



THREE SOLID BUSINESSES. ONE STABLE INVESTMENT.

ENBRIDGE INCOME FUND INTERIM REPORT TO UNITHOLDERS

For the three months ended March 31, 2008

Enbridge Income Fund Announces First Quarter Earnings, Distribution Policy Change and Distribution Increase

Highlights

- Regular monthly distribution increased 7.5%
- One-time special distribution of \$0.024 per unit declared
- First quarter earnings increased \$4.1 million or 117%
- Alliance Canada received \$11.7 million settlement of Calpine bankruptcy claim
- Greenfield development projects on track

On May 5, 2008, Enbridge Income Fund (the Fund) announced that its Board of Trustees has approved a change in the distribution policy of the Fund. In conjunction with this change, the Board approved a 7.5% increase in the Fund's regular monthly distribution (from \$.08 per unit to \$0.086 per unit) and a one-time special distribution of \$0.024 per unit. The special distribution will be paid on June 13, to unitholders of record on May 31 and will coincide with the payment of the regular distribution in June.

Jim Schultz, President of Enbridge Management Services Inc., the Administrator of the Fund commented, "Historically, we have only increased distributions when we were confident that the increase could be sustained for at least five years into the future, including additional 1% annual increases, at an average payout ratio of 95%. This approach is no longer practical in light of the pending Federal Government's SIFT tax in 2011 which will reduce cash available for distribution at that time. Going forward, we will target to payout approximately 95% of distributable cash in each calendar year. When combined with the increase in our regular monthly distribution, the one time special distribution of \$0.024 per unit is expected to bring total distributions paid in 2008 to approximately 95% of cash available for distribution."

Mr. Schultz further noted that "the approved distribution increases reflect strong results in our core businesses and growing cash flow from a number of organic projects which are nearing completion. The Westspur expansion on the Saskatchewan System is in the final stages of construction and is expected to be in service in the second quarter of 2008. Expanding the Saskatchewan System, positions the Fund to take full advantage of the vast Bakken oil formation in Saskatchewan. In our Green Power segment, the Loreburn and Estlin waste heat facilities are expected to be in service in the second quarter in advance of their scheduled in-service dates, and an additional new facility is expected to be in service in the third quarter of 2008. Finally, the British Columbia receipt project on the Alliance Canada pipeline is on target for completion in late 2008."

During the three months ended March 31, 2008, the Fund declared monthly cash distributions of \$0.08 per ordinary unit. Cash distributions of the same amount per unit were also declared on the subordinated units and the ECT preferred units. The Fund pays cash distributions on a monthly basis to unitholders of record on the last business day of each month. Distributions are payable on or about the 15th day of the month following the declaration. Cash distributions paid to ordinary and subordinated unitholders for the three months ended March 31, 2008 were \$8.3 million (2007 - \$8.3 million).

Based on current operations, the Fund estimates that approximately 90% of cash to be distributed in 2008 will be included in the income of unitholders for tax purposes. The remaining 10% of cash distributed to unitholders represents non-taxable return of capital.

On June 21, 2004, the Fund announced the commencement of a Distribution Reinvestment and Unit Purchase Plan (the "Plan"). Participants may elect, without brokerage fees, to automatically reinvest monthly distributions in additional units of the Fund, and may make optional cash payments of up to \$1,000 per month (subject to a minimum of \$100 per month) to purchase additional units of the Fund. Details of the Plan are available on the Fund's website. Investors should contact their respective investment dealer to enroll.

Enbridge Income Fund
Management's Discussion & Analysis
For the three months ended March 31, 2008

This management's discussion and analysis (MD&A), dated May 5, 2008, should be read in conjunction with the unaudited interim consolidated financial statements of Enbridge Income Fund (the Fund) as at and for the three months ended March 31, 2008, and the audited financial statements and MD&A contained in the Fund's Annual Report for the year ended December 31, 2007. Unless otherwise noted, all financial information is in Canadian dollars and financial information pertaining to Alliance Canada and Green Power reflects the Fund's proportionate share. Additional information related to the Fund, including the Fund's Annual Information Form, is filed on SEDAR at www.sedar.com.

CONSOLIDATED EARNINGS		
<i>(millions of dollars)</i>	Three months ended	
	2008	March 31, 2007
Alliance Canada	20.7	14.0
Saskatchewan System	3.8	2.9
Green Power	-	0.8
Corporate	(16.9)	(14.2)
Earnings	7.6	3.5

Earnings, for the three months ended March 31, 2008, increased by \$4.1 million compared with the three months ended March 31, 2007. Strong performances from Alliance Canada and the Saskatchewan System were partially offset by increased current taxes within the Corporate segment and unrealized derivative losses in Green Power. Alliance Canada earnings reflected the Fund's 50% share of the \$11.7 million payment received in the quarter by Alliance Canada in the Calpine Energy Services Canada Partnership (CESCA) bankruptcy settlement. Alliance Canada distributed the Fund's 50% interest in the settlement and interest earned on the settlement in April 2008.

FORWARD LOOKING INFORMATION

In the interest of providing the Fund's unitholders and potential investors with information about the Fund and its subsidiaries, including management's assessment of the Fund's and its subsidiaries' future plans and operations, certain information provided in this Management's Discussion and Analysis (MD&A) constitutes forward-looking statements or information (collectively, "forward-looking statements"). Forward-looking statements are typically identified by words such as "anticipate", "expect", "project", "estimate", "forecast", "plan", "intend", "target", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Although the Fund believes that these forward-looking statements are reasonable based on the information available on the date such statements are made, such statements are not guarantees of future performance and readers are cautioned against placing undue reliance on forward-looking statements. By their nature, these statements involve a variety of assumptions, known and unknown risks and uncertainties and other factors, which may cause actual results, levels of activity and achievements to differ materially from those expressed or implied by such statements.

The Fund's forward-looking statements are subject to risks and uncertainties pertaining to operating performance, regulatory parameters, weather, economic conditions and commodity prices, including but not limited to those risks and uncertainties discussed in this MD&A and in the Fund's other filings with Canadian securities regulators. The impact of any one risk, uncertainty or factor on a particular forward-looking statement is not determinable with certainty as these are interdependent and the Fund's future course of action depends on management's assessment of all information available at the relevant time. Except to the extent required by law, the Fund assumes no obligation to publicly update or revise any forward-looking statements made in this MD&A or otherwise, whether as a result of new information, future events or

otherwise. All subsequent forward-looking statements, whether written or oral, attributable to the Fund or persons acting on the Fund's behalf, are expressly qualified in their entirety by these cautionary statements.

