ENBRIDGE INCOME FUND

MANAGEMENT'S DISCUSSION AND ANALYSIS

June 30, 2014

MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2014

This Management's Discussion and Analysis (MD&A) dated July 28, 2014 should be read in conjunction with the unaudited consolidated financial statements and notes thereto of Enbridge Income Fund (the Fund) as at and for the three and six months ended June 30, 2014, which are prepared in accordance with United States generally accepted accounting principles (U.S. GAAP). It should also be read in conjunction with the audited consolidated financial statements and notes thereto and MD&A for the year ended December 31, 2013. Unless otherwise noted, all financial information is presented in Canadian dollars. Additional information related to the Fund, including its Annual Information Form, is available on SEDAR at www.sedar.com.

OVERVIEW

The Fund is involved in the generation, transportation and storage of energy through its interests in 579 (524 net) megawatts (MW) of renewable and alternative power generation capacity (Green Power), its liquids transportation and storage business in Western Canada (Liquids Transportation and Storage) and natural gas transmission through its 50% interest in the Canadian segment of Alliance Pipeline (Alliance Canada).

The unitholders of the Fund are Enbridge Income Fund Holdings Inc. (ENF), a public company listed on the Toronto Stock Exchange (TSX), and Enbridge Inc. (Enbridge), a North American transporter, distributor and generator of energy listed on the TSX and New York Stock Exchange. Enbridge's total economic interest in the Fund was 67.3% as at June 30, 2014 and July 28, 2014 based on its indirect interest in the Fund through ENF, its direct interest in the Fund via common units and its interest in preferred units of Enbridge Commercial Trust (ECT), a subsidiary of the Fund.

FINANCIAL OVERVIEW

Earnings and cash available for distribution (CAFD) for the three and six months ended June 30, 2014 reflected strong contributions from the Liquids Transportation and Storage segment, driven by a partial return of volumes to the Fund's crude oil pipeline systems as well as a full period of cash flow for the year-to-date period from the Bakken Expansion which commenced service on March 1, 2013. The Green Power segment experienced decreased earnings and cash flow for the second quarter ended June 30, 2014 as compared to the same quarter of 2013, due to lower wind resource and a transformer outage at the Greenwich Wind Facility.

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	**2014**	2013
(millions of Canadian dollars)				
Earnings				
Green Power	**23.7**	27.6	**54.4**	53.7
Liquids Transportation and Storage	**23.3**	17.9	**42.5**	20.6
Alliance Canada	**14.1**	14.2	**34.2**	26.5
Corporate	**(31.9)**	(32.5)	**(65.6)**	(60.0)
	29.2	27.2	**65.5**	40.8
Cash available for distribution[1]				
Green Power	**39.7**	43.3	**85.8**	84.5
Liquids Transportation and Storage	**40.1**	33.9	**76.2**	67.0
Alliance Canada	**19.2**	17.1	**38.7**	35.0
Corporate	**(24.5)**	(23.3)	**(52.7)**	(45.3)
	74.5	71.0	**148.0**	141.2

1 See definition within "Non-GAAP Measures" section, as well as the reconciliation to Cash Provided by Operating Activities.

Green Power earnings for the three months ended June 30, 2014 were lower than the comparable period of 2013, as a result of weaker wind resource across the portfolio, offset partially by strong solar resource. Also contributing to the decrease was a transformer outage in March 2014 at the Greenwich Wind Facility. Green Power earnings for the six months ended June 30, 2014 were higher than the comparable period of 2013, resulting from strong solar performance at the Sarnia facility. This increase was partially offset by lower earnings from the Greenwich Wind Facility as a result of the transformer outage, representing a loss of approximately $2 million for the six months ended June 30, 2014, relating to a partial loss of production and repairs and maintenance expenses. A claim will be made under the business interruption insurance policy. The transformer is expected to be fully reinstalled in the third quarter of 2014.

Liquids Transportation and Storage earnings for the three months ended June 30, 2014 increased compared to the same period of the prior year due to improved throughputs resulting from customers partially returning volumes to the Fund’s pipeline systems from alternative transportation options, primarily rail as well as a higher rate base for the Saskatchewan Gathering System. Liquids Transportation and Storage earnings increased for the six months ended June 30, 2014, benefitting from a full period of contributions from the Bakken Expansion which commenced operations in March 2013, an increase in throughputs as well as a higher rate base for the Saskatchewan Gathering System. Further contributing to the increase was the impact of an extraordinary pre-tax write-off of $16.5 million in the first quarter of 2013 in relation to the discontinuance of rate regulated accounting for the Westspur System.

