

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This short form prospectus has been filed under legislation in each of the provinces of Canada that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this short form prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities. Each prospectus supplement will be incorporated by reference into this short form prospectus for the purposes of securities legislation as of the date of the prospectus supplement and only for the purposes of the distribution of the securities to which such prospectus supplement pertains.

This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. See "Plan of Distribution".

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Enbridge Income Fund Holdings Inc., Suite 3000, 425 - 1st Street S.W., Calgary, Alberta, T2P 3L8 (telephone (403) 231-3900) and are also available electronically at www.sedar.com.

SHORT FORM BASE SHELF PROSPECTUS

NEW ISSUE

August 31, 2012



ENBRIDGE INCOME FUND HOLDINGS INC. \$500,000,000 COMMON SHARES

Enbridge Income Fund Holdings Inc. ("EIFH" or the "Corporation") may from time to time offer for sale under this short form prospectus, including any amendments hereto (the "Prospectus") up to \$500,000,000 (or the equivalent amount in other currencies or currency units at the time of issue) of our common shares (the "Common Shares") during the 25-month period that this Prospectus, including any amendments thereto, remains valid.

The specific terms of any offering of Common Shares will be set forth in one or more shelf prospectus supplements (each a "Prospectus Supplement"), including the number of Common Shares offered, the issue price (in the event the offering is a fixed price distribution) and any other terms specific to the Common Shares being offered. You should read this Prospectus and any applicable Prospectus Supplement before you invest in any Common Shares.

General

The Common Shares are listed on the Toronto Stock Exchange ("TSX") under the symbol "ENF."

All information permitted under applicable laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements, which will be delivered to purchasers together with this Prospectus. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the securities to which the Prospectus Supplement pertains.

The Common Shares may be sold through underwriters, directly pursuant to applicable statutory exemptions or discretionary exemptions, or through agents designated by the Corporation from time to time. The Prospectus Supplement will identify each underwriter or agent engaged in connection with the offering and sale of the Common Shares and will set forth the terms of the offering of the Common Shares, including the net proceeds to the Corporation and, to the extent applicable, any fees payable to the underwriters or agents.

To the extent permitted by applicable law, in connection with any offering of Common Shares, the underwriters or agents may over-allot or effect transactions which stabilize or maintain the market price of the Common Shares at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See "Plan of Distribution".

The offering of any Common Shares is subject to approval of certain legal matters on behalf of the Corporation by counsel to the Corporation and on behalf of any underwriter or agent, if applicable, by the underwriter or agent's own legal counsel.

The head and registered office of the Corporation is located at Suite 3000, 425 – 1st Street SW, Calgary, Alberta, T2P 3L8.

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ABOUT THIS PROSPECTUS

In this Prospectus and in any Prospectus Supplement, unless otherwise specified or the context otherwise requires, all dollar amounts are expressed in Canadian dollars. Unless otherwise indicated, all financial information included and incorporated by reference in this Prospectus or included in any Prospectus Supplement is determined using Canadian GAAP as set out in the Handbook of the Canadian Institute of Chartered Accountants ("CICA Handbook"). In 2010, the CICA Handbook was revised to incorporate the International Financial Reporting Standards and require publicly accountable enterprises to apply such standards effective for years beginning on or after January 1, 2011. Accordingly, the Corporation commenced reporting on this basis on January 1, 2011. Unless the context otherwise requires, all references in this Prospectus and any Prospectus Supplement to "EIFH", the "Corporation", "we", "us" and "our" mean Enbridge Income Fund Holdings Inc. and its subsidiaries, partnership interests and joint venture investments.

This Prospectus provides a general description of the Common Shares that we may offer. Each time we sell Common Shares under this Prospectus, we will provide you with a Prospectus Supplement that will contain specific information about the terms of that offering. The Prospectus Supplement may also add, update or change information contained in this Prospectus. Before investing in any Common Shares, you should read both this Prospectus and any applicable Prospectus Supplement together with additional information described below under "Documents Incorporated by Reference".

We take responsibility only for the information contained in or incorporated by reference in this Prospectus or any applicable Prospectus Supplement. We have not authorized anyone to provide you with different or additional information. We are not making an offer of the Common Shares in any jurisdiction where the offer is not permitted by law. You should bear in mind that although the information contained in, or incorporated by reference in, this Prospectus is intended to be accurate as of the date of such documents, such information may also be amended, supplemented or updated by the subsequent filing of additional documents deemed by law to be or otherwise incorporated by reference into this Prospectus and by any subsequently filed prospectus amendments.