NON-GAAP MEASURES

This MD&A contains references to cash available for distribution. Cash available for distribution represents cash available to fund distributions on ordinary units, subordinated units and ECT preferred units, as well as for debt repayments and reserves. This measure is important to unitholders as the Fund's objective is to provide a stable and sustainable flow of distributable cash to unitholders. Please refer to the Cash Available for Distribution reconciliation on page 6. Cash available for distribution is not a measure that has standardized meaning prescribed by Canadian Generally Accepted Accounting Principles (GAAP) and is not considered a GAAP measure. Therefore, this measure may not be comparable with similar measures presented by other issuers.

FUND DESCRIPTION AND OBJECTIVE

The Fund is an unincorporated open-ended trust established by a trust indenture under the laws of the Province of Alberta. The Fund is administered by Enbridge Management Services Inc. (EMSI or Manager or Administrator), a wholly owned subsidiary of Enbridge Inc. (Enbridge). The Fund owns the Saskatchewan System, a 50% interest in Alliance Pipeline Limited Partnership (Alliance Canada) as well as a 50% interest in NRGreen Power Limited Partnership (NRGreen) and interests in three wind power projects in Western Canada (collectively known as Green Power.)

The Fund's objective is to provide a stable and sustainable flow of distributable cash through investment in energy infrastructure and to increase, where prudent, cash distributions per unit.

ALLIANCE CANADA		
<i>(millions of dollars)</i>	Three months ended	
	March 31,	
	2008	2007
Earnings	20.7	14.0

Alliance Canada is the Canadian portion of the 3000 km Alliance System. The Alliance System is designed to transport 1,325 million cubic feet per day (mmcf/d) of natural gas from Northeastern British Columbia and Northwestern Alberta to the Chicago, Illinois area.

Alliance Canada has transportation service agreements (TSAs) with its shippers for 100% of its available firm transportation capacity. Alliance Canada's transportation service agreements are designed to provide toll revenues sufficient to recover prudently incurred costs of service, including operating and maintenance, depreciation, an allowance for income and provincial capital taxes, costs of indebtedness and an allowed return on equity of 11.26% after tax, based on a deemed 70/30 debt/equity ratio. The initial term of these agreements expires in 2015, except for 1.5% of contracted transportation capacity, which is currently contracted until March 2010.

Alliance Canada earnings for the three months ended March 31, 2008 increased by \$6.7 million over the comparable prior year period primarily due to the CESCO bankruptcy settlement received in the quarter in respect of CESCO's repudiated capacity commitment. The final settlement and interest increased earnings by \$6.1 million.

In 2008, the treatment of major maintenance capital expenditures was revised such that these costs are expensed instead of capitalized, increasing both operating and maintenance expense and toll revenue. Given the rapid consumption rate associated with these expenditures and that major maintenance capital expenditures relate primarily to the replacement of worn or obsolete equipment nearing the completion of its useful life, Alliance Canada determined that it is more

appropriate to expense these items. Earnings for the three months ended March 31, 2008 were positively impacted by a higher allowance for income taxes reflected in toll revenue related to this change.

These positive factors were partially offset by the reduction in the equity return caused by the depreciating investment base. Earnings reflect a return on equity applied to investment base accounts. The rate used to calculate the equity return is not expected to change; however, related annual earnings will decline over time as the investment base is depreciated.

SASKATCHEWAN SYSTEM		
<i>(millions of dollars)</i>	Three months ended	
	2008	March 31, 2007
Earnings	3.8	2.9

The Saskatchewan System includes four crude oil and liquids pipeline systems: the Saskatchewan Gathering, Westspur, Weyburn and Virden pipeline systems. Together, these systems include approximately 296 km of trunk line and 1,900 km of gathering pipeline with capacities ranging from 37,000 bpd to 190,000 bpd.

Earnings for the three months ended March 31, 2008 were higher when compared with the three months ended March 31, 2007 primarily due to increased throughputs and allowance oil sales on the Virden System.

The Saskatchewan Gathering System and the Westspur System tolling agreements are designed to provide toll revenues sufficient to recover operating costs, depreciation, deemed interest expense, deemed income tax, a return on rate base and to provide an administrative expense allowance. The rate used to calculate the equity return is not expected to change. However, the rate base upon which the equity return is calculated will change over time due to depreciation as well as maintenance and enhancement capital additions. Tolls on the Weyburn and Virden systems are based on historical precedence and/or agreements with customers and are updated to reflect changes in market conditions when warranted. As a result, earnings from Weyburn and Virden reflect tolls less costs incurred.

For the three months ended March 31, 2008, revenues were \$13.8 million compared with \$11.7 million for the three months ended March 31, 2007. The increase in revenues reflected increased throughputs on Virden as well as an increase in cost of service recoveries on Westspur. Revenue for the Saskatchewan Gathering and Westspur Systems primarily reflect the cost of service recovery, whereby an increase in costs results in increased revenue.

GREEN POWER		
<i>(millions of dollars)</i>	Three months ended	
	2008	March 31, 2007
Earnings	-	0.8

Green Power includes the Fund's 33% to 50% interests in three wind power projects in Saskatchewan and Southern Alberta. Collectively, these wind power projects can generate a total of 71 megawatts (MW) of electricity. Green Power also includes the Fund's 50% interest in NRGreen, which develops and operates waste heat recovery facilities along the Alliance Pipeline. These facilities convert waste heat to electricity, which is then sold under long-term power purchase agreements. The first facility, at Kerrobert, Saskatchewan, began operations at the end of 2006.

Green Power earnings for the three months ended March 31, 2008 were lower than the comparable prior year period due to decreased revenues generated from NRGreen's Kerrobert facility as well as unrealized non-cash financial derivative losses. The Kerrobert facility was shut down for 26 days during the quarter in order to repair a mechanical seal. This facility is covered by warranty under which NRGreen is pursuing the recovery of repair costs. NRGreen is also pursuing recovery of lost revenue from its insurers.