The Fund’s earnings from its Alliance Canada segment were $14.1 million for the three months ended June 30, 2014, consistent with the comparable period of 2013. Earnings from Alliance Canada were $34.2 million for the six months ended June 30, 2014, an increase from the comparable period in 2013 attributable to contributions from the Fund’s investee, Sable NGL Services L.P. (Sable). Sable, an equity investment, holds 20 million cubic feet per day (mmcf/d) of capacity on the Alliance System. During the first quarter of 2014, Sable benefitted from the large differential between the cost for natural gas purchased in Alberta and the sales price for natural gas in the Chicago area as a result of unusually cold weather. Further, in the prior year period, the National Energy Board (NEB) denied the recovery of certain indirect costs incurred by Alliance Canada, resulting in a one-time charge of $2.1 million to earnings.

Corporate costs which include income taxes, financing costs and management and administrative expenses, decreased for the three months ended June 30, 2014 over the same quarter of 2013 due to lower interest expense driven by timing of capital additions. During the six months ended June 30, 2014 Corporate costs were higher as compared to the same periods of 2013. This variance is attributable to higher current income taxes from increased earnings subject to tax. Additionally, Corporate costs in the six months ended June 30, 2013 reflected a $4.5 million tax recovery resulting from the discontinuance of rate regulated accounting for the Westspur System.

The Fund’s CAFD totaled $74.5 million and $148.0 million for the three and six months ended June 30, 2014, respectively, representing increases of 4.9% and 4.8% from the respective prior year periods. These increases were primarily due to contributions from the Liquids Transportation and Storage segment, driven by a partial return of volumes to the Fund’s pipeline systems as well as a full period of cash flow from the Bakken Expansion which commenced service on March 1, 2013. Higher current income taxes within the Corporate segment partially offset these increases in CAFD.

Forward-Looking Information

In the interest of providing the Fund's unitholders and potential investors with information about the Fund, its subsidiaries and joint ventures, including management's assessment of the Fund, its subsidiaries' and joint ventures' future plans and operations, certain information provided in this MD&A constitutes forward-looking statements or information (collectively, "forward-looking statements").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. In particular, forward-looking statements included or incorporated by reference in this document include, but are not limited to, statements with respect to:

- *expected costs related to projects under construction;*
- *expected scope and in-service dates for projects under construction;*
- *expected timing and amount of recovery of capital costs of assets;*
- *expected capital expenditures;*
- *expected future levels of demand for the Fund's products and services;*
- *expected future earnings and cash flows;*
- *expected future actions of regulators;*
- *expected future distributions to unitholders and the taxability thereof; and*
- *expected cash available for distribution.*

Although the Fund 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 expected supply and demand for crude oil, natural gas, natural gas liquids and green energy; prices of crude oil, natural gas, natural gas liquids and green energy; expected exchange rates; inflation; interest rates; the availability and price of labour and construction materials; operational reliability; customer project approvals; maintenance of support and regulatory approval for the Fund's projects; anticipated in-service dates and weather. Assumptions regarding the expected supply and demand of crude oil, natural gas, natural gas liquids and green energy, and the prices of these commodities, are material to and underlay all forward-looking statements. These factors are relevant to all forward-looking statements as they may impact current and future levels of demand for the Fund's products and services. Similarly, exchange rates, inflation and interest rates impact the economies and business environments in which the Fund operates, may impact levels of demand for the Fund's products, services and cost of inputs, and are therefore inherent in all forward-looking statements. Due to the interdependencies and correlation of these macroeconomic factors, the impact of any one assumption on a forward-looking statement cannot be determined with certainty, particularly with respect to expected earnings and associated per unit amounts, or estimated future distributions. The most relevant assumptions associated with forward-looking statements on projects under construction, including estimated in-service dates, and expected capital expenditures include: the availability and price of labour and construction materials; the effects of inflation on labour and material costs; the effects of interest rates on borrowing costs; and the impact of weather and customer and regulatory approvals on construction schedules.

