary of the Meeting prior to commencement of the Meeting on the day of the Meeting or the day of any adjournment of the Meeting. A list of addresses for CIBC Mellon Trust Company is set forth in Appendix "C" to this Circular.

Telephone:

If a Registered Shareholder elects to vote by telephone, then a touch-tone telephone must be used to transmit voting preferences to a toll free number: 1-877-290-3210 (English and French). A Registered Shareholder must follow the instructions of the "Vote Voice" and refer to the Proxy Form sent to such shareholder, and will be required to enter the Control Number provided to such shareholder, as described under the heading "Control Numbers", below. Voting instructions are then conveyed by use of touch-tone selections over the telephone.

Internet:

If a Registered Shareholder elects to vote by internet (English and French), then they must access the website:

www.proxyvoting.com/enbridge

A Registered Shareholder must then follow the instructions contained on the website and refer to the Proxy Form sent to such shareholder, and will be required to enter the Control Number provided to such shareholder, as described under the heading "Control Numbers", below. Voting instructions are then conveyed electronically by the Registered Shareholder over the internet.

Control Number:

In order to vote via the telephone or the internet, Registered Shareholders will be required to enter the 13 digit Control Number located on the back side of the Proxy Form (lower left hand side) that has been provided to them.

Beneficial (or non-registered) Shareholders

Beneficial Shareholders are shareholders who do not hold their Enbridge Shares in their own name but rather in the name of a "nominee", which is usually a trust company, securities broker or financial institution. Nominee holders are required to seek instructions from the beneficial holders of securities as to how to vote such securities. Each nominee has their own procedures for seeking voting instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Enbridge Shares are voted at the Meeting.

Most nominees will mail a Voting Instruction Form to Beneficial Shareholders asking them to complete such form and return it to the nominee. The nominee then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the Enbridge Shares to be represented at the meeting.

In addition to conveying voting instructions via mail, nominees may also provide Beneficial Shareholders with the option to convey their voting instructions via telephone or the internet. Beneficial Shareholders should carefully review the information provided by their nominee to determine the proxy voting options available to them.

As the Corporation does not have access to the names of Beneficial Shareholders, if a Beneficial Shareholder attends the Meeting, the Corporation will have no record of their shareholdings or their entitlement to vote, unless their nominee has appointed them as proxyholder. If a Beneficial Shareholder wishes to vote in person at the Meeting, they should insert their own name in the space provided on the voting instruction form provided by their nominee and follow the signing and return instructions provided by their nominee. By doing so, the Beneficial Shareholder is instructing their nominee to appoint them as proxyholder to attend at the meeting and vote their Enbridge Shares in person.

APPOINTMENT OF PROXY

A Shareholder has the right to appoint a person other than the management nominees designated on the accompanying Proxy Form. This can be accomplished when you convey your voting instructions, and can only be

done by conveying your voting instructions on the paper Proxy Form to be returned by mail or delivery, and completed by crossing out the printed names and inserting the name of the person you wish to act as proxy in the blank space provided. The person so appointed, if such person is other than the management nominees whose names are printed in the Proxy Form, should be notified. The person acting as proxy need not be a Shareholder.

DISCRETIONARY AUTHORITY OF PROXY

The voting instructions conveyed by a Shareholder by any of the three means concerning the matters described on the enclosed Proxy Form confers discretionary authority upon the proxy nominees with respect to amendments or variations to the matters identified in the Notice of Annual and Special Meeting and other matters which may properly come before the Meeting. The Board of Directors and management do not know of any such matter which may be presented for consideration at the Meeting. However, if any such matter is presented, the proxy will be voted in accordance with the best judgment of the proxy nominees named in the Proxy Form.

REVOCATION OF PROXY

Proxies given by Shareholders may be revoked at any time prior to their use, by instrument in writing executed by the Shareholder, or by his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited at the registered office of the Corporation, Suite 3000, 425 – 1st Street S.W., Calgary, Alberta, T2P 3L8, if the prior instructions were submitted by mail. If the instructions were conveyed by telephone or the internet then conveying new instructions by any of these three means will revoke the prior instructions. Proxies can thus be revoked at any time up to and including 4:00 p.m. (local time) on May 1, 2002, the second last business day preceding the day of the Meeting, or any adjournment thereof or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law, including, without limitation, personal attendance at the Meeting.

