

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. These securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to a U.S. person (as such term is defined in Regulation S under the U.S. Securities Act) except in accordance with the Underwriting Agreement (as defined herein) and pursuant to exemptions from registration under the U.S. Securities Act and applicable U.S. state securities laws. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Enbridge Inc., Suite 3000, 425 - 1st Street S.W., Calgary, Alberta, Canada, T2P 3L8, Telephone: (403) 231-3900, Fax: (403) 231-3920 and are also available electronically at www.sedar.com. For the purpose of the Province of Québec, this simplified prospectus contains information to be completed by consulting the permanent information record. A copy of the permanent information record may be obtained from the Corporate Secretary of Enbridge Inc. at the above-mentioned address and telephone number and is also available electronically at www.sedar.com.

SHORT FORM PROSPECTUS

NEW ISSUE

January 25, 2007



ENBRIDGE INC. 13,500,000 COMMON SHARES

Enbridge Inc. ("Enbridge" or the "Corporation") is hereby qualifying for distribution 13,500,000 common shares of the Corporation ("Common Shares") at a price of \$38.75 per Common Share (the "Offering"). The outstanding common shares of the Corporation are listed for trading on the Toronto Stock Exchange (the "TSX") and the New York Stock Exchange (the "NYSE") under the symbol "ENB". The closing price of the Corporation's common shares on the TSX on January 16, 2007, the last trading day before announcement of the Offering, was \$39.14.

The offering price of \$38.75 per Common Share was determined by negotiation between the Corporation and Scotia Capital Inc. and CIBC World Markets Inc., on their own behalf and on behalf of BMO Nesbitt Burns Inc., RBC Dominion Securities Inc., TD Securities Inc., National Bank Financial Inc., HSBC Securities (Canada) Inc., Merrill Lynch Canada Inc., Morgan Stanley Canada Limited, Canaccord Capital Corporation, Desjardins Securities Inc. and FirstEnergy Capital Corp. (collectively, the "Underwriters").

		<u>Offering Price</u>	<u>Underwriters' Fee⁽¹⁾</u>	<u>Net Proceeds⁽²⁾</u>
Per Common Share	\$	38.75	\$ 1.55	\$ 37.20
Total	\$	523,125,000	\$ 20,925,000	\$ 502,200,000

Notes:

- (1) The Corporation has agreed to pay a fee equal to 4% of the gross proceeds of this Offering to the Underwriters in connection with the sale of the Common Shares.
- (2) Before deducting the expenses relating to the issuance of the Common Shares estimated to be \$750,000.

The Underwriters, as principals, conditionally offer the Common Shares, subject to prior sale if, as and when issued by the Corporation and accepted by the Underwriters, in accordance with the conditions contained in the Underwriting Agreement referred to under the section entitled “*Plan of Distribution*” and subject to the approval of certain legal matters on behalf of the Corporation by McCarthy Tétrault LLP, Calgary, Alberta, and on behalf of the Underwriters by Fraser Milner Casgrain LLP, Calgary, Alberta. The Underwriters may effect transactions which stabilize or maintain the market price for the Common Shares at levels other than those which otherwise might prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See “*Plan of Distribution*”.

Subscriptions for Common Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that closing of this Offering will take place on or about February 2, 2007 or such other date as may be agreed to by the Corporation and the Underwriters.

The principal, registered and records office of the Corporation is located at Suite 3000, 425 - 1st Street S.W., Calgary, Alberta, Canada, T2P 3L8.

Except as otherwise indicated, all dollar amounts in this short form prospectus are expressed in Canadian dollars and references to \$ are to Canadian dollars.