The Green Power segment has entered into derivative instruments to mitigate cash-flow fluctuations associated with revenue generated on its wind power projects. A portion of the contracted production has not been designated as a hedge for accounting purposes. As a result, changes in the fair value of this portion are reflected in earnings each period. Accordingly, unrealized non-cash derivative losses of \$0.7 million were recorded for the three months ended March 31, 2008.

CORPORATE		
<i>(millions of dollars)</i>	Three months ended	
	2008	March 31, 2007
Costs	(16.9)	(14.2)

Corporate costs include distributions on the preferred units of the Enbridge Commercial Trust (ECT), a subsidiary of the Fund, as well as interest expense, incentive fees and management and administrative costs.

Corporate costs were \$16.9 million for the three months ended March 31, 2008 compared with \$14.2 million for the three months ended March 31, 2007. The \$2.7 million increase was driven by higher current taxes primarily due to the timing of the Calpine claim settlement and increased earnings in other taxable corporate entities.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2008, the Fund had \$69.5 million available on its credit facility. This facility, combined with cash generated by operating activities, and supplemented by additional borrowings as necessary, is expected to be sufficient to meet the forecast liquidity and capital resource requirements of the Fund. Forecasted liquidity requirements include monthly cash distributions to unitholders, including ordinary and subordinated unitholders of the Fund, as well as preferred unitholders of ECT. Anticipated capital resource requirements include the budgeted capital expenditures described in the Fund's 2007 Annual Report.

The Fund's cash balance at March 31, 2008 of \$35.9 million includes \$24.6 million held in trust by Alliance Canada, pursuant to finance agreements within Alliance Canada.

In July 2007, Alliance Canada acquired a \$12.4 million investment in asset-backed commercial paper, issued by a structured investment trust (the Trust). The investment is held in trust with Alliance Canada's Security Trustee as part of Alliance Canada's current debt service requirement. As a result of deteriorating liquidity in the asset-backed commercial paper market in mid 2007, the Trust was unable to redeem this investment upon its maturity on August 31, 2007. In March 2008, the Pan-Canadian Investors Committee (the Committee) announced its application to the Ontario Supreme Court of Justice requesting the Court call a meeting of ABCP note-holders to vote on the Committee's proposed restructuring plan. On April 25, 2008 the vote was held and the restructuring plan was approved. A court hearing to sanction the restructuring plan is scheduled for May 2, 2008. The restructuring plan proposes conversion of the commercial paper into medium-term notes.

The Fund does not anticipate that the treatment of Alliance Canada's investment in asset-backed commercial paper will have a significant impact on its operations or ability to meet upcoming debt obligations.

Operating Activities

Cash provided by operating activities was \$44.5 million for the three months ended March 31, 2008, an increase of \$13.4 million from the prior year period. Cash provided by operating activities was positively impacted by the CESCO claim settlement which resulted in an increase in working capital within Alliance Canada.

Investing Activities

Cash used for investing activities for the three months ended March 31, 2008 of \$12.8 million was comparable with the prior year period and was directed primarily to the Westspur expansion project in Saskatchewan which is expected to be in service in the second quarter of 2008.

Financing Activities

Financing activities for the three months ended March 31, 2008 included monthly distributions to ordinary and subordinated unitholders and changes in outstanding indebtedness under credit facilities.

In March 2008, NRGreen secured new credit facilities consisting of a construction credit facility of \$52.5 million and an operating credit facility of \$5.0 million. The construction facility will convert to a two year revolving credit facility upon the earlier of December 31, 2008 and completion of construction of the Loreburn, Estlin and Alameda (LEA) waste heat facilities. Under this agreement, NRGreen has pledged as collateral its property and assigned its material agreements including its power purchase agreements with SaskPower to its lender. After completion of the LEA facilities and as part of any request for the extension of the term of the operating facility, NRGreen may convert all or part of the construction facility into the operating facility. The operating facility is an extendible revolving facility that matures on August 31, 2011.

NRGreen has subsequently drawn on the credit facility and distributed \$20.0 million as a return of equity to the Fund. The Fund used this payment to pay down debt outstanding under its own credit facility, which had been incurred to Fund capital expansion at NRGreen. The NRGreen credit facility is non-recourse debt to the Fund.

On February 10, 2008, the Fund amended the maturity date of its existing three-year credit facility from February 10, 2010 to February 10, 2011.

CASH AVAILABLE FOR DISTRIBUTION

In May 2008, the Board of Trustees announced a change to the Fund's distribution policy. The Fund now targets to distribute approximately 95% of cash available for distribution each calendar year. The distribution will not typically be adjusted in circumstances where a change in cash available for distribution is not considered to be recurring. Formerly, the Fund has only implemented distribution increases when the increase could be sustained for at least five years into the future, including additional 1% annual increases, at an average payout ratio of 95%. This approach is no longer practical in light of the federal Government's tax on Specified Income Flowthrough Vehicles, which will reduce cash available for distribution if it is imposed, as expected, in 2011.

As set out in the following table, cash available for distribution consists of operating cash flow from the Fund's underlying businesses less deductions for maintenance capital expenditures, the Fund's administrative and operating expenses, corporate segment interest expense, applicable taxes and other reserves deemed prudent by the Manager.