The Fund's forward-looking statements are subject to risks and uncertainties pertaining to operating performance, regulatory parameters, project approval and support, weather, economic and competitive conditions, changes in tax law and tax rate increases, exchange rates, interest rates, commodity prices and supply and demand for commodities, 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 the Fund's cash available for distribution (CAFD). CAFD represents the Fund's cash available to fund distributions on trust units and ECT preferred units as well as for debt repayments and reserves. CAFD 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 determined by the Manager. This measure is important to unitholders as the Fund's objective is to provide a predictable flow of distributable cash to unitholders. Please refer to the CAFD reconciliation within this MD&A. CAFD is not a measure that has standardized meaning prescribed by United States Generally Accepted Accounting Principles (U.S. GAAP) and is not considered a U.S. GAAP measure. Therefore, this measure may not be comparable with similar measures presented by other issuers.

FUND DESCRIPTION

The Fund is an unincorporated open-ended trust established by a trust indenture under the laws of the Province of Alberta. The Fund commenced operations on June 30, 2003. Enbridge Management Services Inc. (EMSI or the Manager), a wholly-owned subsidiary of Enbridge, administers the Fund. EMSI is also the manager of ECT and ENF.

The following table presents the direct and indirect ownership of the Fund:

	At July 28, 2014
Enbridge Income Fund Holdings Inc. *(number of common shares outstanding)*	
Held by public	**45,249,000**
Held by Enbridge	**11,242,000**
	56,491,000
Enbridge Income Fund *(number of common units outstanding)*	
Held by Enbridge	**9,500,000**
Held by Enbridge Income Fund Holdings Inc.	**56,491,000**
	65,991,000
Enbridge Commercial Trust *(number of preferred units outstanding)*	
Held by Enbridge	**72,465,750**
Total number of common units and ECT preferred units outstanding	**138,456,750**

GREEN POWER

Overview

Green Power includes assets that produce electricity from renewable and alternative energy sources and consists of the following assets:

Wind Facilities

The Fund has a 100% interest in the following facilities which have an aggregate power generation capacity of 388 MW:

- the 190 MW Ontario Wind Facility;
- the 99 MW Talbot Wind Facility; and
- the 99 MW Greenwich Wind Facility.

All power produced from these wind facilities is sold to the Ontario Power Authority (OPA) pursuant to power purchase agreements (PPA) which expire between 2028 and 2031.

The Fund also has interests in three wind power projects with a net capacity of 26 MW including:

- a 50% interest in the SunBridge Wind Facility, which has an aggregate capacity of 11 MW (6 MW net to the Fund); and
- a 33% interest in each of the Magrath and Chin Chute Wind Facilities, which have an aggregate capacity of 30 MW per facility (10 MW per facility net to the Fund).

The power from SunBridge is delivered into the Saskatchewan power grid, while the energy produced at Magrath and Chin Chute is delivered into the Alberta power grid. Power price swap agreements, which are in place to mitigate the risk of fluctuating power prices in Alberta, expire between 2017 and 2024.

Solar Facilities
The Fund has a 100% interest in the following solar generation facilities with an aggregate capacity of 100 MW:

- the 80 MW Sarnia Solar Facility;
- the 15 MW Amherstburg Solar Facility; and
- the 5 MW Tilbury Solar Facility.

All power produced from these solar facilities is sold to the OPA pursuant to PPAs which expire between 2028 and 2031.

NRGreen
The Fund has a 50% interest in NRGreen. NRGreen operates four waste heat recovery facilities with an aggregate capacity of 20 MW (10 MW net to the Fund), all located in Saskatchewan at compressor stations along the Alliance Pipeline. The power generated from the NRGreen facilities is sold under long-term PPAs to SaskPower.

The Whitecourt Recovered Energy Project is a new waste heat recovery facility being constructed by NRGreen, adjacent to a compressor station on the Alliance Pipeline near Whitecourt, Alberta. The Fund has contributed approximately $43 million as at June 30, 2014 to the Project. Mechanical construction of the Project is substantially complete. Testing and commissioning of the Project are ongoing and the Project is expected to be in service by the fourth quarter of 2014. The delay is due to component failure, and replacement components are being secured.