DOCUMENTS INCORPORATED BY REFERENCE

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

- (a) annual financial statements of the Corporation for the year ended December 31, 2011 together with the notes thereto and the auditors' report thereon;
- (b) Management's Discussion and Analysis ("MD&A") of financial condition and results of operations of the Corporation for the year ended December 31, 2011;

- (c) interim unaudited financial statements of the Corporation for the three and six months ended June 30, 2012 together with the notes thereto;
- (d) MD&A of the Corporation for the three and six months ended June 30, 2012;
- (e) Management Information Circular of the Corporation dated March 14, 2012 relating to the annual meeting of shareholders held on May 7, 2012;
- (f) Management Information Circular of the Corporation dated September 13, 2011 relating to the special meeting of the shareholders of the Corporation held on October 17, 2011; (the "Circular")
- (g) Annual Information Form of the Corporation dated February 6, 2012 (the "AIF"); and
- (h) Business Acquisition Report of the Corporation dated December 20, 2011.

The Corporation has applied for and been granted relief from the requirement to incorporate by reference into this Prospectus certain information contained in the Circular, specifically, the reference to and the Valuation and Fairness Opinion (as defined in the Circular) attached as Appendix A to the Circular and the reference to and the SAIC Report (as defined in the Circular) as described starting at page 32 of the Circular under the heading "SAIC Report".

Any documents of the type referred to above, any interim unaudited financial statements, interim MD&A, material change reports (except confidential material change reports) and other documents required to be incorporated by reference in this Prospectus and filed by the Corporation with the various securities commissions or similar authorities in Canada after the date of this Prospectus and prior to the termination of this offering shall be deemed to be incorporated by reference into this Prospectus. These documents are available through the internet on the System for Electronic Document Analysis and Retrieval ("SEDAR") which can be accessed at www.sedar.com.

Upon a new annual information form and the related annual financial statements and MD&A being filed by the Corporation with and, where required, accepted by the applicable securities regulatory authorities during the term of this Prospectus, the previous annual information form, the previous annual financial statements, all interim financial statements and accompanying MD&A, material change reports and business acquisition reports filed by the Corporation prior to the commencement of the financial year of the Corporation in respect of which the new annual information form is filed shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of the Common Shares hereunder. Upon interim financial statements and the accompanying MD&A being filed by the Corporation with the applicable securities regulatory authorities during the term of this Prospectus, all interim financial statements and the accompanying MD&A filed prior to the new interim financial statements shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of Common Shares hereunder and upon a new management information circular relating to an annual meeting of shareholders of the Corporation being filed by the Corporation with the applicable securities regulatory authorities during the term of this Prospectus, the management information circular for the preceding annual meeting of shareholders shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Common Shares hereunder.

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

A Prospectus Supplement, as applicable, containing the specific terms of an offering of the Common Shares will be delivered to purchasers of Common Shares together with this Prospectus and will be deemed to be

incorporated by reference into this Prospectus as of the date of such Prospectus Supplement solely for the purposes of the offering of the Common Shares offered thereunder.

FORWARD-LOOKING INFORMATION

Forward-looking information or forward-looking statements have been included in this Prospectus and documents incorporated by reference in this Prospectus to provide readers with information about the Corporation and its subsidiaries and operating investments, including management's assessment of the Corporation's and its subsidiaries' and operating investments' future plans and operations. This information may not be appropriate for other purposes. 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 Corporation believes that these forward-looking statements are reasonable based on the information available on the date such statements are made and processes used to prepare the information, 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. Material assumptions include assumptions about: the supply, demand and prices for crude oil, natural gas and natural gas liquids; industry conditions; inflation; interest rates; project approvals and anticipated in-service dates; the availability and price of labour and materials; operational reliability and performance; regulatory approvals, legislation and regulations; and weather.

The Corporation's forward-looking statements are made subject to risks and uncertainties pertaining to operating performance, regulatory parameters, project approval and support, weather, economic conditions, wind and solar resource availability, equipment failure, counterparty risk, interest rates and commodity prices, including but not limited to those risks and uncertainties discussed in this Prospectus and in documents incorporated by reference into this Prospectus. 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 Corporation'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 Corporation assumes no obligation to publicly update or revise any forward-looking statements made in this Prospectus 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 Corporation or persons acting on the Corporation's behalf, are expressly qualified in their entirety by these cautionary statements.