If the instrument of revocation is deposited with the Chairman on the date of the Meeting or any adjournment thereof, the instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to the proxy to be revoked.

SOLICITATION OF PROXIES

The cost of this solicitation of proxies will be borne by the Corporation. In addition to solicitation by mail, the Officers, Directors and employees of the Corporation may, without additional compensation, solicit proxies personally or by telephone.

CORPORATE GOVERNANCE

The Governance Committee of the Board (the "Governance Committee") has a focus on the structure and processes of Corporate Governance at Enbridge. The objective of the Governance Committee is to ensure a comprehensive system of stewardship and accountability to Shareholders is in place and functioning among Directors, management and employees of the Corporation.

The Toronto Stock Exchange, upon which the Enbridge Shares are listed, requires every listed company to annually disclose corporate governance practices with specific reference to a series of guidelines for corporate governance (the "Guidelines"). The Corporation's corporate governance practices, which the Board believes are in full alignment with the Guidelines, are summarized below.

Mandate of the Board of Directors

The Board has plenary power from Shareholders to manage, or supervise the management of, the business and affairs of the Corporation. The Board is responsible for the overall stewardship of the Corporation and, in discharging that responsibility, reviews, approves and provides guidelines in respect of the strategic plan of the Corporation and reviews the progress of strategic planning as it occurs. The Board also identifies the principal risks to the Corporation on an annual basis and monitors the Corporation's risk management programs, the implementation of appropriate succession planning, and ensures that internal control systems and management information systems are in place and operating effectively.

The Governance Committee defines and recommends to the Board the role of the Board, the roles of Committees of the Board, and the general division of duties as between the Board and the Chief Executive Officer. The Governance Committee has developed a mandate statement for the Board as a whole which has been adopted by the Board. Descriptions of specific Board responsibilities are set forth in the by-laws of the Corporation, in the mandates of the Committees of the Board, and more generally in the Canada Business Corporations Act.

The general authority guidelines of the Corporation and the Corporation's strategic plan constitute a mandate for the Chief Executive Officer. This mandate includes the goal to maximize shareholder value. In addition, the Board has established specific terms of reference and a review process for the Chief Executive Officer. The Governance Committee and the Human Resources & Compensation Committee approve the Chief Executive Officer's objectives on an annual basis. These objectives are reviewed by the Board on an ongoing basis.

The Board of Directors has established programs and structures to ensure effective communications between the Corporation, its Shareholders, its stakeholders and the public. These include communications by the President & Chief Executive Officer; the Corporate Secretariat; and the Environment, Health & Safety; Investor Relations; Financial Services; and Government & Public Affairs departments. Management of the Corporation meets frequently with the Board with respect to these matters.

The Guidelines recommend, and the Corporation provides, an orientation and education program for new directors. In addition to having discussions with the Chair of the Board, and receiving presentations from the President & Chief Executive Officer and senior management with respect to the business and operations of the Corporation, a new Director also receives a record of public and other information concerning the Corporation.

The Guidelines also recommend that a board of directors should implement a system which enables an individual director to engage an outside adviser at the expense of the corporation in appropriate circumstances. Directors of the Corporation may engage outside advisers, at the Corporation's expense, to provide advice with respect to a corporate decision or action.

Composition of the Board of Directors

Thirteen members are to be nominated for election to the Board. The Board must have a sufficient number of Directors to carry out its duties efficiently, while presenting a diversity of views and experience. The Board reviews the contributions of the Directors and considers whether the current size of the Board promotes effectiveness and efficiency, and believes that the appropriate size of the Board is ten to thirteen members. The Board meets in-camera and independently of management often and whenever appropriate.

The Guidelines recommend that a board of directors should be constituted with a majority of individuals who qualify as "unrelated directors". The Guidelines define an "unrelated director" as a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the corporation, other than interests and relationships arising from shareholding. The Directors have examined the relevant definitions in the Guidelines and have individually considered their respective interests in and relationship with the Corporation and have determined that ten of the thirteen nominated directors are unrelated directors, meaning they have no business relationship with the Corporation other than the ownership of shares. D.J. Taylor, as non-executive Chair of the Board, B.F. MacNeill, as past Chief Executive Officer, and P.D. Daniel as current President & Chief Executive Officer are the only related Directors of the Corporation.