	Three months ended March 31,	
	2008	2007
<i>(millions of dollars)</i>		
Cash Provided by Operating Activities	44.5	31.1
Add/(Deduct):		
ECT preferred unit distributions ²	9.1	9.1
Alliance Canada maintenance capital expenditures ³	(1.8)	(1.4)
Alliance Canada debt repayments ⁴	-	-
Alliance Canada cash retained	(11.9)	(11.3)
Alliance Canada Calpine claim settlement retained ⁵	(6.1)	-
Green Power cash retained	-	(0.6)
Saskatchewan System maintenance capital expenditures ³	(0.4)	-
Change in operating assets and liabilities in the period ⁶	(15.8)	(8.8)
Cash Available for Distribution ¹	17.6	18.1
Cash Available for Distribution is comprised of the following:		
Alliance Canada distributions	16.8	16.0
Alliance Canada capital tax	-	(0.1)
Saskatchewan System operating income before depreciation, amortization and accretion	7.4	6.4
Saskatchewan System maintenance capital expenditures	(0.4)	-
Green Power distributions	0.9	0.9
Corporate management and administrative expense	(1.2)	(1.4)
Corporate other income	0.1	-
Corporate interest expense	(3.1)	(3.1)
Corporate current taxes	(2.9)	(0.6)
Cash Available for Distribution ¹	17.6	18.1
ECT Preferred Unit Distributions Declared	9.1	9.1
Ordinary and Subordinated Units Distributions Declared	8.3	8.3
Cash Distributions Declared	17.4	17.4
¹ See Non-GAAP Measures on page 2.		
² The cash available for distribution above is compared to the total distributions, including ECT preferred unit distributions. Since ECT preferred units are treated as debt under GAAP with distributions deducted from earnings, the ECT preferred unit distributions have been added back to the cash provided from operating activities.		
³ Maintenance capital expenditures reduce cash available for distribution since these expenditures are funded through cash from operations.		
⁴ Debt repayments in Alliance Canada are deducted from cash from operations in deriving cash available for distribution because they are funded from cash from Alliance Canada's operations.		
⁵ In January 2008, Alliance Canada received \$11.7 million from the Calpine bankruptcy claim for repudiated capacity. In April 2008, the Fund received its 50% portion of this settlement and interest.		
⁶ Change in operating assets and liabilities in the period reflect changes in non-cash working capital related to operating activities. The change has been added back to cash available for distribution since fluctuations in working capital are expected each period and are not indicative of changes in cash available to be distributed.		

Cash available for distribution represents cash available to fund distributions on ordinary units, subordinated units and ECT preferred units, as well as for debt repayments and reserves.

For the three months ended March 31, 2008, distributions declared of \$17.4 million (2007 - \$17.4 million) represented 98.9% (2007 - 96.1%) of cash available for distribution. As at March 31, 2008, the Fund had distributed 92.4% of cash available since inception. The percentage increase in the cash available for distribution to distributions declared reflects the timing of the CESCO settlement which increased current taxes in the quarter. This increase will reverse in the second quarter to reflect the Alliance Canada distribution to the Fund for the Fund's share of the settlement.

The cash retained by Alliance Canada and Green Power reflects the cash from operations of these segments that has not been distributed to the Fund. While the cash from operations was proportionately consolidated and was included in the results of the Fund, it is not available for distribution by the Fund until it has been received from Alliance Canada and the Green Power segment. Cash retained by Alliance Canada and Green Power includes debt service reserves, capital expenditures and other cash needed to fund working capital or other requirements of these segments.

Based on current operations, the Fund estimates that approximately 90% of cash distributed in 2008 will be included in the income of unitholders for tax purposes. The remaining 10% of cash distributed represents the non-taxable return of capital.

The following table provides a comparison of cash distributions to cash provided by operating activities and to earnings.

<i>(millions of Canadian dollars)</i>	Three months ended	
	2008	2007
Cash Provided by Operating Activities	44.5	31.1
Earnings	7.6	3.5
Ordinary and Subordinated Unit Cash Distributions Declared ¹	8.3	8.3
Excess of cash provided by operating activities over ordinary and subordinated cash distributions declared	36.2	22.8
Shortfall of earnings over ordinary and subordinated cash distributions	(0.7)	(4.8)
¹ ECT Preferred Unit Distributions have been excluded from this reconciliation since these distributions are reductions to earnings under GAAP.		

For the three months ended March 31, 2008, cash flows provided by operating activities in the period exceeded cash distributions paid to ordinary and subordinated unitholders by \$36.2 million (2007 - \$22.8 million.) This excess represented cash reserved for working capital requirements and maintenance capital expenditures, as well as cash retained by joint ventures.

Earnings were \$0.7 million lower than cash distributions to ordinary and subordinated unitholders for the three months ended March 31, 2008. The smaller shortfall in earnings over distributions in the first quarter of 2008 was reflective of the time lag between when cash is generated and when cash is distributed. Earnings were greater as a result of the Alliance Canada settlement; however, these additional earnings will not be distributed until the second quarter. An excess of distributions over earnings is expected to continue in the future and partly represents a return of capital to unitholders (including ECT Preferred Unitholders.) Under GAAP, earnings reflect non-cash items such as amortization of deferred financing costs and depreciation as well as changes in future income taxes due to tax rate changes, all of which do not impact cash flow. Depreciation does not necessarily represent the cost of maintaining productive capacity; therefore, cash required for maintenance may be lower than depreciation expense.

OUTLOOK

The Fund will continue to focus on managing its existing assets and seek to increase distributable cash flow through investment in low risk, predictable energy infrastructure, subject to available capital.

Alliance Canada manages its operating assets and infrastructure with the objective of maximizing shipping capacity, excelling in operating performance and increasing the competitiveness of its tolls. This includes the British Columbia Expansion Project (BCX) as well as the enhancement of its compressor units.

The BCX project will enhance Alliance Canada's capacity for natural gas receipts originating in northeastern British Columbia. The BCX project involves construction of a Taylor Junction compressor station that would enable increased receipt capacity on the Taylor-Aitken Creek lateral system. This project will not increase the mainline capacity but will enable existing shippers to increase gas nominations at receipt points in B.C. Construction of this project is underway and is expected to be completed and in-service in late 2008.

In 2007, Alliance Canada filed its 2008 tolls with the NEB which included a toll increase of 10.7% effective January 1, 2008. A toll objection was filed by a shipper. As a result, the NEB requested comment from interested parties and placed the proposed tolls on an interim refundable basis. On April 18, 2008 the NEB issued a decision to establish a written hearing process which will give consideration to certain of the shipper's objections. Other interested parties who wish to participate in this proceeding, must file with the NEB by May 2, 2008. Written information requests and comments by other parties and replies by Alliance Canada are scheduled up to June 17, 2008 with final written replies from the objecting shipper to be filed with the Board by June 24, 2008.

The Saskatchewan System continues to focus on meeting the increased crude oil production and growing demand for pipeline capacity in the areas served by its systems through expansion and development initiatives, specifically the Westspur expansion. In 2007, construction began on the Westspur expansion, which will increase capacity on the Westspur System between Midale and Steelman by approximately 20,000 bpd and between Alida and Cromer by approximately 77,000 bpd. The total cost of the expansion has increased to \$39.7 million as a result of scope changes, specifically the installation of additional receipt facilities at the Steelman Terminal to accommodate higher volumes at this terminal, as well as higher costs associated with winter construction. The increase in the estimated cost will have a minimal impact on earnings and cash available for distribution given that the additional costs will be recovered through the rates charged to shippers. This expansion is expected to be in service in the second quarter of 2008.