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DOCUMENTS INCORPORATED BY REFERENCE

The following documents, filed with the securities commission or similar authority in each of the provinces of Canada, are specifically incorporated by reference in, and form an integral part of, this short form prospectus provided that such documents are not incorporated by reference to the extent that their contents are modified or superseded by a statement contained in this short form prospectus or in any other subsequently filed document that is also incorporated by reference in this short form prospectus:

- (a) Consolidated comparative financial statements of the Corporation for the year ended December 31, 2005 and the auditors' report thereon;
- (b) Management's discussion and analysis of financial condition and results of operations for the year ended December 31, 2005 (the "MD&A");
- (c) Unaudited consolidated financial statements of the Corporation for the three and nine months ended September 30, 2006;
- (d) Management's discussion and analysis of financial condition and results of operations for the three and nine months ended September 30, 2006;
- (e) Management Information Circular of the Corporation dated March 3, 2006 relating to the annual meeting of shareholders held on May 3, 2006; and
- (f) Annual Information Form of the Corporation dated March 3, 2006 (the "AIF").

Any material change reports (except confidential material change reports), comparative interim financial statements, management's discussion and analysis for interim financial periods, comparative financial statements for the most recently completed financial year (together with the accompanying report of the auditor), management's discussion and analysis for the most recently completed financial year, business acquisition reports, annual information form and any information circular and any other type of document required to be incorporated by reference hereunder pursuant to National Instrument 44-101 *Short Form Prospectus Distributions* of the Canadian Securities Administrators ("NI 44-101") filed by the Corporation with the applicable securities commissions in each of the provinces of Canada subsequent to the date of this short form prospectus and prior to the termination of this distribution shall be deemed to be incorporated by reference into this short form prospectus.

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

FORWARD LOOKING STATEMENTS

Certain information provided in this short form prospectus and incorporated by reference into this short form prospectus constitutes forward-looking statements. The words “anticipate”, “believe”, “estimate”, “expect”, “forecast”, “project” and similar expressions are intended to identify “forward-looking statements”, which include statements relating to pending and proposed projects. Such statements reflect the Corporation’s current views with respect to future events and are subject to certain risks, uncertainties and assumptions pertaining to operating performance, regulatory parameters, weather and economic conditions, and, in the case of pending and proposed projects, risks relating to design and construction, regulatory processes, obtaining financing and performance of other parties, including partners, contractors and suppliers.

THE CORPORATION

The Corporation was incorporated on April 13, 1970 under the *Companies Act* of the Northwest Territories and was continued under the *Canada Business Corporations Act* on December 15, 1987. The registered office and principal place of business of the Corporation is at Suite 3000, 425 - 1st Street S.W., Calgary, Alberta, T2P 3L8. The Corporation’s primary business activities are the transportation and distribution of crude oil and natural gas.

The Corporation is one of North America’s largest energy transportation and distribution companies. Enbridge conducts its business through five operating segments: Liquids Pipelines, Gas Pipelines, Sponsored Investments, Gas Distribution and Services, and International.

Liquids Pipelines

Liquids Pipelines includes the operation of Enbridge’s Canadian common carrier pipeline and feeder pipelines that transport crude oil and other liquid hydrocarbons.

Gas Pipelines

Gas Pipelines consists of proportionately consolidated investments in natural gas pipelines, including the U.S. portion of the Alliance Pipeline, Vector Pipeline and transmission and gathering pipelines in the Gulf of Mexico.

Sponsored Investments

Sponsored Investments consists of the Corporation’s investments in Enbridge Energy Partners, L.P. (“**EET**”), Enbridge Energy Management, L.L.C. (“**EEM**”) (collectively, the “**Partnership**”) and Enbridge Income Fund (“**EIF**”). The Partnership transports crude oil and other liquid hydrocarbons through common carrier and feeder pipelines and transports, gathers, processes and markets natural gas and natural gas liquids. EIF is a publicly traded income fund whose primary operations include a 50% interest in the Canadian portion of the Alliance Pipeline and a crude oil and liquids pipeline and gathering system.

Gas Distribution and Services

Gas Distribution and Services consists of gas utility operations which serve residential, commercial, industrial and transportation customers, primarily in central and eastern Ontario. It also includes natural gas distribution activities in Quebec, New Brunswick and New York State, and the Corporation's proportionately consolidated investment in Aux Sable, a natural gas fractionation and extraction business.

The Corporation's commodity marketing businesses are also included in Gas Distribution and Services. These businesses manage the Corporation's volume commitments on the Alliance and Vector Pipelines as well as offer commodity storage, transport, and supply management services.