Committees of the Board of Directors and Risk Management Systems

The Guidelines recommend that the committees of a board of directors should generally be composed of non-management directors, a majority of whom are unrelated directors. The Board currently has four standing Committees, all of which are composed solely of non-management, unrelated Directors, other than the Human Resources & Compensation Committee and Governance Committee which include D.J. Taylor as a member; and the Audit, Finance & Risk Committee and the Environment, Health & Safety Committee which include B.F. MacNeill as a member. Through these Committees, the Board identifies the principal risks to the Corporation and implements the systems for managing such risks.

The Corporation has in place a comprehensive risk assessment system which incorporates relevant risk assessment information from the major corporate businesses. The risk assessment process analyzes existing and emerging risks within defined categories, with corresponding mitigating factors. Common measurement and assessment criteria enable the ranking of risks from diversified businesses on a consolidated basis in accordance with a range of loss consequences, and over a stated time horizon. The Board and the Audit, Finance & Risk Committee specifically review principal risks to the Corporation on an annual basis, monitor the Corporation's risk management program and review risks in conjunction with internal and external auditors. Other Board committees also implement and monitor systems put in place to address applicable risks. For example, the Environment, Health & Safety Committee has established an environmental risk management system, and monitors its operations. The Board has delegated certain responsibilities to each of its committees, and they report and make recommendations to the Board on a regular basis, as well as implement and monitor systems put in place to address applicable risks.

Audit, Finance & Risk Committee

The principal function of the Audit, Finance & Risk Committee is to review Enbridge's financial statements and recommend their approval or otherwise to the Board. In performing this function, the Committee monitors audit functions and the preparation of financial statements, communicates directly with both internal and external auditors, has overview responsibility for management reporting on internal controls, and meets with outside auditors independently of management. The Committee recommends approval of press releases of financial results and reviews all prospectuses and the Corporation's Annual Information Form. The Committee, together with the Board, specifically reviews the principal risks to the Corporation as noted above.

Environment, Health & Safety Committee

The Environment, Health & Safety Committee monitors and makes recommendations with respect to the environment, health and safety policies, practices and procedures of Enbridge and its subsidiaries. Included in the mandates applicable to environment, health and safety matters is the responsibility to: monitor and make recommendations regarding risk management guidelines; monitor and make procedures and practices followed in the conduct of operations to prevent injury to corporate and third party persons and property, as well as to minimize any adverse impact; monitor and make policies, procedures and practices related to documentation of regulatory approvals, compliance and incidents; monitor and make emergency response planning and procedures; review status and assessment reports regarding compliance and applicable legal and regulatory standards; review the communication methods used for applicable procedures and practices; and establish the applicable duties and responsibilities of corporate Directors and Officers. The Committee has established an environmental risk management system, monitors its operation and conducts regular site visits and orientation sessions to personally acquaint members of the Committee and the Board with the operating staff and facilities of the Corporation.

Governance Committee

At Enbridge, the process of corporate governance is the means by which the Directors and management fulfill the accountabilities and stewardship owed to Shareholders. The Governance Committee is mandated to be responsible for and make recommendations to the Board concerning the overall governance of the Corporation. Included in its mandate is the responsibility to review the mandates for the various Board Committees, recommend the nomination of Directors to Board Committees, develop the Corporation's approach to governance issues, set corporate governance guidelines for the Board and assume responsibility for the Corporation's response to those guidelines, and set guidelines for determination of conflicts of interest.

In addition to the functions noted above under the heading "Mandate of the Board of Directors", the Governance Committee has a process to monitor the quality of and recommend changes concerning the relationship between and among the Board, its Committees and management, including the assessment of the performance of the Board as a whole and its committees, assessment of the Chair of the Board, as well as reviewing the contributions of individual Directors. One of the Governance Committee's objectives is to nominate a balanced mix of Board members with the experience and expertise to provide value to the Corporation and its shareholders in respect of the Corporation's business and strategic plans. The Governance Committee sets guidelines which include criteria to add Directors who possess relevant and/or senior executive expertise or other qualifications, including an intent to achieve an appropriate mix of gender and minority representation on the Board. The Governance Committee is also mandated to review and recommend to the Board the adequacy and form of remuneration of Directors, and to ensure that the Board functions independently of management.