In the Green Power segment, NRGreen's Loreburn and Estlin waste heat facilities are expected to be in service in the second quarter of 2008 in advance of their scheduled in-service dates, and the remaining facility is expected to be in service in the third quarter of 2008. The total estimated cost for completion of these projects to NRGreen is on target with the Fund's 50% share of the remaining cost of these projects expected to be \$7.0 million.

SELECTED QUARTERLY FINANCIAL INFORMATION¹

<i>(millions of dollars, except per unit amounts)</i>								
	2008	2007				2006		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Revenue	68.7	73.0	65.0	67.8	65.0	68.2	60.8	63.5
Earnings	7.6	10.8	3.8	3.0	3.5	3.2	5.8	21.0
Earnings Per Unit (basic and diluted)	0.22	0.31	0.11	0.09	0.10	0.09	0.17	0.61
Cash Distributions Declared ²	17.4	17.3	17.4	17.4	17.4	17.2	16.7	16.7

¹Selected Quarterly Financial Information has been extracted from financial statements prepared in accordance with GAAP.

²Cash distributions declared on ordinary, subordinated and ECT preferred units.

Starting in the fourth quarter of 2006, revenue includes amounts for electricity generated in the Green Power segment, which varies with fluctuations in weather. Typically, revenue peaks in the winter months during the first quarter and, to a lesser extent, in the fourth quarter of the year when wind volumes are higher.

Significant items that have impacted quarterly financial information are as follows:

- First quarter earnings in 2008 reflected a \$6.1 million increase in other income on Alliance Canada from the CESCO settlement.
- First quarter revenues in 2008 also reflected lower revenues in the Green Power segment as a result of unrealized non-cash derivative financial instrument losses and the mechanical failure at NRGreen's Kerrobert waste heat facility.
- Fourth quarter earnings in 2007 reflected future income tax recoveries of \$7.6 million due to the substantive enactment of reductions in future tax rates during the quarter.
- Second quarter earnings in 2007 reflected future income tax expense of \$1.9 million due to the substantive enactment of the Tax Fairness Plan.
- Second quarter earnings in 2006 reflected future income tax recoveries of \$16.7 million due to the substantive enactment of reductions in future tax rates during the quarter.
- The Board of Trustees approved an increase in distributions of 4.5%, on the Fund's ordinary and subordinated units and the ECT preferred units, effective with the distributions payable to holders of record on November 30, 2006.

SUPPLEMENTARY INFORMATION

Outstanding Unit Data

Number of Units Outstanding

Ordinary Units	20,125,000
Subordinated Units	14,500,000
ECT Preferred Units	38,023,750

Outstanding unit data information is provided as at May 5, 2008.

SELECTED OPERATING AND FINANCIAL HIGHLIGHTS ¹		
	Three months ended March 31,	
<i>(millions of Canadian dollars except where otherwise noted)</i>	2008	2007
Average Daily Throughput Volume		
Alliance Canada (millions of cubic feet per day)	1,685.0	1,676.0
Saskatchewan System ² (thousands of barrels per day)		
Westspur System	154.6	156.9
Saskatchewan Gathering System	112.5	109.2
Weyburn System	35.0	31.4
Virden System	32.3	22.7
Green Power (thousands of megawatt hours produced)	78.9	85.5
Revenue	68.7	65.0
Earnings	7.6	3.5
Per Unit (dollars per unit)	0.22	0.10
Cash Provided by Operating Activities	44.5	31.1
Cash Available for Distribution	17.6	18.1
Cash Distributions Declared	17.4	17.4
Cash Distributions Declared Per Unit (dollars per unit)		
Ordinary Units	0.24	0.24
Subordinated Units	0.24	0.24
Enbridge Commercial Trust (ECT) Preferred Units	0.24	0.24
Total Long-Term Liabilities	1,514.6	1,515.9
Total Assets	1,872.6	1,866.6
ECT Preferred Units (number of units)	38,023,750	38,023,750
Ordinary Units (number of units)	20,125,000	20,125,000
Subordinated Units (number of units)	14,500,000	14,500,000
Total Number of Units	34,625,000	34,625,000
¹ Financial Highlights have been extracted from financial statements prepared in accordance with GAAP.		
² Totals are not presented as the same volumes can be transported through a combination of the pipelines comprising the Saskatchewan System.		

ENBRIDGE INCOME FUND				
CONSOLIDATED STATEMENTS OF EARNINGS				
				Three months ended March 31,
	<i>(unaudited; millions of dollars, except per unit amounts)</i>		2008	2007
Revenue			68.7	65.0
Expenses				
Operating and maintenance			18.1	15.6
Management and administrative			1.2	1.4
Depreciation and amortization			20.8	20.8
			40.1	37.8
			28.6	27.2
Other Income and Expense			6.5	0.1
Interest Expense			(15.8)	(15.2)
ECT Preferred Unit Distributions			(9.1)	(9.1)
			10.2	3.0
Income Tax (Expense)/Recovery			(2.6)	0.5
Earnings			7.6	3.5
Basic and Diluted Earnings per Trust Unit			0.22	0.10
	<i>See accompanying notes to the unaudited consolidated financial statements.</i>			

ENBRIDGE INCOME FUND				
CONSOLIDATED STATEMENTS OF UNITHOLDERS' EQUITY				
		Three months ended March 31,		
<i>(unaudited; millions of dollars)</i>		2008	2007	
Trust Units		333.4	333.4	
Deficit, Beginning of Period		(48.1)	(36.1)	
Earnings		7.6	3.5	
Distributions to unitholders		(8.3)	(8.3)	
Deficit, End of Period		(48.8)	(40.9)	
Accumulated Other Comprehensive Loss, Beginning of Period		(6.2)	-	
Cumulative impact of change in accounting policy		-	(6.1)	
Other comprehensive loss		(3.4)	(3.5)	
Accumulated Other Comprehensive Loss, End of Period		(9.6)	(9.6)	
Total Unitholders' Equity		275.0	282.9	
<i>See accompanying notes to the unaudited consolidated financial statements.</i>				

