



**LETTER OF TRANSMITTAL FOR EXCHANGE OF
CERTIFICATED SHARES OF SPECTRA ENERGY
CORP COMMON STOCK FOR ENBRIDGE INC.**



1-800-821-2794 (toll free) or 1-416-682-3860
www.canstockta.com inquiries@canstockta.com

COMMON SHARES

WHERE TO FORWARD YOUR TRANSMITTAL

The method of delivery of certificate(s) and all other required documents is at the election and risk of the owner. If you elect to send them by mail, it is recommended that you send them by certified or registered mail with return receipt requested. Delivery will be deemed effective only when received by CST Trust Company (CST).

**By hand delivery
courier/registered
mail:** CST Trust Company,
Attn: Corporate Actions
320 Bay Street, Basement Level (B1)
Toronto, Ontario M6H 4A6

By mail (Outside the U.S.): CST Transfer Company, Attn: Corporate Actions
P.O. Box 1036, Adelaide Street Postal Station
Toronto, Ontario M5C 2K4
By mail (From the U.S.): CST Trust Company, Attn: Corporate Actions
P.O. Box 32718, Detroit, Michigan 48332-9890

1 ACCOUNT REGISTRATION:

2 CERTIFICATE INFORMATION

Certificate No(s).	Number of Shares	Lost
TOTAL CERTIFICATED SHARES		
Certificated Shares Presented		_____

NOTE:

**PLEASE REFER TO THE BACK OF
THIS FORM FOR ADDITIONAL
IMPORTANT INFORMATION AND
INSTRUCTIONS ON COMPLETING
THIS LETTER OF TRANSMITTAL**

You must submit your original certificates with this Letter of Transmittal. If you are not in possession of your certificates, please see Instruction 2 on the back of this form and indicate in box 2 under "Lost". You do not need to sign the back of the certificates. If you are a Canadian Exchange Offer participant please check this box

**4 THIS LETTER OF TRANSMITTAL
MUST BE SIGNED BY ALL REGISTERED
OWNERS**

Each registered owner must sign here exactly as the name(s) appear(s) in the account registration. If all registered owners have signed this Letter of Transmittal, no endorsements of certificates or separate stock powers are required. If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other acting in a fiduciary or representative capacity, it must be so indicated and proper evidence of authority, satisfactory to CST, must be submitted.

THE UNDERSIGNED REPRESENTS THAT I (WE) HAVE FULL AUTHORITY TO SURRENDER WITHOUT RESTRICTION THE CERTIFICATE(S) ENCLOSED HEREIN.

SIGNATURE: _____

SIGNATURE: _____

DATE: _____

Telephone number (required): _____

Email address: _____

Place Medallion Stamp
Here (If Required)

**3 SUBSTITUTE FORM W-9 (FOR U.S. RESIDENT HOLDERS)
REQUEST FOR TAXPAYER IDENTIFICATION NUMBER AND CERTIFICATION**

Check the appropriate box:

- | | |
|---|--|
| <input type="checkbox"/> Individual/Sole Proprietor | <input type="checkbox"/> C Corporation |
| <input type="checkbox"/> S Corporation | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Limited Liability Company _____
<small>Enter the tax classification (C = C Corporation, S = S Corporation, P = Partnership)</small> | <input type="checkbox"/> Trust/Estate |
| <input type="checkbox"/> Other: _____ | <input type="checkbox"/> Exempt Payee
<small>Exempt Payee code or Exemption from FATCA reporting code (if any): _____</small> |

U.S. Taxpayer Identification Number (TIN)

Enter your TIN in the box. The TIN provided must match your name to avoid backup withholding. For individuals, this is your Social Security Number (SSN).

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Certification

Under penalties of perjury, I certify that: (1) the number shown on this form is my correct U.S. Taxpayer Identification Number; and (2) I am a U.S. citizen; and (3) I am not subject to withholding because: (a) I am exempt from backup withholding, (b) I have not been notified by the IRS that I am subject to backup withholding as a result of failure to report all interest or dividends, or (c) the IRS notified me that I am not subject to withholding; and (4) the FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

SIGNATURE: _____

DATE: _____

NOTE: The new owner must sign the Substitute Form W-9. Failure to complete this form will result in backup withholdings per IRS regulations. If the new account is to be registered to Joint Tenants, use the TIN of the first owner named on the account.