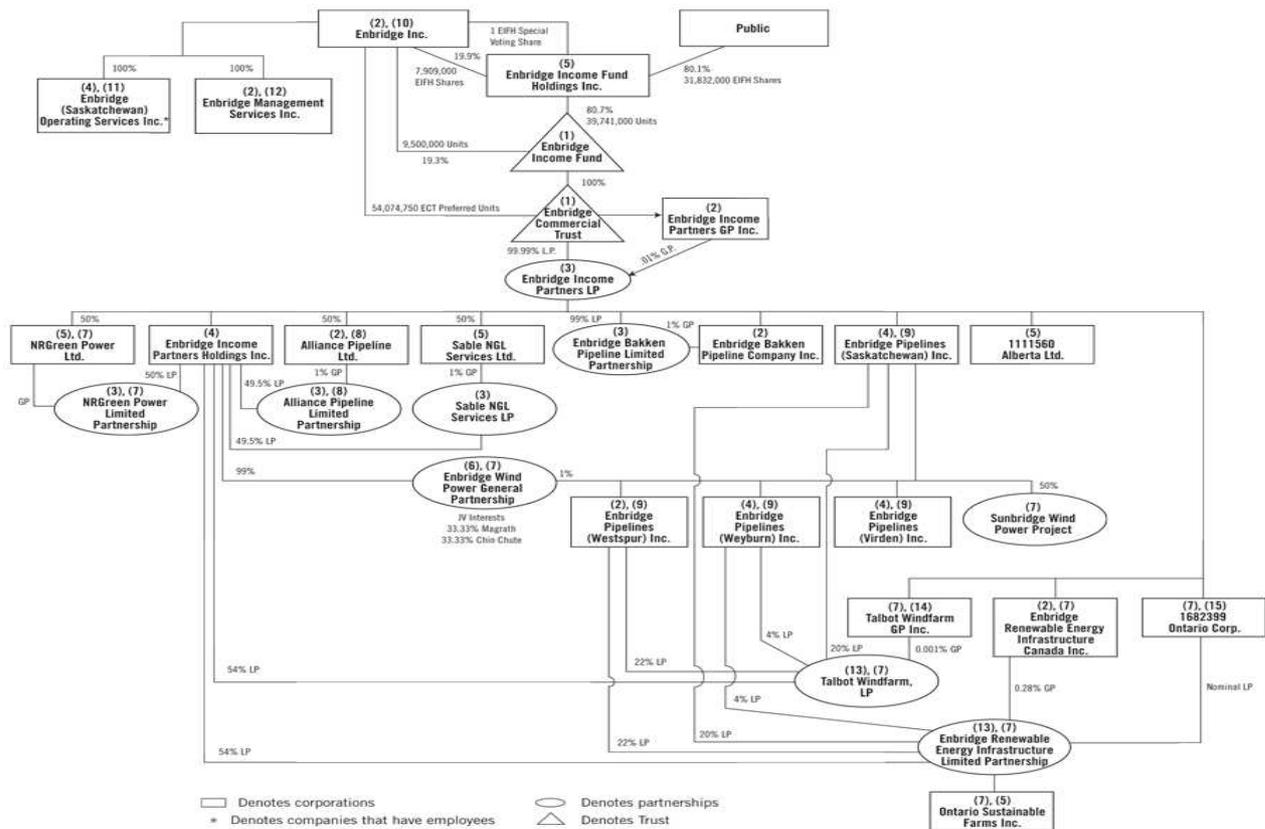
THE CORPORATION

The Corporation was incorporated on March 26, 2010 under the *Business Corporations Act* (Alberta) (the "ABCA") for the purpose of effecting the plan of arrangement (the "Arrangement") pursuant to section 193 of the ABCA, among the Corporation, Enbridge Income Fund (the "Fund"), Enbridge Commercial Trust, Enbridge Management Services Inc., Enbridge Inc. and the Fund's unitholders. The Arrangement became effective on December 17, 2010 with the filing of Articles of Arrangement with the Registrar of Corporations for the Province of Alberta. Upon completion of the Arrangement, the Corporation became a reporting issuer or equivalent in all of the Provinces of Canada, the ordinary units of the Fund ("Fund Units") were delisted on the TSX and the Common Shares were listed on the TSX on December 21, 2010 under the symbol "ENF".

