

FINAL TRANSCRIPT

Thomson StreetEventsSM

ENF-UN - Enbridge Income Fund Annual and Special Meeting of Unit Holders

Event Date/Time: May. 03. 2010 / 7:30PM GMT



May. 03. 2010 / 7:30PM, ENF-UN - Enbridge Income Fund Annual and Special Meeting of Unit Holders

CORPORATE PARTICIPANTS

Gordon Tallman

Enbridge Income Fund - Chairman

James Lord

Enbridge Income Fund - Corporate Secretary, Enbridge Management Services

Jim Schultz

Enbridge Income Fund - President, Enbridge Management Services

CONFERENCE CALL PARTICIPANTS

Dave Woodrich

- Proxy Holder

John Osler

- Proxy Holder

PRESENTATION

Gordon Tallman - *Enbridge Income Fund - Chairman*

Ladies and gentlemen, as it is now 1.30 p.m., will the meeting please come to order? Welcome to the annual and special meeting of unitholders of Enbridge Income Fund. I would also like to welcome those unitholders listening to the live webcast.

My name is Gordon Tallman. I am Chairman of the Board of Trustees of Enbridge Commercial Trust and I will act as Chairman of the meeting. James Lord, Corporate Secretary of Enbridge Management Services, Inc., seated to my far right, will act as secretary of the meeting. I would also like to introduce Jim Schultz, President of Enbridge Management Services, Inc., who is also seated with me.

We have a number of important business items to address today and we sincerely appreciate your interest and attendance. In order to ensure that the business of the meeting proceeds in a timely manner, certain proxy holders have volunteered to move or second the proposals which are identified in the notice of meeting as today's business.

Any unitholder or proxy holder with a question on a specific item of business is welcome to ask it when that item of business is being considered. If you wish to make a general comment or to ask a question not directly related to the matter under discussion, I ask that you raise it during the general question period after the close of the formal part of the meeting.

There are non-unitholders present at this meeting. I would caution that only unitholders or proxy holders are entitled to vote or take any active part in this meeting. When asking a question or making or seconding a motion, please state your full name and confirm your status as a unitholder or proxy holder. This will assist in correctly recording the proceedings. Please use the microphones that have been placed in the aisles for this purpose.

This meeting has been called as an annual and special meeting of the unitholders of Ordinary Trust units of Enbridge Income Fund. This afternoon we will deal with the items of the business specified in the notice of the meeting. Unitholders will first be asked to address the formal annual business of receiving the financial statements of the Fund for the year ended December 31, 2009 together with the accompanying report of the auditors. Unitholders will then be asked to appoint auditors of the Fund for the upcoming year and authorize the trustees of Enbridge Commercial Trust to fix the remuneration.

Next, unitholders will be asked to direct and instruct the sole trustee of the fund, CIBC Mellon trust Company, as the manner in which it shall vote the units of Enbridge Commercial Trust held by the Fund to elect the independent trustees of Enbridge Commercial Trust.



May. 03. 2010 / 7:30PM, ENF-UN - Enbridge Income Fund Annual and Special Meeting of Unit Holders

Next, unitholders will be asked to vote on two separate resolutions outlined in the information circular that are intended to prepare for upcoming changes to accounting standards applicable to the fund as a result of the implementation of the International Financial Reporting Standards in 2011. These resolutions are identified as the distribution amendments resolution and the accounting amendment resolution in the circular.

Finally, unitholders will be asked to vote on two further resolutions outlined in the information circular that are required to fully implement the restructuring by way of plan of arrangement that is described at length in the circular.

The resolution identified in the circular as the arrangement resolution will be voted on first and only if the resolution is passed by the necessary majorities, will the second resolution, the EIFH Shareholder Rights Plan Resolution, be put to a vote.

Assuming no other business is properly brought before the meeting by unitholders, the formal portion of the meeting will then be terminated following which Jim Schultz, President of Enbridge Management Services, Inc., will review the Fund's performance over the past year and comment on the outlook for the next year. A general question period will follow during which you may make comments and ask questions concerning the Fund.

Copies of the minutes from last year's annual meeting of unitholders held on May 4, 2009 are also available for review at the scrutineer's table located directly outside this meeting room. We invite you to join us for light refreshments at the end of the proceedings and to meet with the trustees and management of the Fund.