INSTRUCTIONS FOR COMPLETING THE LETTER OF TRANSMITTAL

1 THIS SECTION CONTAINS YOUR CURRENT NAME AND ADDRESS AS THEY ARE REFLECTED ON OUR RECORDS. IF YOU NOW PERMANENTLY RESIDE AT A DIFFERENT ADDRESS, PLEASE SEE INSTRUCTION **6**. A CANADIAN EXCHANGE OFFER PARTICIPANT IS A PERSON THAT DISPOSED OF SHARES OF SPECTRA ENERGY CORP (SPECTRA ENERGY) COMMON STOCK AS CONSIDERATION FOR ENBRIDGE INC. (ENBRIDGE) COMMON SHARES PER THE "CANADIAN SHARE PURCHASE AGREEMENT" IMMEDIATELY PRIOR TO THE COMBINATION OF ENBRIDGE AND SPECTRA ENERGY.

2 THIS SECTION INDICATES THE CERTIFICATE NUMBERS AND RESPECTIVE AMOUNTS OF SHARES AS THEY ARE REFLECTED ON OUR RECORDS. IF THE CERTIFICATES IN YOUR POSSESSION HAVE DIFFERENT CERTIFICATE NUMBERS, PLEASE CONTACT OUR SHAREHOLDER SERVICES UNIT **AT 1-416-682-3860 OR TOLL-FREE AT 1-800-821-2794** TO CONFIRM THE LEGITIMACY OF YOUR CERTIFICATES PRIOR TO REMITTING THE TRANSMITTAL MATERIAL. **IF YOU ARE NOT IN POSSESSION OF SOME OR ALL OF YOUR STOCK CERTIFICATES, YOU MUST WRITE TO CST AT THE ADDRESS ON THE REVERSE SIDE TO REPORT THE LOSS.** YOU WILL BE REQUIRED TO SUBMIT THE NECESSARY FORMS AND A CHECK FOR THE POSTING OF A SURETY BOND, THE DETAILS OF WHICH WILL BE PROVIDED BY CST. PLEASE NOTE THAT THIS FORM STILL MUST BE COMPLETED AND REMITTED ALONG WITH YOUR REPLACEMENT FORMS, BOND FEE, AND ANY ADDITIONAL CERTIFICATES THAT MAY BE IN YOUR POSSESSION.

3 IF YOU ARE A HOLDER OF SHARES OF SPECTRA ENERGY COMMON STOCK WHO IS RESIDENT IN THE UNITED STATES, CERTIFICATION OF YOUR TAX ID NUMBER IS REQUIRED IN ORDER TO PREVENT WITHHOLDING FROM YOUR CASH PROCEEDS IN LIEU OF A FRACTIONAL ENBRIDGE COMMON SHARE. **YOU MUST FILL OUT, SIGN, AND DATE THIS SUBSTITUTE FORM W-9 TO PREVENT WITHHOLDING.**

4 THIS SECTION MUST BE SIGNED AND DATED BY ALL REGISTERED OWNERS. OTHERWISE, YOUR TRANSMITTAL AND ACCOMPANYING DOCUMENTS WILL BE REJECTED AND SENT BACK TO YOU.

5 THIS SECTION SHOULD BE COMPLETED AND SECTION **4** SIGNED IF YOU WANT YOUR ENTITLEMENT TO BE ISSUED IN ANOTHER NAME. **A MEDALLION SIGNATURE GUARANTEE WILL BE REQUIRED IN SECTION 4** (I.E., SIGNATURE IS GUARANTEED BY A BANK, BROKER OR OTHER FINANCIAL INSTITUTION THAT IS A MEMBER OF A SECURITIES TRANSFER ASSOCIATION-APPROVED MEDALLION PROGRAM SUCH AS STAMP, SEMP OR MSP).