ENBRIDGE INCOME FUND				
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME				
		Three months ended March 31,		
<i>(unaudited; millions of dollars)</i>		2008	2007	
Earnings		7.6	3.5	
Other Comprehensive Income/(Loss)				
Change in unrealized fair value on cash flow hedges, net of tax		(3.9)	(3.7)	
Reclassification of realized settlements on cash flow hedges to earnings		0.5	0.2	
		(3.4)	(3.5)	
Comprehensive Income		4.2	-	
<i>See accompanying notes to the unaudited consolidated financial statements.</i>				

ENBRIDGE INCOME FUND					
CONSOLIDATED STATEMENTS OF CASH FLOWS					
				Three months ended March 31,	
<i>(unaudited; millions of dollars)</i>				2008	2007
Cash Provided by Operating Activities					
	Earnings			7.6	3.5
	Charges/(credits) not affecting cash				
	Depreciation and amortization			20.8	20.8
	Amortization of deferred financing charges			0.5	0.4
	Amortization of fair value increment on debt			(1.3)	(1.3)
	Future income taxes			(0.4)	(1.1)
	Other			1.5	-
	Changes in operating assets and liabilities				
	Change in accounts receivable and other			(0.2)	(2.4)
	Change in accounts payable and accrued liabilities			13.1	11.4
	Change in deferred amounts and other assets			(2.2)	(0.9)
	Change in long-term liabilities			5.1	0.7
				44.5	31.1
Cash Used in Investing Activities					
	Additions to property, plant and equipment			(10.9)	(5.8)
	Change in construction payable			(1.9)	(5.5)
				(12.8)	(11.3)
Cash Used in Financing Activities					
	Net change in long-term credit facility			(18.0)	5.0
	Net change in non-recourse long-term credit facility			15.8	(0.5)
	Ordinary and subordinated trust unit distributions			(8.3)	(8.3)
				(10.5)	(3.8)
	Increase in Cash and Cash Equivalents			21.2	16.0
	Cash and Cash Equivalents at Beginning of Period			14.7	17.4
	Cash and Cash Equivalents at End of Period			35.9	33.4
	Cash and Cash Equivalents			11.3	12.5
	Cash and Cash Equivalents in Trust			24.6	20.9
				35.9	33.4
<i>See accompanying notes to the unaudited consolidated financial statements.</i>					

ENBRIDGE INCOME FUND		
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION		
	March 31,	December 31,
<i>(unaudited; millions of dollars)</i>	2008	2007
Assets		
Current Assets		
Cash and cash equivalents	35.9	14.7
Accounts receivable and other	33.0	32.8
	68.9	47.5
Property, Plant and Equipment, Net	1,320.6	1,329.0
Intangible Assets	95.0	96.4
Goodwill	308.1	308.1
Deferred Amounts and Other Assets	76.3	75.0
Future Income Taxes	3.7	2.8
	1,872.6	1,858.8
Liabilities and Unitholders' Equity		
Current Liabilities		
Accounts payable and accrued liabilities	51.5	39.6
Distributions payable	2.8	2.8
Current portion of non-recourse long-term debt	28.7	28.7
	83.0	71.1
Long-Term Debt	266.5	284.2
Non-Recourse Long-Term Debt	775.8	761.1
ECT Preferred Units	380.2	380.2
Long-Term Liabilities	20.8	11.0
Asset Retirement Obligations	8.0	7.9
Future Income Taxes	63.3	64.2
	1,597.6	1,579.7
Unitholders' Equity		
Trust units	333.4	333.4
Deficit	(48.8)	(48.1)
Accumulated other comprehensive loss	(9.6)	(6.2)
	275.0	279.1
	1,872.6	1,858.8
<i>See accompanying notes to the unaudited consolidated financial statements.</i>		

ENBRIDGE INCOME FUND
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles. These consolidated financial statements do not include all disclosures required for annual financial statements and should; therefore, be read in conjunction with the consolidated financial statements and notes thereto included in Enbridge Income Fund's (the Fund) 2007 Annual Report. These interim financial statements follow the same accounting policies and methods of application as those included in the 2007 Annual Report. Additional disclosures related the Fund's capital management and financial instruments have been added in accordance with CICA Handbook Section 3862 "Financial Instruments – Disclosures", Section 3863 "Financial Instruments – Presentation", and Section 1535 "Capital Disclosures."

Earnings for interim periods may not be indicative of results for the fiscal year due to the seasonal nature of Green Power segment.

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

1. SEGMENTED INFORMATION

Three months ended March 31, 2008					
	Alliance	Saskatchewan	Green		
<i>(unaudited; millions of dollars)</i>	Canada	System	Power	Corporate	Consolidated
Revenue	53.8	13.8	1.1	-	68.7
Operating and maintenance	(11.2)	(6.4)	(0.5)	-	(18.1)
Management and administrative	-	-	-	(1.2)	(1.2)
Depreciation and amortization	(15.8)	(4.3)	(0.7)	-	(20.8)
	26.8	3.1	(0.1)	(1.2)	28.6
Other income and expense	6.3	-	0.1	0.1	6.5
Interest expense	(12.4)	-	-	(3.4)	(15.8)
ECT preferred unit distributions	-	-	-	(9.1)	(9.1)
Income tax (expense)/recovery	-	0.7	-	(3.3)	(2.6)
Earnings	20.7	3.8	-	(16.9)	7.6

ENBRIDGE INCOME FUND
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Three months ended March 31, 2007					
	Alliance	Saskatchewan	Green		
<i>(unaudited; millions of dollars)</i>	Canada	System	Power	Corporate	Consolidated
Revenue	51.3	11.7	2.0	-	65.0
Operating and maintenance	(9.8)	(5.3)	(0.5)	-	(15.6)
Management and administrative	-	-	-	(1.4)	(1.4)
Depreciation and amortization	(15.8)	(4.3)	(0.7)	-	(20.8)
	25.7	2.1	0.8	(1.4)	27.2
Other income and expense	0.1	-	-	-	0.1
Interest expense	(11.8)	-	-	(3.4)	(15.2)
ECT preferred unit distributions	-	-	-	(9.1)	(9.1)
Income tax (expense)/recovery	-	0.8	-	(0.3)	0.5
Earnings	14.0	2.9	0.8	(14.2)	3.5

2. CAPITAL DISCLOSURES

The Fund defines capital as unitholders' equity (excluding accumulated other comprehensive loss), long-term debt (net of transaction costs), and ECT Preferred Units, less cash and cash equivalents (net of proportionately consolidated cash and cash equivalents). Non-recourse debt, consisting of debt proportionately consolidated from joint venture interests, is excluded from the Fund's definition of capital as it is not controlled or managed exclusively by the Fund.