Before we begin, I would like to take this opportunity to point out that we have in the audience today a number of the trustees of Enbridge Commercial Trust as well as members of management of Enbridge Management Services, Inc., the administrator of the Fund. Each of the members of management and each trustee is wearing a name tag. Following the meeting, please feel free to approach these individuals to discuss any questions you may have concerning the Fund.

We will now move to the business of the meeting. Sandra Evans and Simon Laub, CIBC Mellon Trust Company, the Fund's transfer agent, are in attendance today and I point them to act as scrutineers for the meeting. I will now ask Mr. Lord to confirm that proper notice of the meeting was given and that a quorum is present.

James Lord - *Enbridge Income Fund - Corporate Secretary, Enbridge Management Services*

Notice of this meeting was mailed commencing April 7, 2010 to all unitholders of record on March 16, 2010. A copy of the notice and proof of service for registered unitholders will be filed with the records of this meeting. The scrutineer's report on attendance at the meeting shows nine people in attendance who either hold personally or represent by proxy a total of 19,139,695 trust units being 55.28% of the issued and outstanding trust units. Based on the scrutineer's report on attendance, I can confirm that a quorum is present.

Gordon Tallman - *Enbridge Income Fund - Chairman*

I declare this meeting to be properly constituted for the transaction of business. In keeping with the Canadian corporate conventions, voting on the matter of the arrangement resolution will be conducted by a ballot and each unitholder or proxy holder in attendance will have received a ballot from the scrutineers for completion on their way into the meeting. The scrutineers will present their report on the results of this poll at the appropriate point in the meeting. Unless a ballot is demanded, voting on all other matters before the meeting will be conducted by a show of hands.

The first item of business is placing before the meeting of the financial statements and the auditors report for the year ended December 31, 2009. These statements and report which are contained on pages 47 through 75 of the Fund's 2009 annual report have been approved by the trustees of Enbridge Commercial Trust and were mailed as required with the notice of this meeting. No action is required to be taken by the unitholders on these financial statements.



May. 03. 2010 / 7:30PM, ENF-UN - Enbridge Income Fund Annual and Special Meeting of Unit Holders

The Fund's auditors are PricewaterhouseCoopers LLP. At this time, I would like to introduce Rob Hawley of PricewaterhouseCoopers, and ask him to stand for your recognition.

Mr. Hawley will be available during the general question period following the president's remarks to answer any of your questions appropriately directed to the Fund's auditor regarding the audited financial statements.

The next item of business is the appointment of an auditor for the Fund. PricewaterhouseCoopers LLP has been the Fund's auditor since its inception in 2003. The trustees of Enbridge Commercial Trust, on advice from the audit committee, recommend PWC's reappointment. Since the Fund's auditor is to be appointed by the unitholders, may I have a motion that PricewaterhouseCoopers LLP be appointed as the auditor for Enbridge Income Fund until the close of the next annual meeting of unitholders or until their successor is appointed at such remuneration as shall be fixed by the trustees of Enbridge Commercial Trust?

Dave Woodrich -- *Proxy Holder*

My name is [Dave Woodrich]. I am proxy holder and I so move.

Gordon Tallman - *Enbridge Income Fund - Chairman*

Thank you, David.

Unidentified Audience Member

(Inaudible - microphone inaccessible)

Gordon Tallman - *Enbridge Income Fund - Chairman*

Thank you, Allison. You have heard the motion which has been seconded. Is there any discussion on the motion?

If there is no discussion, will those in favor please indicate their approval by raising their right hand? Motion carried.

Our next item of business is to direct and instruct CIBC Mellon Trust Company, the sole trustee of the Fund, as to the matter in which CIBC Mellon shall vote the units of Enbridge Commercial Trust held by the Fund to elect the independent trustees of Enbridge Commercial Trust. The trustees of Enbridge Commercial Trust have fixed the number of trustees at eighth and therefore five independent trustees are required to be elected to the Board.

The independent trustees presently in office have approved the nomination of the following five incumbent trustees for election for the ensuing year, each of whom is independent and has agreed to stand for reelection. Richard H. Auchinleck, Catherine M. Best, J. Lorne Braithwaite, M. Elizabeth Cannon, and Gordon G. Tallman. Are there any further nominations?