6 THIS SECTION SHOULD BE COMPLETED IF (A) YOU NOW PERMANENTLY RESIDE AT A DIFFERENT ADDRESS THAN THE ADDRESS REFLECTED IN SECTION **1** OR (B) YOU WANT YOUR ENTITLEMENT TO BE MAILED TO AN ALTERNATE ADDRESS THAT IS DIFFERENT THAN THE ADDRESS REFLECTED IN SECTION **1** BUT THIS IS NOT A PERMANENT ADDRESS CHANGE. IF YOU NOW PERMANENTLY RESIDE AT A DIFFERENT ADDRESS, PLEASE FILL OUT SECTION **6** AND CHECK OFF THE BOX INDICATING A PERMANENT ADDRESS CHANGE. **NO MEDALLION GUARANTEE WILL BE REQUIRED FOR A PERMANENT ADDRESS CHANGE.** IF YOU WANT YOUR ENTITLEMENT TO BE MAILED TO AN ALTERNATE ADDRESS THAT IS DIFFERENT THAN THE ADDRESS REFLECTED IN SECTION **1** BUT THIS IS NOT A PERMANENT ADDRESS CHANGE, PLEASE FILL OUT SECTION **6** BUT DO NOT CHECK OFF THE BOX INDICATING A PERMANENT ADDRESS CHANGE. **A MEDALLION SIGNATURE GUARANTEE WILL BE REQUIRED IN SECTION 4** (I.E., SIGNATURE IS GUARANTEED BY A BANK, BROKER OR OTHER FINANCIAL INSTITUTION THAT IS A MEMBER OF A SECURITIES TRANSFER ASSOCIATION-APPROVED MEDALLION PROGRAM SUCH AS STAMP, SEMP OR MSP) FOR DELIVERIES TO AN ALTERNATE ADDRESS THAT ARE NOT PERMANENT ADDRESS CHANGES.

5 SPECIAL ISSUANCE/PAYMENT INSTRUCTIONS

To be completed ONLY if issuance/payment is to be made in a name other than that shown in the "Account Registration" section on the reverse side of this form. Please note, an appropriate Form W-9 must also be completed for any U.S. person/entity receiving the issuance/payment to prevent withholding. You may obtain a Form W-9 by contacting CST at the number listed on the reverse side or www.irs.gov.

If you have completed this section, your signature on the face of this Letter of Transmittal must be guaranteed by a bank, broker or other financial institution that is a member of a Securities Transfer Association-approved medallion program such as STAMP, SEMP or MSP.

ISSUE TO:

NAME: _____

Address: _____

SOCIAL SECURITY NUMBER OR TIN OF RECIPIENT:

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6 ADDRESS CHANGE; SPECIAL DELIVERY INSTRUCTIONS

If you have completed this section, your signature on the face of this Letter of Transmittal may need to be guaranteed by a bank, broker or other financial institution that is a member of a Securities Transfer Association-approved medallion program such as STAMP, SEMP or MSP. Please see instruction **6**.

MAIL TO:

NAME: _____

Address: _____

PLEASE CHECK THIS BOX IF THIS IS A PERMANENT CHANGE OF ADDRESS

(SEE INSTRUCTION **6**)

All questions as to the validity, form and eligibility of any surrender of certificates will be determined by CST or the issuer, and such determination shall be final and binding. CST or the issuer reserves the right to waive any irregularities or defects in the surrender of any certificates. A surrender will not be deemed to have been made until all irregularities have been cured or waived.

If your certificates are registered in different names, a separate Letter of Transmittal must be submitted for each Certificate. Additional Letters of Transmittal can be obtained by downloading copies from the Enbridge website (<http://www.enbridge.com/enbridge-and-spectra>) or by contacting CST at the numbers in instruction **2** above. If the Letter of Transmittal is signed by a person other than the registered owner (e.g., where the shares have been assigned), the Letter of Transmittal must be accompanied by a stock power guaranteed by a bank, broker or other financial institution that is a member of a Securities Transfer Association-approved medallion program such as STAMP, SEMP or MSP.

Privacy Statement: At CST, an important part of our commitment to you is respect for your right to privacy. Keeping your information and affairs in strict confidence is a cornerstone of our business and an integral part of our commitment to service excellence. To learn more about our privacy policy, please visit our website at https://www.canstockta.com/en/internal_pages/Privacy-Policy/index.html