Results of Operations

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	**2014**	2013
Financial highlights *(millions of Canadian dollars)*				
Earnings	**23.7**	27.6	**54.4**	53.7
Operating highlights *(thousands of megawatt hours produced)*				
Wind Facilities (including joint ventures)	**233.8**	274.0	**596.8**	628.3
Solar Facilities	**50.5**	49.1	**80.9**	73.0
Waste Heat Facilities (50%)	**17.6**	16.2	**38.1**	35.4
	301.9	339.3	**715.8**	736.7

Green Power earnings for the three months ended June 30, 2014 were lower than the comparable period of 2013, reflecting weaker wind resource across most wind facilities. Also contributing to the decrease was a transformer outage in March 2014 at the Greenwich Wind Facility. Green Power earnings for the six months ended June 30, 2014 were higher than the comparable period of 2013 largely due to strong solar performance from the Sarnia Solar facility. The 2013 comparable period was negatively impacted by heavy snowfall conditions which reduced panel performance, year-over-year. This increase was partially offset by lower earnings from the Greenwich Wind Facility as a result of the transformer outage, representing a loss of approximately $2 million relating to a partial loss of production and repairs and maintenance expenses. A claim will be made under the business interruption insurance policy to recover losses relating to this outage. The transformer is expected to be fully reinstalled in the third quarter of 2014.

LIQUIDS TRANSPORTATION AND STORAGE

Overview

The Fund's Liquids Transportation and Storage business serves customers in Western Canada and North Dakota and includes the Saskatchewan System which transports crude oil and natural gas liquids (NGLs) from producing fields and facilities in southeastern Saskatchewan, southwestern Manitoba and North Dakota to Cromer, Manitoba where products enter Enbridge's Mainline System to be transported to the United States or eastern Canada. Liquids Transportation and Storage also includes related terminals and tankage facilities in Saskatchewan and the Hardisty Contract Terminals and Hardisty Storage Caverns located near Hardisty, Alberta, a key crude pipeline hub in Western Canada.

Collectively referred to as the Saskatchewan System, the Saskatchewan Gathering, Westspur, Weyburn and Virden pipeline systems, as well as the Canadian portion of the Bakken Expansion, comprise in the aggregate approximately 545 kilometres of trunk line and approximately 1,800 kilometres of gathering pipeline. The Bakken Expansion is a joint project which provides crude oil pipeline capacity to growing production from the Bakken and Three Forks formations located in North Dakota. The capacity of each of the Saskatchewan Gathering and the Westspur Systems is 255,000 barrels per day (bpd), the capacity of the Weyburn and Virden Systems is approximately 47,000 bpd and 37,000 bpd, respectively, and the capacity of the Bakken Expansion is 145,000 bpd. The Saskatchewan System also includes storage terminals and tankage facilities in Saskatchewan, comprised of 21 above ground storage tanks with total capacity of approximately 450,000 barrels.

The Hardisty Contract Terminals, located adjacent to Enbridge's Mainline System terminal in Hardisty, Alberta, are comprised of 18 above ground crude oil storage tanks, ranging in size from 250,000 to 560,000 barrels, and one above ground condensate storage tank with a capacity of 250,000 barrels which together have an aggregate storage capacity of 7.5 million barrels. The Hardisty Storage Caverns are comprised of four underground salt caverns and two above ground storage tanks, with approximately 3.5 million barrels of storage capacity. Each of the Hardisty assets has long-term take-or-pay storage contracts in place with credit-worthy counterparties in respect of substantially all of their storage capacity.

Results of Operations

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	**2014**	2013
Financial highlights *(millions of Canadian dollars)*				
Earnings before extraordinary item	**23.3**	17.9	**42.5**	37.1
Extraordinary item	**-**	-	**-**	(16.5)
Earnings	**23.3**	17.9	**42.5**	20.6
Operating highlights *(thousands of barrels per day)*				
Liquids Transportation and Storage[1]				
Westspur System	**181.8**	158.1	**179.0**	159.7
Saskatchewan Gathering System	**144.7**	113.2	**139.4**	112.6
Weyburn System	**31.8**	30.8	**31.7**	31.3
Virden System	**22.3**	22.3	**24.2**	23.5
Bakken Expansion	**55.0**	5.9	**32.1**	3.0

1 Totals are not presented as the same volumes can be transported through a combination of the pipelines comprising the Liquids Transportation and Storage segment.