There being no further nominations, I declare nominations closed. Since the number of nominees does not exceed the number of independent trustees to be elected, may I have a motion that the Fund directed sole trustee to vote its units of Enbridge Commercial Trust for the election of those persons nominated as independent trustees to hold office until the next annual meeting of unitholders or until their successes are elected or appointed?

John Osler -- *Proxy Holder*

Mr. Chairman, my name is [John Osler]. I am a proxy holder and I so move.

May. 03. 2010 / 7:30PM, ENF-UN - Enbridge Income Fund Annual and Special Meeting of Unit Holders

Gordon Tallman - *Enbridge Income Fund - Chairman*

Thank you, John.

Unidentified Audience Member

(inaudible -- microphone inaccessible)

Gordon Tallman - *Enbridge Income Fund - Chairman*

Thank you, John. You have heard the motion, which has been seconded. Is there any discussion on the motion? If there is no discussion, will those in favor please indicate their approval by raising their right hand? Motion carried.

As the motion has been carried by the unitholders of the Fund, I direct CIBC Mellon Trust Company to vote the units of Enbridge Commercial Trust held by the Fund in respect of this matter in the manner and in the proportions the trust units of the Funds have been voted today.

At this time, I would like to express on behalf of the Fund and its administrator our thanks to all of the trustees of Enbridge Commercial Trust for the advice and counsel they have provided the Fund over the past year.

Would each trustee who is in attendance today please stand when called so that you may be recognized? Please hold your applause until the trustees have all been introduced. Dick Auchinleck, Kay Best, Richard Byrd, Lorne Braithwaite, Elizabeth Cannon, David Robottom, Steven Wuori, and myself, Gordon Tallman.

Thank you. The ECT Board of Trustees is recommending the approval by unitholders of a special resolution to approve certain amendments to the Fund's trust indenture collectively described in the circular as the distribution amendments, the text of which is set forth in the Appendix A of the circular. May I have a motion to approve the distribution amendments resolution as set forth in the Fund's information circular dated March 31, 2010?

Unidentified Audience Member

(Inaudible - microphone inaccessible) I am a proxy holder and I so move.

Gordon Tallman - *Enbridge Income Fund - Chairman*

Thank you, Wanda.

Unidentified Audience Member

(Inaudible - microphone inaccessible)

Gordon Tallman - *Enbridge Income Fund - Chairman*

Thank you, Allison. You have heard the motion, which has been seconded. Is there any discussion on the motion? If there is no discussion, will those in favor please indicate their approval by raising their right hand?

May. 03. 2010 / 7:30PM, ENF-UN - Enbridge Income Fund Annual and Special Meeting of Unit Holders

The ECT Board of Trustees is recommending the approval by unitholders of a special resolution to approve a further amendment to the Fund's trust indenture described in the circular as the accounting amendment, the text of which is set forth in appendix B to the information circular. May I have a motion to approve the accounting amendment resolution as set forth in the Fund's information circular dated March 31, 2010?

Dave Woodrich - - *Proxy Holder*

Mr. Chairman, my name is Dave Woodrich. I am a proxy holder and I so move.

Unidentified Audience Member

(inaudible -- microphone inaccessible)

Gordon Tallman - *Enbridge Income Fund - Chairman*

You have heard the motion, which has been seconded. Is there any discussion on the motion? If there is no discussion, will those in favor please indicate their approval by raising their right hand? Thank you. That motion is carried as well as the previous motion was carried also.

The ECT Board of Trustees is recommending the approval by unitholders of a special resolution to approve the arrangement described in the circular, the text of which is set forth in appendix C of the information circular. May I have a motion to approve the arrangement resolution as set forth in the Fund's information circular dated March 2, 2009?

John Osler - - *Proxy Holder*

Mr. Chairman, my name is John Osler. I'm a proxy holder and I so move.

Gordon Tallman - *Enbridge Income Fund - Chairman*

Thank you, John.

Unidentified Audience Member

(inaudible -- microphone inaccessible)

Gordon Tallman - *Enbridge Income Fund - Chairman*

Thank you, Wanda. You have heard the motion, which has been seconded. Is there any discussion on the motion?

Before the scrutineers present their final report, would any proxy holder's present who have not yet provided a proxy or ballot to the scrutineers, please raise their hand and the scrutineers will distribute an orange ballot to you for voting purposes.