The Fund's capital is calculated as follows:

	March 31,	December 31,
<i>(unaudited; millions of dollars)</i>	2008	2007
Long-Term Debt	266.5	284.2
Unitholders' Equity	284.6	285.3
ECT Preferred Units	380.2	380.2
Cash and Cash Equivalents	(2.2)	(1.6)
	929.1	948.1

The Fund's objectives when managing capital are to maintain flexibility between

- a) enabling its businesses to operate at the highest efficiency;
- b) providing liquidity and access to capital for growth opportunities; and
- c) providing returns and generating predictable cash flow for distribution to unitholders.

These objectives are primarily met through maintenance of an investment grade credit rating, which provides access to lower cost capital. Capital is available generally through the issuance of both short and long-term debt and equity. In determining whether to issue debt or equity, the Fund considers the capital structure in light of the legislated "normal growth" restrictions outlined in Bill C-52. The Fund monitors and manages its capital with a number of metrics, specifically debt to earnings before interest, taxes, depreciation and amortization in order to maintain both a strong balance sheet and

**ENBRIDGE INCOME FUND
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

stable distributions. This measure also serves as a leverage ratio covenant for the Fund's credit facility. As at December 31, 2007 and March 31, 2008, the Fund was in full compliance with its covenants.

3. RISK MANAGEMENT

Market Price Risk

The Fund's earnings are subject to movements in interest rates, foreign exchange and commodity prices (collectively, market price risk). Risk management policies, processes and systems are in place to mitigate these risks. The following summarizes the types of market price risks to which the Fund is exposed, and the risk management instruments used to mitigate them.

Interest Rate Risk

The Fund is exposed to interest rate fluctuations in the form of cash flow interest rate risk and fair value interest rate risk. Cash flows and earnings are impacted by changes in market interest rates on existing variable rate debt. The fair value of fixed rate long-term debt is also impacted by changes in market interest rates. Floating to fixed interest rate swaps are used from time to time to hedge against cash flow volatility due to the effect of future interest rate movements on existing debt instruments. As at March 31, 2008, there are no interest rate derivative financial instruments outstanding.

Based on variable rate debt balances, excluding Alliance Canada, at March 31, 2008, a 1.0% change in interest rates would result in a \$0.2 million impact to earnings. Alliance Canada is not sensitive to fluctuations in interest rates under its cost of service toll methodology. The total carrying value of the Fund's variable rate debt (including Alliance Canada) was \$139.5 million at March 31, 2008.

Commodity Price Risk

Commodity price risk is the risk of gain or loss due to changes in the market price of commodities. The Fund is exposed to movements in the price of power through its interest in wind power assets. To manage this exposure, the Fund uses two fixed price power agreements that convert the floating price received when power is sold to a fixed rate.

A \$10 change in the price of power would have impacted other comprehensive income by \$3.2 million and earnings by \$0.5 million for the three months ended March 31, 2008. In order to derive the impact of this change, the Fund assumed capacity based on the asset's underlying performance to date, used observable market inputs to derive future power prices when such prices are unavailable, and discounted the expected cash flows.

Summary of Derivative Instruments used for Risk Management

The Fund uses the following cash flow hedges to manage changes in power prices.

ENBRIDGE INCOME FUND
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Derivative Instruments used as Cash Flow Hedges

March 31, 2008					
<i>(unaudited; millions of dollars, unless otherwise noted)</i>	Notional Principal or Quantity	Fair Value Payable ¹	Maturity	Unrealized Losses During Period, net of tax	Realized Losses During Period, net of tax
ChinChute Power Swap (MW/H)	2.0	(3.5)	2017	(1.2)	(0.1)
Magrath Power Swap (MW/H)	2.8	(7.9)	2024	(2.7)	(0.4)
	4.8	(11.4)		(3.9)	(0.5)

¹ See Note 4 Financial Instruments for a description of the methodology used in deriving the fair value of these

The current portion of the fair value payable is included in accounts payable and accrued liabilities, while the long-term portion is included in long-term liabilities. The Fund estimates that \$1.5 million of AOCI related to cash flow hedges will be reclassified to earnings in the next 12 months.

Unrealized Gains and Losses on Non-Hedging Derivatives

The Fund does not use derivative instruments for speculative purposes. However, if a derivative instrument is not an effective hedge for accounting purposes or is not designated as a hedging item, changes in the fair value are recorded in current period earnings. The Fund recognized net unrealized derivative losses of \$0.5 million (after tax of \$0.2 million) for the three months ended March 31, 2008 (2007 - \$nil) related to a portion of a power purchase swap agreement not designated as a hedging instrument. This instrument has a fair value payable of \$1.8 million.

ENBRIDGE INCOME FUND
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. FINANCIAL INSTRUMENTS

<i>(unaudited; millions of dollars)</i>	March 31, 2008		December 31, 2007	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
Cash and cash equivalents	35.9	35.9	14.7	14.7
Accounts receivable and other	32.2	32.2	32.2	32.2
Held for trading ¹	5.0	5.0	5.8	5.8
	73.1	73.1	52.7	52.7
Financial Liabilities				
Accounts payable and accrued liabilities	48.5	48.5	38.5	38.5
Long-term debt ²	1,075.0	1,065.2	1,078.2	1,124.4
ECT preferred units	380.2	391.6	380.2	389.7
Long-term liabilities	1.9	1.9	3.2	3.2
Current derivatives payable ³	1.6	1.6	0.9	0.9
Long-term derivatives payable ³	11.6	11.6	6.9	6.9
	1,518.8	1,520.4	1,507.9	1,563.6
¹ Alliance Canada acquired an investment in asset-backed commercial paper, issued by a structured trust as part of Alliance Canada's current debt service requirement. ² Long-term debt includes non-recourse debt but excludes transaction costs. ³ Derivatives payable includes those derivatives used in hedging relationships and non-hedging derivatives.				