The Corporation's articles of incorporation restrict the business that the Corporation can carry on. The Corporation is limited to acquiring, holding, transferring, disposing of, investing in and otherwise dealing in assets, securities, properties or other interests of, or issued by, the Fund and its associates or affiliates, or any other business entity in which the Fund has an interest, as well as all other business and activities which are necessary, desirable, ancillary or incidental thereto, including but not limited to: borrowing funds and incurring indebtedness, guaranteeing debts or liabilities, and issuing, redeeming or repurchasing securities.

Following completion of the Arrangement, the Corporation owned 25,125,000 (72.6%) of the issued and outstanding Fund Units. In October 2011, the Corporation subscribed for an additional 14,616,000 Fund Units in connection with the Fund's indirect acquisition of three renewable power generation facilities owned by direct and indirect wholly-owned subsidiaries of Enbridge Inc. (the "Transaction"). Following completion of the Transaction and related equity financing by the Fund, the Corporation owned 39,741,000 (80.7%) of the issued and outstanding Fund Units. The remaining 9,500,000 Fund Units are owned by Enbridge Inc.

The following chart illustrates the structural relationships among the Corporation, its subsidiary entities and related parties and Enbridge Inc.



Notes:

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| <p>(1) An unincorporated trust governed by the laws of the Province of Alberta.</p> <p>(2) A corporation incorporated under the laws of Canada.</p> <p>(3) A limited partnership established under the laws of the Province of Alberta.</p> <p>(4) A corporation incorporated under the laws of the Province of Saskatchewan.</p> <p>(5) A corporation incorporated under the laws of the Province of Alberta.</p> <p>(6) A general partnership established under the laws of the Province of Alberta that holds a 33.3% interest in each of the Magrath and Chin Chute Wind Power Projects.</p> <p>(7) Entities included in the Green Power segment.</p> <p>(8) Entities included in the Alliance Canada segment.</p> | <p>(9) Entities included in the Saskatchewan System segment.</p> <p>(10) Enbridge holds 100% of the ECT Preferred Units.</p> <p>(11) A subsidiary of Enbridge that provides all services required to operate and administer the business of the Saskatchewan System.</p> <p>(12) A subsidiary of Enbridge that administers Enbridge Income Fund and manages Enbridge Commercial Trust and EIFH.</p> <p>(13) A limited partnership established under the laws of the Province of Ontario.</p> <p>(14) A corporation incorporated under the laws of New Brunswick.</p> <p>(15) A corporation incorporated under the laws of Ontario.</p> |
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USE OF PROCEEDS

The Common Shares will be issued from time to time at the discretion of the Corporation with an aggregate offering amount not to exceed \$500,000,000. The net proceeds derived from the issue of the Common Shares under any Prospectus Supplement will be the aggregate offering amount less any commission and other issuance costs paid in connection therewith. The net proceeds cannot be estimated as the amount will depend on the extent to which the Common Shares are issued under any Prospectus Supplement. Unless otherwise specified in the applicable Prospectus Supplement, the net proceeds will be utilized to make additional investments in the Fund through the purchase of Fund Units or otherwise, general business purposes and working capital requirements of the Corporation. The Corporation may invest funds that it does not immediately require in short-term marketable debt securities. The Corporation expects that it may, from time to time, issue Common Shares or securities other than pursuant to this Prospectus.

PLAN OF DISTRIBUTION

The Corporation may sell Common Shares (i) through underwriters purchasing as principal, (ii) directly to one or more purchasers pursuant to applicable statutory exemptions or discretionary exemptions, or (iii) through agents in Canada and elsewhere where permitted by law, for cash or other consideration. The Common Shares may be sold at fixed prices or non-fixed prices, such as prices determined by reference to the prevailing price of the Common Shares in a specified market, at market prices prevailing at the time of sale or at prices to be negotiated

with purchasers, which prices may vary as between purchasers and during the period of distribution of the Common Shares. The Prospectus Supplement for any of the Common Shares being offered thereby will set forth the terms of the offering of such Common Shares, the name or names of any underwriters or agents, the purchase price of such Common Shares, the proceeds to the Corporation from such sale, any underwriting discounts and other items constituting underwriters' compensation, any public offering price and any discounts or concessions allowed or re-allowed or paid to agents. Only underwriters or agents so named in the relevant Prospectus Supplement are deemed to be underwriters or agents in connection with the Common Shares offered thereby.