If you have already filed a proxy with the Fund and you do not wish to withdraw your proxy, you will not have to complete the ballot since your trust units will be voted according to your preference expressed in the proxy.

The scrutineers will now collect any ballots that have not already been collected and present the report on the ballot for this matter.

May. 03. 2010 / 7:30PM, ENF-UN - Enbridge Income Fund Annual and Special Meeting of Unit Holders

The scrutineers report that the resolution has been carried by the necessary majorities of the votes cast at the meeting, being both a 66 2/3% majority of all votes cast and a simple majority of the votes cast by unitholders other than Enbridge, Inc. and its insiders and accordingly, I declare the motion carried.

The ECT Board of Trustees is recommending the approval by unitholders of an ordinary resolution to approve the Shareholders Rights Plan for EIFH, the text of which is set forth in appendix D of the circular. May I have a motion to approve the EIFH Shareholder Rights Plan resolution set forth in the Fund's information circular dated March 31, 2010?

Unidentified Audience Member

(inaudible -- microphone inaccessible)

Gordon Tallman - *Enbridge Income Fund - Chairman*

Thank you, Allison.

Unidentified Audience Member

(inaudible -- microphone inaccessible)

Gordon Tallman - *Enbridge Income Fund - Chairman*

Thank you, John. You have heard the motion which has been seconded. Is there any discussion on the motion? If there is no discussion, will those in favor please indicate their approval by raising their right hand? Motion carried.

We have concluded the scheduled business of the meeting. Thank you for your show of support by attending and expressing your voting preferences. There being no further scheduled business, I will ask for a motion that the formal portion of the meeting now terminate.

Dave Woodrich - *Proxy Holder*

Mr. Chairman, my name is Dave Woodrich. I am a proxy holder and I so move.

Gordon Tallman - *Enbridge Income Fund - Chairman*

Thank you, David.

Unidentified Audience Member

(inaudible -- microphone inaccessible) I'm a proxy holder and I second the motion.

Gordon Tallman - *Enbridge Income Fund - Chairman*

Thank you, John. Will those in favor please indicate your approval by raising your right hand? Motion carried.

I declare the formal portion of the meeting to be ended.

May. 03. 2010 / 7:30PM, ENF-UN - Enbridge Income Fund Annual and Special Meeting of Unit Holders

I am now pleased to proceed to the president's remarks and the general question period. I call upon Jim Schultz, President of Enbridge Management Services, Inc., to review the Fund's performance over the past year and comment on the outlook for the next year. I would ask you to please hold your questions until the conclusion of Mr. Schulze's presentation.

Jim Schultz - *Enbridge Income Fund - President, Enbridge Management Services*

Thanks, Mr. Chairman, and good afternoon, everyone. We would like to thank you for attending the Enbridge Income Fund's annual meeting today.

Building on our operational success in 2008, the Fund continued to deliver strong financial and operating performance in 2009. Enbridge Income Fund remains an attractive investment opportunity for income oriented investors who are seeking reliable low risk cash flow and moderate growth.

I am pleased to be here today to report on our financial results for 2009 and the first quarter of 2010. I would also like to highlight our key strategies and exciting near-term growth opportunities that we expect to drive strong operating performance. I will conclude with a summary of our restructuring plan, which I'm very pleased to announce was approved here just moments ago by our unitholders.

Some of the information I'll be providing may constitute forward-looking information. Please note the legally required disclaimer with respect to forward-looking statements.

One of the most distinguishing features of the Enbridge Income Fund is that our assets are situated on top of some of the most prolific recent oil and gas discoveries in Canada. We have a 50% interest in the Canadian portion of Alliance Natural Gas pipeline, which connects natural gas from the Northern BC including the prolific Montney play to strategic downstream markets in the US Midwest and Eastern Canada. We also have 100% interest in the Enbridge Saskatchewan crude oil gathering and feeder pipeline system, which delivers most of the crude from the prolific Bakken reserve in Southeastern Saskatchewan into the world's most sophisticated crude oil delivery system, the Enbridge Mainline. Both of these assets are underpinned by regulatory and contractual arrangements that support the Fund's stable, low-risk business model.

Our portfolio also includes investments in three wind power assets, a 50% interest in SunBridge project at Gaul Lake, Saskatchewan, and a one-third interest in each of the Magrath and Chin Chute projects located in Southern Alberta.