The fair value of financial instruments represents the estimated amounts that would have been received from or paid to counterparties to settle these instruments at the reporting date.

The fair value of the Fund's derivative financial instruments reflects the Fund's best estimates of market value based on generally accepted valuation techniques or models and supported by published market prices for commodities. When such prices are not available, the Fund uses discounted cash flow analysis based on models derived from observable market inputs.

The fair value of the Fund's long-term debt is based on actively quoted market prices for instruments of similar yield and term. The fair value of the ECT preferred units is derived from the closing market price of the Fund's ordinary units.

The fair value of other financial assets and liabilities approximate their cost, due to either the short period to maturity or lack of an actively quoted market.

Liquidity Risk

Liquidity risk is the risk that the Fund will not be able to meet its financial obligations as they fall due. In order to manage this risk, the Fund forecasts the cash requirements over the near and long term and ensures that sufficient funds will be available. The Fund's primary source of liquidity and capital resources are cash provided by operating activities and the Fund's credit facility. Cash generated by operating activities, supplemented by additional borrowings as necessary, is expected to be sufficient to meet the forecast liquidity and capital resource requirements of the Fund.

The Fund generally has no financial liabilities maturing beyond one year with the exception of its long-term debt. The

ENBRIDGE INCOME FUND
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

following tables summarize expected cash outflows to settle both the principal and the interest payments associated with the debt.

Long-term Debt

<i>(millions of dollars)</i>	Total	Less than 1 year	2 years	3 years	4 years	5 years	After 6 years
Long-Term Debt	270.5	-	100.0	-	80.5	-	90.0
Non-recourse Debt ¹	766.8	28.7	30.9	55.6	36.3	76.2	539.1
	1,037.3	28.7	130.9	55.6	116.8	76.2	629.1

¹Non-recourse debt includes both the Alliance Canada and NRGreen credit facilities. Under the NRGreen facility agreement, NRGreen has pledged as collateral its property and assigned its material agreements including its power purchase agreements with SaskPower to its lender.

Interest Obligations²

<i>(millions of dollars)</i>	Total	Less than 1 year	2 years	3 years	4 years	5 years	After 6 years
Interest payments on long-term debt ²	41.5	9.0	8.9	4.7	4.7	4.8	9.4
Interest payments on non-recourse long-term debt ^{1,2}	467.2	48.0	46.0	43.8	41.4	38.9	249.1
Total interest payments	508.7	57.0	54.9	48.5	46.1	43.7	258.5

¹ Includes interest on Senior Notes outstanding at Alliance Canada which is recoverable through toll revenue.

² Excludes interest on credit facilities outstanding due to the variability in the amounts outstanding each period.

Credit Risk

Credit risk arises from the possibility that a counterparty will default on its contractual obligations. Accounts receivable are subject to credit risk. The carrying values reflect Management's assessment of the associated maximum exposure to such credit risk.

Alliance Canada is exposed to credit risk since its business is concentrated in the natural gas transportation industry and its revenue is dependent upon the ability of its shippers to pay their monthly demand charges. Alliance Canada limits, to some degree, its exposure to this credit risk by requiring its shippers to provide letters of credit or other suitable security unless they maintain specified credit ratings or financial positions. As at March 31, 2008, Alliance Canada held \$37.5 million in letters of credit for these shippers.

The Saskatchewan System's trade receivables consist primarily of amounts due from companies operating in the oil and gas industry. The credit risk associated with these receivables is mitigated by credit exposure limits, contractual and collateral requirements and netting arrangements.

Green Power is exposed to credit risk since each project's primary source of fixed price revenue is a single counterparty. This risk is mitigated by requirements for counterparties to maintain specified credit ratings.

**ENBRIDGE INCOME FUND
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From time to time, accounts receivables and other financial assets are past due. The management and monitoring of these accounts is performed on an ongoing basis by each business. As at March 31, 2008, accounts receivable in excess of 90 days represented less than 1% of the total balance.

In 2007, Alliance Canada acquired a \$12.4 million investment in asset-backed commercial paper, issued by a structured trust as part of Alliance Canada's current debt service requirement. As a result of the liquidity issues arising in the asset-backed commercial paper market, the trust was unable to redeem this investment upon its maturity on August 31, 2007. Due to the uncertainty involved in estimating the amount and timing of cash flows associated with this investment, Alliance Canada has incorporated a discounted cash flow approach to estimate the investment's fair value using the best information currently available. As a result, the Fund recognized a fair value discount of \$0.4 million in 2007 and \$0.8 million during the three months ended March 31, 2008. This estimate of fair value may differ from the actual fair value that will be realized. The carrying value of the Fund's 50% share of the investment is \$5.0 million.

5. CONTRACTUAL OBLIGATIONS

At March 31, 2008, the Fund had commitments of \$2.5 million relating to the purchase of compressor equipment at Alliance Canada, capital expenditure commitments of \$7.0 million related to the completion of NRGreen's three new waste facilities as well as \$0.5 million in purchase commitments on the Saskatchewan System.

On March 31, 2008, Alliance Canada signed a contractual services agreement expiring in December 2015 for maintenance of its compressor equipment. Under the agreement, Alliance Canada is committed to base monthly payments of US \$498,905 and €230,491. These fees may escalate each year based on an indexed price escalation formula.

6. SUBSEQUENT EVENTS

Distribution by the Fund

On April 15, 2008, the Fund paid monthly cash distributions of \$0.08 per ordinary trust unit. A cash distribution of \$0.08 per unit was also paid on the same date on the subordinated trust units and the ECT preferred units.

On April 17, 2008, the Fund declared a monthly cash distribution of \$0.08 per ordinary trust unit to unitholders of record on April 30, 2008, which is payable on May 15, 2008. The Fund also declared a distribution of \$0.08 per unit on the same date on the subordinated trust units and the ECT preferred units.

On May 5, 2008, the Board of Trustees of the Fund approved a 7.5% increase in distributions, on the Fund's ordinary and subordinated units and the ECT preferred units, effective with the distributions payable to holders of record on May 31, 2008. The Board of Trustees also approved a special distribution of \$0.024 payable to holders of record on May 31, 2008.