Human Resources & Compensation Committee

The Human Resources & Compensation Committee has responsibility to review and advise the Board on systems and effectiveness relating to employment, succession and remuneration of employees, including officers of the Corporation, and oversees the financial statements of the Corporation's pension plans. In addition to its functions and responsibilities set forth elsewhere in this Circular, the Committee monitors the performance of senior management, manages intellectual capital risk by ensuring that management programs deal with succession planning and employee retention, and reports to the Board on organizational structure and succession planning matters. The Committee reviews and monitors executive development programs and, in conjunction with the Governance Committee, defines the Chief Executive Officer's responsibilities and approves the Chief Executive Officer's objectives on an annual basis.

Decisions Requiring Prior Approval by the Board

The Board has delegated to the President & Chief Executive Officer and senior management the responsibility for day-to-day management of the business of the Corporation, subject to compliance with the plans approved from time to time by the Board. In addition to those matters which must, pursuant to statute and the Articles of the Corporation be approved by the Board, the Board has specified limits to management's responsibility as recommended in the Guidelines, and retains responsibility for significant changes in the Corporation's affairs such as the approval of major capital expenditures, debt and equity financing arrangements and significant acquisitions and divestitures.

SHAREHOLDER PROPOSALS FOR NEXT MEETING

The Canada Business Corporations Act, which governs the Corporation, provides that shareholder proposals must be received by November 27, 2002 to be considered for inclusion in the management information circular and the form of proxy for the 2003 annual meeting of Shareholders, which is expected to be held on or about May 1, 2003.

APPROVAL BY THE BOARD OF DIRECTORS

The contents and mailing to Shareholders of this Circular have been approved by the Board of Directors. No person is authorized to give any information or to make any representations in respect of the matters addressed herein other than those contained in this Circular and, if given or made, such information must not be relied upon as having been authorized.

DATED at Calgary, Alberta, this 25th day of February, 2002.

(signed) BLAINE G. MELNYK
Corporate Secretary &
Associate General Counsel

CERTIFICATE

The foregoing contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

DATED at Calgary, Alberta, this 25th day of February, 2002.

(signed) PATRICK D. DANIEL
President & Chief Executive Officer

(signed) DEREK P. TRUSWELL
Group Vice President & Chief Financial Officer

APPENDIX "A"

Resolutions

I. 2002 Stock Option Plan Resolution

RESOLVED THAT:

1. The Incentive Stock Option Plan (2002) (the "2002 Plan"), and the reservation for issuance of a maximum of 15,000,000 Common Shares of the Corporation, which is described in the Management Information Circular accompanying the notice of this meeting, be and is hereby approved;
2. The making on or prior to May 3, 2002 of any revisions to the 2002 Plan as may be required by The Toronto Stock Exchange or by professional commentators on stock option plans in order to conform the 2002 Plan to versions of stock option plans then prevalent for public reporting issuers in Canada, as may be approved by any two of the Chair of the Board, the Chief Executive Officer, the Chief Financial Officer, any Vice-President or a director, is hereby approved; and
3. Any officer of the Corporation be and each of them is hereby authorized, for and on behalf of the Corporation, to execute and deliver such other documents and instruments and take such other actions as such officer may determine to be necessary or advisable to implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions.

II. Rights Plan Resolution

RESOLVED THAT:

1. The Shareholder Rights Plan Agreement (the "Rights Plan") dated as of November 9, 1995, as amended, between Enbridge Inc. and CIBC Mellon Trust Company, be amended by:
 - (a) amending the definition of "Beneficial Owner" by changing the word "whether" to "where" in the third line and deleting the word "thereafter" in the fourth line of Section 1.1(f)(ii);
 - (b) amending the definition of "Beneficial Owner" by adding the words ", including a non-discretionary account held on behalf of a Client by a broker or dealer registered under applicable law" immediately before the semi-colon at the end of Section 1.1(f)(v)(A);
 - (c) deleting "21 days" and inserting "35 days" in the definition of "Competing Permitted Bid" in Section 1.1(n)(iii)(B);
 - (d) setting the exercise price in the definition of "Exercise Price" in Section 1.1(w) at "\$220";
 - (e) replacing the definition of "Expiration Time" contained in Section 1.1(y) with the following:

"(y) **"Expiration Time"** shall mean the close of business on that date which is the earlier of the date of termination of this Agreement under Section 5.16 or the close of business on the tenth anniversary of the Effective Date;"
 - (f) replacing the definition of "Lock-up Agreement" contained in Section 1.1(cc) with the following:

"(cc) **"Lock-up Agreement"** means an agreement between an Offeror, any of its Affiliates or Associates or any other Person acting jointly or in concert with the Offeror and a Person (the "Locked-up Person") who is not an Affiliate or Associate of the Offeror or a Person acting jointly or in concert with the Offeror whereby the Locked-up Person agrees to deposit or tender the Voting Shares held by the Locked-up Person to the Offeror's Take-over Bid or to any Take-over Bid made by any of the Offeror's Affiliates or Associates or

made by any other Person acting jointly or in concert with the Offeror (the "Subject Bid") where the agreement:

- (i) permits the Locked-up Person to withdraw the Voting Shares from the agreement in order to tender or deposit the Voting Shares to another Take-over Bid or to support another transaction that in either case will provide greater value to the Locked-up Person than the Subject Bid; or
- (ii) (A) permits the Locked-up Person to withdraw the Voting Shares from the agreement in order to tender or deposit the Voting Shares to another Take-over Bid or to support another transaction that contains an offering price for each Voting Share that exceeds by as much as or more than a specified amount (the "Specified Amount") the offering price for each Voting Share contained in or proposed to be contained in the Subject Bid; and (B) does not by its terms provide for a Specified Amount that is greater than 7% of the offering price contained in or proposed to be contained in the Subject Bid;

and, for greater clarity, an agreement may contain a right of first refusal or require a period of delay to give an offeror an opportunity to match a higher price in another take-over bid or other similar limitation on a Locked-up Person as long as the Locked-up Person can accept another bid or tender to another transaction;"

- (g) amending the definition of "Pro Rata Acquisition" by adding immediately before the semi-colon at the end of Section 1.1(mm)(iii) the following:

" , provided that the Person does not thereby acquire a greater percentage of such Voting Shares or securities convertible or exchangeable for Voting Shares so offered than the Person's percentage of Voting Shares Beneficially Owned immediately prior to such acquisition;"

- (h) inserting in Section 2.3(e) after the words "Subsections 2.3(a), (b) and (c)," and before the words "such adjustments" the following "and subject to prior approval of the holders of the Voting Shares or of Rights, as the case may be, as provided in Section 5.4,";
- (i) replacing in Section 5.1(a) the phrase "to all holders of Voting Shares" in the two places it appears with the words "to all holders of record of Voting Shares";
- (j) changing the address for notice of the Corporation in Section 5.9(a) to:

"Enbridge Inc.
3000, 425 – 1st Street S.W.
Calgary, AB T2P 3L8

Attention: Corporate Secretary
Fax Number: (403) 231-5929"; and

- (k) amending the Form of Rights Certificate which is Attachment 1 to the Rights Plan as follows:

- (i) setting the Exercise Price in the first paragraph of the form at "\$220 (Cdn.)"; and
- (ii) replacing the words "Signature must be guaranteed by a member firm of a recognized stock exchange in Canada, or a commercial bank or trust company having an office or correspondent in Canada" wherever they appear with the words "Signature must be guaranteed by a Canadian chartered bank, a Canadian trust company, a member of a recognized stock exchange or a member of the Securities Transfer Association Medallion Program (STAMP)";

2. The making on or prior to May 3, 2002 of any revisions to the Rights Plan as may be required by The Toronto Stock Exchange or by professional commentators on shareholder rights plans in order to give effect to the foregoing revisions or to conform the Rights Plan to versions of shareholder rights plans then prevalent for public reporting issuers in Canada, as may be approved by any two of the Chair of the Board, the Chief Executive Officer, the Chief Financial Officer, any Vice-President or a director, is hereby approved;
3. The Rights Plan, as amended in accordance with paragraphs 1 and 2 above, be and it is hereby reconfirmed and approved; and
4. Any two officers of Enbridge Inc., be and are hereby authorized, for and on behalf of Enbridge Inc., to execute and deliver such other documents and instruments, including without limitation an agreement amending the Rights Plan as provided above, and take such other actions as such officers may determine to be necessary or advisable to implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions.