In addition, we hold a 50% interest in NRGreen, which develops and operates facilities to convert the waste heat produced at Alliance Canada's compressor stations into green electricity.

During what ended up to be a very strong year for many income trusts, I am very pleased to report that we have managed to outpace the average performance of our peer group in 2009. And as illustrated on this chart, we essentially tracked the performance of the broader income trust subindex during the year. We feel that more than ever investors continue to be attracted to our low-risk, high-yield investment proposition. This was clearly reflected in the performance of our units in 2009, which generated a positive total unitholder return of 41.5%, making us one of the top performers among Canadian's infrastructure trusts last year.

Our value proposition, which many of you have seen before remains consistent. We seek to deliver to investors an attractive combination of safety income and growth through investment in a diversified portfolio of stable energy infrastructure businesses that generate predictable cash flow and provide opportunity for low-risk growth.

This value proposition is anchored or strategically located long-life assets that are supported by attractive commercial terms. We employ (technical difficulty) conservative financing policies and strive to maintain a strong balance sheet to limit risk and to maintain flexibility to pursue new growth when opportunities arise.



May. 03. 2010 / 7:30PM, ENF-UN - Enbridge Income Fund Annual and Special Meeting of Unit Holders

Total leverage at the fund level continues to be very manageable. The stability of our Fund's underlying businesses allows us to distribute a very high portion of the cash that our assets generate and we don't expect that to change.

As shown in the pie chart on the left, the Alliance Canada Pipeline continues to be the primary source of cash flow for the Fund, generating just over 70% of the distributable cash in 2009. However, our assets and earnings mix is becoming more diversified as we expand our liquid pipeline segment in Saskatchewan and continue to develop our Green Power business. This increasing diversification further enhances our low-risk value proposition.

Turning now to distributions, our strong track record of achieving organic growth within the Fund combined with our low-risk profile has enabled us to implement and maintain a very stable distribution since the Fund's inception. Our clear desire is for our unitholders to directly benefit from the strong operating performance of the Fund's existing business and the near-term growth opportunities that we see in front of us.

Even in light of the SIFT tax, which will take effect in 2011, we are well positioned to maintain our current distribution under the new structure which will take effect later this year. I will speak to this further later in the presentation.

Reported earnings for the year ended December 31, 2009 increased by CAD8.9 million from the prior year. However, earnings in 2008 included the one-time Calpine Energy Services bankruptcy settlement, which Alliance received as Calpine was no longer able to meet their capacity commitment on the system. After removing the impact of this settlement, the Fund's earnings for 2009 were CAD4.5 million lower than 2008. The remainder of this difference can be largely attributed to higher corporate costs resulting from the 2009 distribution increase.

Notably 2009 earnings benefited from a full year of contribution from both the Saskatchewan System expansion and improved performance from our four NRGreen waste heat facilities in Saskatchewan.

As I mentioned earlier, cash flow is an important component of the Fund's value proposition because distributable cash flow performance is responsible for determining the Fund's distribution levels.

As you can see in the chart, cash available for distribution in 2009 decreased modestly over the prior year. However after backing out the one-time effect of a shipper settlement in Alliance Canada in 2008, distributable cash flow actually increased by about CAD3 million, driven as I mentioned before primarily by the Saskatchewan System expansion that went into service in June 2008.

Our first quarter 2010 results were released earlier today and I would like to walk you through some of the highlights. Earnings for the first quarter of 2010 were CAD3.6 million compared to CAD3.3 million in the prior year. Earnings were higher primarily as a result of improved performance from the Saskatchewan's Weyburn System and lower corporate costs, partially offsetting this was a lower contribution from Green Power as 2009 results reflected a CAD1 million unrealized non-cash gain related to a derivative instrument used to fix the price of power on the Fund's wind power projects. After removing the effect of this one-time gain, the Fund's earnings were CAD1.3 million higher in the first quarter of 2010.

Cash flow in the first quarter of 2010 was CAD24 million, an increase of CAD1.5 million over the first quarter of last year. This increase was primarily the result of higher contributions from Saskatchewan's Weyburn System and higher 2010 distributions from NRGreen as their waste heat facilities experienced much better operational performance than in the same period last year.