If underwriters are used in the sale, the Common Shares will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. The obligations of the underwriters to purchase such Common Shares will be subject to certain conditions precedent, and the underwriters will be obligated to purchase all the Common Shares offered by the Prospectus Supplement, if any of such Common Shares are purchased. Any public offering price and any discounts or concessions allowed or re-allowed or paid to underwriters may be changed from time to time.

The Common Shares may also be sold directly by the Corporation at such prices and upon such terms as agreed to by the Corporation and the purchaser or through agents designated by the Corporation from time to time. Any agent involved in the offering and sale of the Common Shares in respect of which this Prospectus is delivered will be named, and any commission payable by the Corporation to such agent will be set forth, in the Prospectus Supplement. Unless otherwise indicated in the Prospectus Supplement, any agent would be acting on a commercially reasonable efforts basis for the period of its appointment.

The Corporation may agree to pay the underwriters or agents, as the case may be, a commission for various services relating to the issue and sale of any Common Shares offered hereby. Any such commission will be paid either from the proceeds from the sale of such Common Shares or the general funds of the Corporation. Underwriters and agents who participate in the distribution of Common Shares may be entitled under agreements to be entered into with the Common Shares to indemnification by the Corporation against certain liabilities, including liabilities under securities legislation, or to contribution with respect to payments which such underwriters or agents may be required to make in respect thereof.

The Common Shares have not been and will not be registered under the *United States Securities Act of 1933*, as amended (the "U.S. Securities Act") and may not be offered, sold or delivered in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the U.S. Securities Act).

The Corporation and, if applicable, the Corporation's underwriters or agents, reserve the right to reject any offer to purchase Common Shares in whole or in part. The Corporation also reserves the right to withdraw, cancel or modify the offering of Common Shares hereunder without notice.

To the extent permitted by applicable law, in connection with any offering of Common Shares, the underwriters or agents, as the case may be, may over-allot or effect transactions which stabilize or maintain the market price of the Common Shares at a level above that which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

DESCRIPTION OF SHARE CAPITAL

The following sets forth a summary of the terms and provisions of the existing capital of the Corporation and does not purport to be complete. The following description is subject to, and qualified by reference to, the terms and provisions of the Corporation's articles and by-laws. The Corporation is authorized to issue an unlimited number of Common Shares, a number of first preferred shares that is limited to one-half the number of Common Shares issued and outstanding at the relevant time, issuable in series and one special voting share.

Common Shares

Each Common Share entitles the holder to one vote for each Common Share held at all meetings of shareholders of the Corporation, except meetings at which only holders of another specified class or series of shares are entitled to vote, to receive dividends if, as and when declared by the board of directors of the Corporation ("Board"), subject to prior satisfaction of preferential dividends applicable to any first preferred shares, and to

participate ratably in any distribution of the assets of the Corporation upon a liquidation, dissolution or winding up, subject to prior rights and privileges attaching to the first preferred shares.

First Preferred Shares

The first preferred shares may at any time and from time to time be issued in one or more series. Each series of first preferred shares shall consist of such number of shares and such rights, privileges, restrictions and conditions as may be determined by the Board prior to the issuance thereof, subject to the limitation that the number of first preferred shares issued cannot exceed one-half of the number of Common Shares issued and outstanding at the time of issuance. Holders of first preferred shares shall be entitled to priority over the Common Shares with respect to the payment of dividends and the distribution of assets of the Corporation upon the liquidation, dissolution or winding-up of the Corporation. The first preferred shares of each series shall rank on parity with the first preferred shares of every other series in respect of the payment of dividends and in the distribution of assets of the Corporation in the event of any liquidation, dissolution or winding-up of the Corporation.