APPENDIX "B"

Biographical Information: Nominee Directors

Donald J. Taylor joined the Board of Directors in 1979 and is presently Chair of the Board of Enbridge Inc. Mr. Taylor is also a Director of Enbridge Pipelines Inc., Enbridge Pipelines (NW) Inc. and Wajax Ltd.. Previously, Mr. Taylor was an Executive Vice President of Shell Canada Ltd. and President of Shell Canada Products Ltd.

David A. Arledge joined the Board of Directors in 2002. Mr. Arledge resigned as Vice-Chairman of the Board of Directors of El Paso Corporation in 2001 having served in that capacity since the merger of El Paso and Coastal Corporation earlier that year. Mr. Arledge held many senior financial and operating positions at the Coastal Corporation, most recently retiring as Chairman, President & Chief Executive Officer in early 2001. He is a member of the State Bar of Texas and has served as a member of the Board of the Greater Houston Partnership and as past Chairman of the Board of the Interstate Natural Gas Association of America.

James J. Blanchard joined the Board of Directors in 1999. Gov. Blanchard served as United States Ambassador to Canada between 1993 and 1996. A former Governor of Michigan, he also spent four terms in Congress, and currently practices law with Verner, Liipfert, Bernhard, McPherson and Hand in Michigan and Washington, D.C. Gov. Blanchard is also a Director of Crown Life Insurance Company, Brascan Corporation, Kasten Chase Applied Research Limited, Long Distance of Michigan, Inc., Minacs Worldwide Inc., Nortel Networks Corporation and Teknion Corporation.

J. Lorne Braithwaite joined the Board of Directors in 1989. He has been President and Chief Executive Officer of Cambridge Shopping Centres Limited since 1978. Mr. Braithwaite is also a Director of the Canadian Institute of Public Real Estate Companies and Jannock Ltd., and is a member of the CDIC Real Estate Advisory Panel. Mr. Braithwaite is a Past Chairman (1995-96) of the International Council of Shopping Centres and is also the Past President (1995-97) of The Canadian Institute of Public Real Estate Companies.

Patrick D. Daniel joined the Board of Directors in 2000 and has been President & Chief Executive Officer of the Corporation since January 1, 2001; prior thereto, President & Chief Operating Officer of the Corporation since September 1, 2000. Mr. Daniel has been a senior executive officer of the Corporation for over 11 years and is also a Director of The Consumers' Gas Company Ltd., Enbridge Pipelines Inc., Enbridge Pipelines (NW) Inc., Enbridge Energy Company, Inc., PanCanadian Energy Corporation and Enerflex Systems Ltd.

E. Susan Evans joined the Board of Directors in 1996. She is Chairman of the Audit Committee for the Province of Alberta and is a Director of Canadian Oil Sands Limited, Canadian Oil Sands Investments Inc. and Athabasca Oil Sands Investments Inc. Previously, Ms. Evans was Vice President, Law & Corporate Affairs and Corporate Secretary of Encor Inc.

William R. Fatt joined the Board of Directors in 2000. He is the Chief Executive Officer of Fairmont Hotels & Resorts Inc. and was, prior to September, 2001, the Chairman and Chief Executive Officer of Canadian Pacific Hotels & Resorts Inc. He is also a director of PanCanadian Energy Corporation, Jim Pattison Group Inc., Sun Life Financial Services of Canada Inc., Toronto General & Western Hospital Foundation and is Vice Chairman, Chief Executive Officer and a Trustee of Legacy Hotels Real Estate Investment Trust.

Richard L. George joined the Board of Directors in 1996. He is the President and Chief Executive Officer and a Director of Suncor Energy Inc. He is also a Director of Dofasco Inc. and Sunoco Inc. He has been Chief Executive Officer of Suncor Energy Inc. since 1991 and was Chairman of the Board from 1993 to 1994.