I would now like to provide you with some more detailed overview of our assets and I will begin with the Saskatchewan crude oil pipeline system. Much of the crude oil production growth in Southeastern Saskatchewan has come from new volumes being produced from the Bakken shale play. The Bakken area is shaded in gray on the map. According to leading sources of geological information, the Canadian side of the Bakken is estimated to contain one billion barrels technically recoverable oil.



May. 03. 2010 / 7:30PM, ENF-UN - Enbridge Income Fund Annual and Special Meeting of Unit Holders

Since 2004, Bakken production in Saskatchewan has increased from under 600 barrels per day to over 65,000 barrels per day last year. As you can see in the inset graph, the Bakken play is expected to be a significant source of long-term North American production growth.

Looking at this map, it is clearly evident that our Saskatchewan assets are well situated to take advantage of the growing crude oil production in this region. Our most prolific organic growth opportunities have been and continue to be within our Liquids Pipelines segment in Saskatchewan.

In 2008, we completed the Saskatchewan System expansion which helped remove bottlenecks resulting from the growing Bakken production. Then in 2009, we announced that our shippers had requested further expansions of our system and that set the Saskatchewan phase 2 expansion program into development. This CAD120 million project will increase crude oil capacity by approximately 125,000 barrels per day and will help reduce capacity restraints at several locations with a planned in-service date of later this year, the expansion will generate significant additional cash flow for the Fund in the near term.

Given the very high potential for further crude oil production growth in this region, we expect that there will be a need for further pipeline capacity in the Bakken. We plan to aggressively pursue opportunities in the area and to take full advantage of our unique position.

The nearest term opportunity that we are currently pursuing in the Bakken is the Bakken pipeline expansion project. This project would serve to transport rapidly growing production volumes from the Bakken play in the North Dakota with the existing pipeline infrastructure is already at capacity. Excess volumes are currently being trucked to Clearbrook as a result of the bottlenecks on the North Dakota pipeline system owned by Enbridge Energy Partners, another Enbridge affiliate.

Under the proposed VPAP expansion, Bakken production in the US will be brought up to our Saskatchewan System in Canada and currently idle pipelines owned by our Fund and the North Dakota system -- that's that line represented to the vertical line on red on the map -- that connects the North Dakota and Saskatchewan systems together. And then new pipe would be constructed along our existing right-of-way which will connect into the Enbridge Pipelines Cromer terminal.

Now it's too early to tell the overall magnitude of this project as it relates to the Fund, but it is something that we are actively working on with our affiliate companies at Enbridge to develop. As we have mentioned previously, the growth on the Saskatchewan System continues to diversify our asset base and will help to offset the SIFT tax on our distributable cash flow.

Growing production in Saskatchewan has led to growing throughput and increasing revenue on the system. In 2009, the Saskatchewan System achieved throughput growth for the fourth consecutive year. This clearly substantiates past production projections and supports the need for expanded capacity.

With the completion of phase 2 expansion and the prospect for new projects like the one I just described, the Saskatchewan System is expected to be a significant source of growth for the Fund in the near term.

Our near-term strategic focus continues to be organic growth within our core business and that's certainly true for the Alliance natural gas pipeline. Alliance is focused on increasing the competitiveness of its tolls at expanding its service options to create additional value for its shippers and ultimately its owners.

I would like to take a moment to highlight why Alliance is such a good fit for our low-risk, high-income value proposition. Alliance is a contract carrier pipeline which is backed by shipper agreements to ensure that it is pretty much fully contracted through the end of 2015. This is very important as it allows Alliance to produce very stable cash flows and while maintaining one of the most competitive tolls out of the Western Canada and particular Northeastern British Columbia.

While conventional gas production from Alberta is declining, the Montney and Horn River shale deposits in Northeast BC are clearly changing the face of the Canadian natural gas production. Technologies deployed by producers operating in prolific



May. 03. 2010 / 7:30PM, ENF-UN - Enbridge Income Fund Annual and Special Meeting of Unit Holders

shale plays in the US like the Barnett Shale and the Bossier Sands in Texas are being applied in Northeast BC to unlock these massive natural gas resources.

It's hard to believe that just a year ago we were discussing if and when we would see significant volumes coming from this area. And what a difference a year makes. Now we are talking about how much and how quickly. As you can see on this chart, current production from the Montney is expected to double from 500 million cubic feet per day to about one billion cubic feet per day over the next few years. Alliance is uniquely designed to handle the high liquids content of the gas produced from the Montney.