International

The Corporation's International business consists of investments in energy delivery projects in Spain - Compania Logistica de Hidrocarburos and Colombia - Oleoducto Central, S.A.

RECENT DEVELOPMENTS

Alberta Clipper and Line 4 Extension Projects

On January 25, 2007, Enbridge and EEP announced that they had received industry support to proceed with construction of their US \$2 billion Alberta Clipper and Cdn \$0.3 billion Line 4 Extension projects as additions to the Enbridge common carrier mainline system. The projects remain subject to the approvals of the boards of directors of Enbridge and EEP, as well as receipt of various regulatory approvals and permits in Canada and the United States.

Dividend on Common Shares

On January 16, 2007, the Board of Directors of the Corporation declared a quarterly dividend of \$0.3075 per common share, reflecting a 7% increase, payable on March 1, 2007 to shareholders of record on February 15, 2007.

Southern Lights Project

On December 18, 2006, Enbridge announced that it had received industry endorsement through the Canadian Association of Petroleum Producers for Enbridge's US\$1.3 billion Southern Lights pipeline. The project remains subject to regulatory approvals and receipt of various permits in Canada and the United States.

Redemption of Preferred Securities

On December 18, 2006 Enbridge announced its intention to redeem all 8,000,000 of its outstanding 7.80% preferred securities, at a price of \$25.00 each plus accrued interest of \$0.2458 per preferred security, for the period following the previously announced December 31, 2006 interest payment date. The redemption date is February 15, 2007, for all of the 7.80% preferred securities, originally issued in February 2002.

Private Placement to Noverco Inc.

In conjunction with this Offering and pursuant to the terms of a Share and Warrant Subscription Agreement dated August 27, 1997, the Corporation has made an offer to sell an additional 1,500,000 common shares of the Corporation to Noverco Inc. by way of private placement at a price of \$38.75 per common share. The sale is conditional on the closing of the Offering and, if the offer is accepted by Noverco Inc., the private placement is expected to close concurrently with or shortly after the closing of the Offering and would maintain the approximate 9.5% ownership interest of Noverco Inc. and its affiliates in the Corporation.

USE OF PROCEEDS

The estimated net proceeds to the Corporation from the sale of the Common Shares hereunder are \$501,450,000, after deducting the Underwriters' fee of \$20,925,000 and the expenses of the Offering estimated to be \$750,000. The net proceeds will be used to reduce indebtedness by the repayment of commercial paper in the amount of \$200,000,000, issued within the past two years in the ordinary course of business to fund general working capital requirements, and in connection with the redemption of 8,000,000 7.8% preferred securities in the amount of \$200,000,000. See "*Recent Developments*". The balance will be used to make investments in subsidiaries and for general working capital purposes.

PLAN OF DISTRIBUTION

Pursuant to an agreement (the "Underwriting Agreement") dated January 18, 2007 among the Corporation and the Underwriters, the Corporation has agreed to sell and the Underwriters have agreed to purchase on February 2, 2007, or such other date not later than February 15, 2007 as the Corporation and the Underwriters agree, subject to the terms and conditions contained therein, the Common Shares at a price of \$38.75 per Common Share for total gross consideration of \$523,125,000 payable in cash to the Corporation against delivery of the Common Shares.

The obligations of the Underwriters under the Underwriting Agreement are several and not joint and may be terminated upon the occurrence of certain stated events. If one or more of the Underwriters fails or refuses to purchase its respective allotment of Common Shares (the "**Defaulting Underwriter**") and that failure constitutes default in its obligations under the Underwriting Agreement, the other Underwriters will each be obligated severally to purchase those Common Shares. Notwithstanding the foregoing, if the total number of Common Shares which would otherwise have been purchased by the Defaulting Underwriter exceeds 10% of the total number of Common Shares, each of the other Underwriters will be entitled to terminate, without liability, its obligation to purchase any Common Shares but such other Underwriters will have the right, but not the obligation, to purchase all, but not less than all, of the Common Shares which would otherwise have been purchased by the Defaulting Underwriter.