Earnings before extraordinary item increased for the three and six months ended June 30, 2014 as compared to the same periods of the prior year. For the quarter ended June 30, 2014, the Fund benefitted from improved throughputs due to customers partially returning volumes to the System from alternative transportation options, primarily rail as well as a higher rate base for the Saskatchewan Gathering System. Additionally, earnings for the Hardisty Contract Terminals increased from the second quarter of 2013 due to higher pump-out revenues and lower power costs. Similarly, Liquids Transportation and Storage earnings increased for the six months ended June 30, 2014, benefitting from a full period of contributions from the Bakken Expansion which commenced operations in March 2013, an increase in throughputs, as well as a higher rate base for the Saskatchewan Gathering System.

On April 1, 2013, the Fund announced that it had concluded a settlement (the Settlement) with a group of shippers relating to new tolls on the Westspur System, which the NEB subsequently ordered final on February 6, 2014. Pursuant to the Settlement, the tolls on the Westspur System were fixed and increase annually with reference to a pre-identified inflation index, subject to throughput remaining within a volume band. The Settlement resulted in the discontinuance of rate regulated accounting for the Westspur System and the Fund recorded a write-off of $16.5 million ($12.0 million after tax) in the first quarter of 2013 related to a deferred regulatory asset which was not collected under the terms of the Settlement.

Throughput volumes increased on the Westspur System, Saskatchewan Gathering System, Weyburn System and Bakken Expansion for the three and six months ended June 30, 2014 compared to the same periods of the prior year due to customers partially returning volumes to the Fund’s pipeline systems. Throughputs in 2013 periods reflected the increased use of rail by shippers attributable to wide crude oil price differentials between local delivery points and delivery points with access to world market prices at tidewater due to the absence of pipeline infrastructure to those markets. The improvement, particularly within the second quarter of 2014, was driven by narrowing price differentials. Management expects throughput to further recover on these Systems as expansions on downstream pipelines and new market access projects should relieve bottlenecks and further reduce price discounts for producers delivering into the Saskatchewan System.

Throughput variances do not directly impact earnings on the Saskatchewan Gathering System since this system is cost of service based. Prior to the filing of new tolls for the Westspur System with the NEB on April 1, 2013, throughput variances also did not impact earnings for the Westspur System. As a consequence of the new tolling structure and the discontinuance of rate-regulated accounting, earnings on the Westspur System became more sensitive to volumetric throughput beginning in the second quarter of 2013. Volume risk is somewhat mitigated for the Westspur System as toll surcharges or discounts will be applied should throughput increase or decrease on a sustained basis outside a pre-defined band. Throughput levels directly impact earnings of the Weyburn and Virden Systems, which operate on a basis similar to a common carrier and charge a market-based toll per barrel of crude oil transported. The Fund continues to collect cash tolls with respect to the Bakken Expansion regardless of actual throughput pursuant to firm take-or-pay commitments totaling 100,000 bpd.

Cromer Rail Interconnection Project

On January 29, 2014, the Fund announced plans to construct a pipeline interconnection that will connect the Westspur System and Bakken Expansion to a crude oil rail terminal near Cromer, Manitoba. The project is estimated to cost $25 million and is expected to be in-service in the first quarter of 2015. The project is fully backstopped by the operator of the crude oil rail terminal pursuant to a five-year Financial Support Agreement. In addition, the Fund has an option to acquire 50% of the rail terminal, which is capable of handling 30,000 bpd and is being expanded to 60,000 bpd.

ALLIANCE CANADA

Overview

Alliance Canada consists of 1,560 kilometres of the Alliance System's natural gas mainline pipeline beginning near Gordondale, Alberta which connects to Alliance US at the Canada/United States border near Elmore, Saskatchewan. Alliance Canada also includes the Alliance System's lateral pipelines, which connect the mainline to a number of upstream receipt points, primarily at natural gas processing facilities in northwestern Alberta and northeastern British Columbia, and related infrastructure.

The Alliance System is designed to transport 1,325 million cubic feet per day of natural gas on a firm service basis primarily from supply areas in northwestern Alberta and northeastern British Columbia to delivery points near Chicago, Illinois. Additional transportation capacity is available to shippers for no additional cost other than the cost of the associated fuel requirements through Authorized Overrun Service (AOS).