This means that shippers on the system are able to derive extra value for their gas when compared to shipping on other pipelines out of the basin. This combined with the fact that Alliance is one of the lowest cost transportation solutions for these shippers which gives its competitive edge.

Not long ago Alliance was concerned whether shippers would renew their contracts post 2015 due to the declining Western Canadian sedimentary basin. However, as production of shale gas in BC ramps up, the longer-term issue has become more a matter of how Alliance can meet the needs of the existing shippers while providing an economical source of transportation capacity for the shale gas producers in Northeastern BC.

Much of the near-term growth in Alliance will be in the form of new gathering and delivery points along the system. Alliance was initially set up as a bullet line, moving gas directly from BC to Chicago, but it has since received approvals for additional receipt points along the system and expects to pick up downstream gas -- downstream of Northern BC and deliver it to other areas along the system.

Gas-fired power generation is an important source of environmentally preferred energy and as these projects are built, Alliance could provide them with a stable source of natural gas supply.

Also Alliance US has utilized the new gathering services to pick up some of the associated gas being produced in the Bakken Shale area and we are looking at similar opportunities on the Canadian side. The addition of these new gathering and delivery services really makes Alliance one of the most flexible delivery solutions adding to its already strong position in the area.

Now let's turn to our operating performance at Alliance, which continues to be quite exceptional. In 2009, Alliance Canada delivered an average of 1.6 billion cubic feet per day of natural gas. In 2009, actual throughput indicated by the black bars on that chart exceeded Alliance's firm service commitment by -- that commitment is 1.325 billion cubic feet per day, and that line is shown on green in the chart. It exceeded it by 21%. This excess non-firm capacity which is referred to as authorized overrun service or AOS is a benefit to our shippers and contributes to the competitiveness of Alliance's tolls without impacting the Fund's earnings or cash flow.

In 2009, we continued our optimization program to improve reliability and performance of our NRGreen waste heat power facilities along the Alliance pipeline. We are very pleased with the initial results which can be seen with the additional cash flow generated from this segment in the first quarter of 2010.

NRGreen now has the capacity to generate a combined 20 megawatts of emission free electricity and all of these facilities are underpinned by long-term, fixed-price power contracts with SaskPower, most importantly, their risk return profile fits very well with the Fund's stable value proposition. With four projects now complete and in operation, NRGreen has developed significant expertise in this type of waste heat power generation and is actively pursuing new opportunities to employ this expertise elsewhere on the Alliance system and potentially on other pipelines using gas-fired compressors.

NRGreen also is assessing the use of its technology on gas-fired power generation facilities in cases where commercial terms can be established to support the low-risk nature of the Fund.



May. 03. 2010 / 7:30PM, ENF-UN - Enbridge Income Fund Annual and Special Meeting of Unit Holders

The wind segment plays an important role in the Fund's portfolio. It provides an additional source of cash flow while further diversifying our asset base. The wind assets also produce steady cash flow from long-term, fixed-price power contracts with highly creditworthy counterparties.

We currently have 57 turbines in operation which are able to produce just over 70 megawatts of clean power. Based on our ownership in each project, the Fund's share of this total capacity is 26 megawatts. Although Green Power is the smallest of our three business segments in terms of revenue, given sustained and increasing support for clean energy technologies, it is an area of increasing focus both for our Fund and for our sponsor, Enbridge, Inc. We believe that it is an attractive part of the Enbridge Income Fund value proposition.

Now as I mentioned earlier, we are pleased to confirm that the restructuring plan which many of you voted on earlier today has passed. I would like to take a minute to give you a high-level overview of what will change later this year.

As this slide depicts, we are essentially adding a publicly traded company, Enbridge Income Fund Holdings, on top of the Income Fund structure. Unitholders will exchange their Income Fund units in return for a share of Enbridge Income Fund Holdings on a one-for-one basis.

On conversion of your units, you may elect to exchange your shares without triggering a capital gain or loss. Alternatively, you may choose to trigger a gain or loss if that is beneficial to your particular tax circumstances. The restructuring does not change the relative economic interests of Enbridge, Inc. and our public investors. Immediately after the restructuring, Enbridge will continue to maintain an effective 72% interest in the Fund, just like it does today.