Michel Gourdeau joined the Board of Directors in 2002. Since 1997, he has held senior management positions with Hydro-Québec and is presently Executive Vice-President, Natural Gas Sector. From 1985 to 1997, he was Vice President, Natural Gas Services at Gaz Métropolitain, Inc. Mr. Gourdeau is a director of Gaz Métropolitain, Inc., Noverco Inc. and the Energy Council of Canada.

Louis D. Hyndman joined the Board of Directors in 1993. He has been a Senior Partner of Field Atkinson Perraton LLP, Barristers and Solicitors, since 1986. Mr. Hyndman is also a Director of BFC Construction Group, Clarke Inc., Enbridge Pipelines Inc., Enbridge Pipelines (NW) Inc., Melcor Developments Ltd., Oxford Properties Group Ltd. and TransAlta Corporation. From 1967 to 1986, he was a member of the Legislative Assembly of the Province of Alberta and served as Provincial Treasurer and in two other ministerial portfolios.

Brian F. MacNeill joined the Board of Directors in 1991. He is presently Chairman of the Board of Petro-Canada. He was Chief Executive Officer of Enbridge Inc. from September 1, 2000 to January 1, 2001, the date of his retirement as an Officer of Enbridge Inc.; prior thereto, President & Chief Executive Officer of Enbridge Inc. since 1992. Mr. MacNeill is also a Director of Dofasco Inc., Veritas DGC Inc., The Toronto Dominion Bank, Sears Canada Inc., Telus Corporation and Western Oil Sands Inc.

Robert W. Martin joined the Board of Directors in 1992. He is also a Director of Cara Operations Ltd., Aon-Reed Stenhouse Companies, Ontario Superbuild Corporation and HSBC Bank Canada. He was formerly Chairman of Silcorp Limited from 1993 to 1999 and the President and Chief Executive Officer of The Consumers' Gas Company Ltd. from 1984 to 1992.

George K. Petty joined the Board of Directors in January 2001. He is also a Director of CAE Inc. Mr. Petty was formerly President & Chief Executive Officer of Telus Corporation from November 1, 1994 to October 31, 1999.

APPENDIX "C"

**CIBC MELLON TRUST COMPANY
PRINCIPAL CORPORATE TRUST OFFICES
FOR DEPOSIT OF FORM OF PROXY IN CANADA**

<u>Branch</u>	<u>Mailing Address</u>	<u>Courier Address</u>
Calgary, Alberta Telephone: (403) 232-2400	P.O. Box 2517 Calgary, Alberta T2P 4P4	600 The Dome Tower 333 - 7 th Avenue S.W. Calgary, Alberta T2P 2Z1
Halifax, Nova Scotia Telephone: (902) 420-3222	P.O. Box 2082, Station "C" Halifax, Nova Scotia B3J 3B7	1660 Hollis Street Centennial Building Suite 406 Halifax, Nova Scotia B3J 1V7
Montreal, Quebec Telephone: (514) 285-3600	P.O. Box 700, Station "B" Montreal, Quebec H3B 3K3	2001 University Street 16 th Floor Montreal, Quebec H3A 2A6
Toronto, Ontario Telephone: (416) 643-5500	P.O. Box 12005 Stn. BRM B Toronto, Ontario M7Y 2K5	200 Queens Quay East, Unit #6 Toronto, Ontario M5A 4K9
Vancouver, B.C. Telephone: (604) 688-4330	P.O. Box 1900 Vancouver, B.C. V6E 3K9	Suite 1600 1066 West Hastings Street Vancouver, B.C. V6E 3X1
Winnipeg, Manitoba Telephone: (204) 987-2490	One Lombard Place Suite 750 Winnipeg, Manitoba R3C 0X3	One Lombard Place Suite 750 Winnipeg, Manitoba R3B 0X3

**FOR DEPOSIT OF FORM OF PROXY
IN THE UNITED STATES**

Please deposit at the offices of the Co-Transfer Agent at:

Mellon Investor Services, L.L.C.

13th Floor
120 Broadway
New York, New York
U.S.A. 10271

Attention: Shareholder Services

Telephone: (800) 526-0801