Alliance Canada has transportation service agreements (TSAs) with shippers for substantially all of its available firm transportation capacity. The TSAs are designed to provide toll revenues sufficient to recover prudently incurred costs of service, including operating and maintenance, depreciation, an allowance for income tax, 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 the TSAs expires in December 2015, with the exception of a small proportion of shippers that have elected to extend their contracts beyond 2015. Alliance Canada is in discussions with the shipper community regarding its post December 2015 service offerings.

Tolls and tariffs for Alliance Canada are regulated by the NEB. Toll adjustments, based on variances between the cost of service forecast used to calculate the toll and the actual cost of service, are made annually. Following consultation with shippers, amended tolls are filed annually with the NEB.

Results of Operations

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	**2014**	2013
Financial highlights *(millions of Canadian dollars)*				
Earnings	**14.1**	14.2	**34.2**	26.5
Operating highlights *(millions of cubic feet per day)*				
Alliance Canada	**1,530.0**	1,552.0	**1,593.0**	1,593.0

Alliance Canada earnings were $14.1 million and $34.2 million for the three and six months ended June 30, 2014. The increase from the comparable six month period in 2013 was due to a $3.7 million earnings contribution from Sable, an equity investment in which the Fund owns a 50% interest. Sable holds 20 mmcf/d of firm capacity on the Alliance System at tolls equal to those charged to third party shippers through to December 2015. Pursuant to an agreement with an affiliate of Enbridge, Sable's share of costs are fixed, while still providing for participation in earnings if Alberta/Chicago natural gas price differentials exceed a pre-defined threshold. During the first quarter of 2014, Alberta/Chicago natural gas price differentials widened significantly above that pre-defined threshold due to abnormal winter weather conditions, resulting in higher than normal earnings for the period. Alliance Canada earnings in the prior year six-month period were also negatively impacted by a one-time charge of $2.1 million to earnings due to the NEB denial of the recovery of indirect costs incurred by Alliance Canada in connection with the relocation of a segment of the Alliance pipeline.

Alliance Canada Recontracting
On July 15, 2013, Alliance Pipeline announced that beginning on August 15, 2013 customers could express interest in shipping on the Alliance System for periods following the December 2015 expiry of the majority of the TSAs. Alliance Pipeline outlined the services to be offered as well as the precedent agreement process to be followed and is in the process of securing precedent agreements with shippers. On May 22, 2014, Alliance Canada filed an application with the NEB for regulatory approval of the tolls and tariff provisions required to implement its proposed new services.

CORPORATE

Overview
Corporate costs are comprised of corporate financing costs, management and administrative costs which include incentive fees paid to the Manager, and current and deferred income taxes.

Results of Operations

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	**2014**	2013
(millions of Canadian dollars)				
Interest expense and other	**17.7**	18.2	**35.3**	35.8
Management and administrative	**5.9**	5.9	**12.1**	11.3
Income taxes	**8.3**	8.4	**18.2**	12.9
Corporate costs	**31.9**	32.5	**65.6**	60.0

For the three months ended June 30, 2014, Corporate costs decreased over the same quarter of 2013 due to lower interest expense driven by timing of capital additions. During the six months ended June 30, 2014, the increase in Corporate costs was attributable to higher current income taxes from increased earnings subject to tax. Additionally, Corporate costs in the first quarter of 2013 reflected an extraordinary item comprised of a $4.5 million tax recovery resulting from the discontinuance of rate regulated accounting for the Westspur System.

Management and administrative expense included incentive fees of $5.1 million and $10.3 million (2013 - $4.9 million and $9.8 million) for the three and six months ended June 30, 2014, respectively. Incentive fees are based on distributions declared by the Fund compared to a predetermined distribution target. As such, the increase in incentive fees was driven by the higher monthly distributions of $0.135 per unit commencing with the November 2013 distribution as compared to $0.134 per unit in the first half of 2013.

LIQUIDITY AND CAPITAL RESOURCES

In keeping with its low risk value proposition, the Fund actively monitors and manages exposure to financial risks. The Fund’s financing strategy is to maintain strong, investment grade credit ratings and ongoing access to capital markets. To protect against more severe market disruptions, the Manager targets to maintain sufficient liquidity in the form of committed standby credit facilities to finance anticipated operating and capital requirements for at least a year without having to access long-term capital markets.