Pursuant to applicable securities legislation, the Underwriters may not, throughout the period of distribution under this short form prospectus, bid for or purchase Common Shares. The foregoing restriction is subject to certain exceptions, including: (a) a bid for or purchase of Common Shares if the bid or purchase is made through the facilities of the TSX in accordance with the Universal Market Integrity Rules of Market Regulation Services Inc.; (b) a bid or purchase on behalf of a client, other than certain prescribed clients, provided that the client's order was not solicited by the Underwriter, or if the client's order was solicited, the solicitation occurred before the commencement of a prescribed restricted period; and (c) a bid or purchase to cover a short position entered into prior to the period of distribution as prescribed by the rules. In connection with this offering and subject to the foregoing, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

The Common Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States and, accordingly, may not be offered or sold within the United States or to a U.S. person (as such term is defined in Regulation S under the U.S. Securities Act) except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws. The Underwriting Agreement permits the Underwriters to offer the Common Shares to certain qualified institutional buyers and certain institutional accredited investors in the United States, for sale in accordance with the private placement exemption from the registration requirements of the U.S. Securities Act. Moreover, the Underwriting Agreement provides that the Underwriters will offer and sell the Common Shares outside the United States only in accordance with Regulation S under the U.S. Securities Act. Each Underwriter has agreed that, except as permitted in the Underwriting Agreement, it will not offer or sell the Common Shares within the United States or to any U.S. person (as such term is defined in Regulation S under the U.S. Securities Act). In addition, until 40 days after the commencement of the Offering, an offer or sale of Common Shares within the United States by a

dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act.

The TSX has conditionally approved the listing of the Common Shares. Listing is subject to the Corporation fulfilling all of the listing requirements of the TSX on or before April 18, 2007.

DESCRIPTION OF SECURITIES

Common Shares

The Offering consists of 13,500,000 Common Shares of the Corporation. Each common share of the Corporation entitles the holder to dividends if, as and when declared by the Board of Directors of the Corporation, to one vote at all meetings of holders of common shares of the Corporation and to participate rateably in any distribution of the assets of the Corporation upon liquidation, dissolution or winding up, subject to the prior rights of holders of shares ranking in priority to the common shares of the Corporation.

Shareholder Rights Plan

The Corporation has a Shareholder Rights Plan (the “**Rights Plan**”) under the terms of the Shareholder Rights Plan Agreement dated as of November 9, 1995 and amended and restated as of May 5, 2005, between the Corporation and CIBC Mellon Trust Company, as Rights Agent. The Rights Plan is designed to encourage the fair treatment of shareholders in connection with a take-over bid for the Corporation. Rights issued under the Rights Plan become exercisable when a person, and any related parties, acquires or announces its intention to acquire 20% or more of the Corporation’s outstanding common shares without complying with certain provisions set out in the Rights Plan or without approval of the board of directors of the Corporation. Should such an acquisition or announcement occur, each rights holder, other than the acquiring person and related parties, will have the right to purchase common shares of the Corporation at a 50% discount to the market price at that time.

At the annual and special meeting of holders of common shares of the Corporation held on May 5, 2005, shareholders reconfirmed and approved the Corporation’s amended Rights Plan. As a result, the Rights Plan will remain in effect and will be subject to reconfirmation and approval by the shareholders at the annual and special meeting to be held in 2008.

The principal terms of the Rights Plan have been summarized under the heading “*Summary of the Shareholder Rights Plan*” on pages 29 through 31 of the Management Information Circular of the Corporation dated March 4, 2005 relating to the 2005 annual and special meeting of shareholders held on May 5, 2005, available electronically at www.sedar.com.

ELIGIBILITY FOR INVESTMENT

In the opinion of McCarthy Tétrault LLP and Fraser Milner Casgrain LLP, as of the date of this short form prospectus, the Common Shares offered hereby will, at the date of issue, be qualified investments under the *Income Tax Act* (Canada) and the regulations thereunder (the “**Tax Act**”) for trusts governed by registered retirement savings plans, registered retirement income funds, registered education savings plans and deferred profit sharing plans (other than trusts governed by deferred profit sharing plans for which any of the employers is the Corporation or an entity which does not deal at arm’s length with the Corporation) within the meaning of the Tax Act.