While it is still subject to court and the Toronto Stock Exchange approval, we expect that the restructuring to happen just before the end of this year. You will receive more information on the progress of these approvals over the coming months.

We clearly think that this is the optimal structure for the Fund in light of the pending SIFT tax and the changes to the income trust market that have taken place since the announcement of the tax. The management of the Income Fund realizes that many investors own the Fund for stable and predictable cash flow that it generates.

Enbridge Income Fund Holdings, Inc. has been designed with a view to maintaining this value proposition going forward. Furthermore, the dividends paid by Enbridge Income Fund Holdings will generally receive more attractive tax treatment than the distribution currently paid by the Fund. For most Canadian individuals, this means that their dividends will be treated as an eligible dividend and subject to the enhanced gross-up and dividend tax credit mechanism.

We also believe that the restructuring will provide greater financial flexibility going forward than the Fund would have had if it had elected to remain a SIFT. This means better access to cost-effective debt and equity capital to fund growth opportunities.

Importantly, the new structure also ensures that our corporate sponsor, Enbridge, Inc., remain strategically and economically aligned with public investors.

I will wrap up now with a summary of why we believe Enbridge Income Fund continues to be a very attractive investment for our income-orientated investors. As I have highlighted today, we have a strong foundation of high-quality, long-lived assets that continue to generate predictable operating cash flow. We have high visible near-term or organic growth opportunities. Our management fees are very low and our governance model is sound and we are sponsored by and strategically aligned with Enbridge, Inc., a Company that has one of the strongest track records for developing and managing low-risk energy delivery infrastructure.

Management continues to employ stringent investment criteria and is focused on preserving the financial strength of the Fund as we seek out new growth opportunities. We remain committed to its strategies that will maximize cash flow and value for our unitholders.



May. 03. 2010 / 7:30PM, ENF-UN - Enbridge Income Fund Annual and Special Meeting of Unit Holders

That concludes the formal part of my presentation. Thank you for joining us this afternoon and thank you for your interest in Enbridge Income Fund and your continued interest in Enbridge Income Fund Holdings.

I will now open the meeting up for general questions. As Gordon had indicated earlier, to ensure that everybody in attendance and those listening to the webcast and the conference call can hear the questions, please use the microphone that has been placed in the aisle for that purpose and please state your name and whether you are unitholder or proxy holder.

QUESTIONS AND ANSWERS

Jim Schultz - *Enbridge Income Fund - President, Enbridge Management Services*

No questions? Well, thank you for your attention.

DISCLAIMER

Thomson Reuters reserves the right to make changes to documents, content, or other information on this web site without obligation to notify any person of such changes.

In the conference calls upon which Event Transcripts are based, companies may make projections or other forward-looking statements regarding a variety of items. Such forward-looking statements are based upon current expectations and involve risks and uncertainties. Actual results may differ materially from those stated in any forward-looking statement based on a number of important factors and risks, which are more specifically identified in the companies' most recent SEC filings. Although the companies may indicate and believe that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate or incorrect and, therefore, there can be no assurance that the results contemplated in the forward-looking statements will be realized.

THE INFORMATION CONTAINED IN EVENT TRANSCRIPTS IS A TEXTUAL REPRESENTATION OF THE APPLICABLE COMPANY'S CONFERENCE CALL AND WHILE EFFORTS ARE MADE TO PROVIDE AN ACCURATE TRANSCRIPTION, THERE MAY BE MATERIAL ERRORS, OMISSIONS, OR INACCURACIES IN THE REPORTING OF THE SUBSTANCE OF THE CONFERENCE CALLS. IN NO WAY DOES THOMSON REUTERS OR THE APPLICABLE COMPANY ASSUME ANY RESPONSIBILITY FOR ANY INVESTMENT OR OTHER DECISIONS MADE BASED UPON THE INFORMATION PROVIDED ON THIS WEB SITE OR IN ANY EVENT TRANSCRIPT. USERS ARE ADVISED TO REVIEW THE APPLICABLE COMPANY'S CONFERENCE CALL ITSELF AND THE APPLICABLE COMPANY'S SEC FILINGS BEFORE MAKING ANY INVESTMENT OR OTHER DECISIONS.

©2010, Thomson Reuters. All Rights Reserved.