Special Voting Share

The holder of the Special Voting Share is entitled to receive notice of and to attend all annual and special meetings of shareholders and shall be entitled to elect one director to the Board for so long as the holder beneficially owns or controls, directly or indirectly, between 15% and 39% of the issued and outstanding Common Shares, provided that if the holder of the Special Voting Share elects to exercise its right to elect one director, it will not exercise the votes attaching to the portion of Common Shares held by such holder representing its pro-rata representation on the Board in respect of the election of the remaining directors of the Corporation at meetings of shareholders. Where the holder of the Special Voting Share beneficially owns or controls, directly or indirectly, more than 39% of the issued and outstanding Common Shares, the right to elect one director to the Board shall cease and such holder shall be entitled to exercise all of the votes attached to the Common Shares held by it in respect of the election of all directors of the Corporation at meetings of shareholders. The holder of the Special Voting Share will not be entitled to receive, in respect of the Special Voting Share, any dividends or to participate in any distribution of the property or assets of the Corporation upon the liquidation, dissolution or winding up of the Corporation. The Special Voting Share will only be transferable or assignable to an affiliate of Enbridge Inc.

CONSOLIDATED CAPITALIZATION

There have been no changes in the share or loan capital of the Corporation, on a consolidated basis, since June 30, 2012. As at the date hereof there are an aggregate of 39,741,000 Common Shares, no first preferred shares and one Special Voting Share issued and outstanding.

RISK FACTORS

Investment in the Common Shares is subject to various risks. Before deciding whether to invest in any Common Shares, investors should consider carefully the risks incorporated by reference in this Prospectus (including subsequently filed documents incorporated by reference) and those described in any Prospectus Supplement before purchasing the Common Shares offered hereby.

Discussions of certain risks affecting the Corporation in connection with its business are provided in the Corporation's AIF and its MD&A for the year ended December 31, 2011, which documents are filed with the various securities regulatory authorities and incorporated by reference in this Prospectus.

LEGAL MATTERS

Unless otherwise specified in a Prospectus Supplement, certain legal matters in connection with the issuance of the Common Shares will be passed upon on behalf of the Corporation by McCarthy Tétrault LLP. If any underwriters or agents named in a Prospectus Supplement retain their own counsel to pass upon legal matters relating to the Common Shares, such counsel will be named in the Prospectus Supplement. The partners and associates of McCarthy Tétrault LLP as a group beneficially own, directly or indirectly, less than 1% of the outstanding Common Shares.

PURCHASERS' STATUTORY RIGHTS

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

AUDITOR'S CONSENT

We have read the short form base shelf prospectus of Enbridge Income Fund Holdings Inc. (the "Corporation") dated August 31, 2012 relating to the issuance and sale by the Corporation of up to \$500,000,000 of common shares of the Corporation. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned base shelf prospectus of our report to the shareholders of the Corporation on the statements of financial position of the Corporation as at December 31, 2011 and 2010 and the statements of comprehensive income, shareholders' equity and cash flows for year ended December 31, 2011 and for the period from March 26, 2010, date of incorporation, to December 31, 2010. Our report is dated February 6, 2012.

We consent to the incorporation by reference in the above-mentioned base shelf prospectus of our report to the unitholders of Enbridge Income Fund (the "Fund") on the consolidated statement of financial position of the Fund as at December 31, 2010 and 2009 and the consolidated statements of earnings, comprehensive income (loss), unitholders' equity and cash flows for each of the years in the two year period ended December 31, 2010. Our report is dated February 1, 2011.

We consent to the incorporation by reference in the above mentioned base shelf prospectus of our report to the shareholders and unitholders of Enbridge Renewable Energy Infrastructure Limited Partnership, and its subsidiary, Ontario Sustainable Farms Inc., Enbridge Renewable Infrastructure Canada Inc., Talbot Windfarm GP Inc., Talbot Windfarm LP, 1682399 Ontario Corp., (collectively the "Renewable Entities") on the combined statement of financial position of the Renewable Entities as at December 31, 2010 and the combined statements of earnings and comprehensive income and cash flows for the year then ended. Our report is dated September 1, 2011.

(signed) "*PricewaterhouseCoopers LLP*"

Chartered Accountants
Calgary, Alberta, Canada
August 31, 2012

CERTIFICATE OF ENBRIDGE INCOME FUND HOLDINGS INC.

Dated: August 31, 2012

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces of Canada.

By: (signed) "*John K. Whelen*"
John K. Whelen
President
(as Chief Executive Officer)

By: (signed) "*Colin K. Gruending*"
Colin K. Gruending
Chief Financial Officer

On Behalf of the
Board of Directors

By: (signed) "*Ernest F.H. Roberts*"
Ernest F.H. Roberts
Director

By: (signed) "*Gordon G. Tallman*"
Gordon G. Tallman
Director