LEGAL MATTERS

Certain legal matters in respect of this offering will be passed upon on behalf of the Corporation by McCarthy Tétrault LLP, Calgary, Alberta, and on behalf of the Underwriters by Fraser Milner Casgrain LLP, Calgary, Alberta. The partners and associates of McCarthy Tétrault LLP and the partners and associates of Fraser Milner Casgrain LLP, as a group, beneficially own, directly or indirectly, less than 1% of the outstanding securities of each class of the Corporation.

EXPERTS

The consolidated financial statements of the Corporation as at December 31, 2005 incorporated by reference in this short form prospectus have been examined by PricewaterhouseCoopers LLP as set forth in their report included therein and incorporated in this prospectus by reference. PricewaterhouseCoopers LLP has confirmed that it is independent in accordance with the relevant rules and related interpretation prescribed by the Institute of Chartered Accountants of Alberta.

RISK FACTORS

Discussions of certain risks affecting the Corporation in connection with its business are provided in management's discussion and analysis of financial condition and results of operations for the year ended December 31, 2005, incorporated by reference in the AIF of the Corporation dated March 3, 2006, which is incorporated by reference in this short form prospectus.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may only be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

CERTIFICATE OF ENBRIDGE INC.

Dated: January 25, 2007

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of all the provinces of Canada. For the purpose of the Province of Quebec, this simplified prospectus, together with the documents incorporated herein by reference and as supplemented by the permanent information record, contains no misrepresentation that is likely to affect the value or the market price of the securities to be distributed.

(signed) Patrick D. Daniel

President & Chief Executive Officer

(signed) Stephen J. Wuori

Executive Vice President, Chief Financial
Officer & Corporate Development

On behalf of the Board of Directors

(signed) E. Susan Evans

Director

(signed) Robert W. Martin

Director

CERTIFICATE OF THE UNDERWRITERS

Dated: January 25, 2007

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of all the provinces of Canada. For the purpose of the Province of Quebec, to our knowledge, this simplified prospectus, together with the documents incorporated herein by reference and as supplemented by the permanent information record, contains no misrepresentation that is likely to affect the value or the market price of the securities to be distributed.

SCOTIA CAPITAL INC.

CIBC WORLD MARKETS INC.

By: (signed) Mark Herman

By: (signed) Brett M. Gellner

BMO NESBITT BURNS INC.

**RBC DOMINION SECURITIES
INC.**

TD SECURITIES INC.

By: (signed) Aaron M. Engen

By: (signed) Jill V. Gardiner

By: (signed) Mark A. Horsfall

NATIONAL BANK FINANCIAL INC.

By: (signed) Martin L. Juravsky

**HSBC SECURITIES (CANADA)
INC.**

MERRILL LYNCH CANADA INC.

**MORGAN STANLEY CANADA
LIMITED**

By: (signed) Rod A. McIsaac

By: (signed) Robert McKercher

By: (signed) Dougal Macdonald

**CANACCORD CAPITAL
CORPORATION**

DESJARDINS SECURITIES INC.

FIRSTENERGY CAPITAL CORP.

By: (signed) Karl B. Staddon

By: (signed) Jeffrey F. Olin

By: (signed) Jamie N. Ha

SCHEDULE A

AUDITORS' CONSENT

We have read the short form prospectus dated January 25, 2007 relating to the sale and issue of common shares of the Corporation. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned short form prospectus of our report to the shareholders of the Corporation on the consolidated statements of financial position of the Corporation as at December 31, 2005 and 2004 and the consolidated statements of earnings, retained earnings and cash flows of the Corporation for each of the years in the three year period ended December 31, 2005. Our report is dated February 1, 2006.

(signed) PricewaterhouseCoopers LLP
Chartered Accountants

Calgary, Canada
January 25, 2007