Cash Requirements
Liquidity needs can be met through a variety of sources, including cash from operations and drawdowns on available capacity under the Fund’s committed standby credit facilities. The Fund maintains a current medium term note (MTN) shelf prospectus with Canadian securities regulators, which enables ready access to Canadian public capital markets, subject to market conditions. These sources are expected to be sufficient to meet currently forecasted liquidity and capital resource requirements of the Fund.

Sources and Uses of Cash
The Fund's primary uses of cash are distributions to unitholders, administrative and operational expenses, maintenance and enhancement capital spending, and interest and principal repayments on the Fund's long-term debt. Sources of cash include cash flows from operations, new offerings of debt and equity, draws under committed credit facilities, as well as loans from affiliates.

Debt
Long-term debt consists of MTNs and a committed credit facility. No MTNs were issued during the quarter ended June 30, 2014.

In June 2014, the Fund amended its existing $500 million, 3-year standby credit facility with a syndicate of commercial banks to extend the maturity date to June 28, 2017. The facility includes a feature under which up to $250.0 million of additional standby credit may be provided at the lender's consent on the same terms and conditions as the existing facility. At June 30, 2014, letters of credit totaling $3.6 million were outstanding and $484.4 million remained undrawn under the credit facility, available to meet liquidity requirements.

The Fund is subject to several covenants under its credit facility, including a covenant that limits outstanding debt to a percentage of the Fund's consolidated capitalization. The Fund is in compliance with all covenants under the credit facility as at June 30, 2014.

Equity
No equity was issued during the second quarter of 2014. During the six months ended June 30, 2013, the Fund issued trust units to Enbridge Income Fund Holdings Inc. for gross proceeds of $119.2 million and ECT preferred units to Enbridge for proceeds of $130.8 million.

Distributions
Commencing with the November 2013 distribution, the Fund's distribution rate increased to $0.135 per trust unit and ECT preferred unit from $0.134 per trust unit and ECT preferred unit.

Capital expenditures
The Fund's capital expenditures before changes in construction payable (including contributions to equity investees to fund expansion projects) were $5.8 million (2013 – $19.2 million) for the three months ended June 30, 2014, including $0.6 million (2013 – $8.4 million) directed to the Bakken Expansion and $0.4 million (2013 – nil) incurred for organic growth projects including the Cromer Rail Interconnection Project. The Fund's capital expenditures were $8.6 million (2013 – $35.2 million) for the six months ended June 30, 2014, including $1.6 million (2013 – $20.0 million) for the Bakken Expansion and $0.9 million (2013 – nil) for the Cromer Rail Interconnection Project. Maintenance capital expenditures for the Liquids Transportation and Storage segment totalled $2.3 million (2013 – $1.1 million) and $2.9 million (2013 – $2.2 million) for the three and six months ended June 30, 2014, respectively. Contributions of $1.5 million were made to NRGreen during the six months ended June 30, 2014 compared to contributions of $11.2 million in the same period of 2013 which were used to partially fund the Whitecourt Recovered Energy Project.

CASH AVAILABLE FOR DISTRIBUTION[1]

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	**2014**	2013
(millions of Canadian dollars)				
Cash provided by operating activities	**95.6**	85.5	**148.7**	135.1
Green Power maintenance capital expenditures[2]	**(0.1)**	(0.4)	**(0.4)**	(0.5)
Green Power joint venture cash distributed /(retained)[3]	**-**	-	**0.2**	(0.1)
Liquids Transportation and Storage maintenance capital expenditures[2]	**(2.3)**	(1.1)	**(2.9)**	(2.2)
Change in operating assets and liabilities in the period[4]	**(18.7)**	(13.0)	**2.4**	8.9
Cash available for distribution	**74.5**	71.0	**148.0**	141.2
Cash available for distribution is comprised of the following:				
Green Power operating income before depreciation and amortization	**38.4**	42.9	**83.4**	83.2
Green Power maintenance capital expenditures	**(0.1)**	(0.4)	**(0.4)**	(0.5)
Green Power joint venture distributions	**1.4**	0.8	**2.8**	1.8
Liquids Transportation and Storage operating income before depreciation and amortization	**42.4**	35.0	**79.1**	69.2
Liquids Transportation and Storage maintenance capital expenditures	**(2.3)**	(1.1)	**(2.9)**	(2.2)
Alliance Canada distributions	**19.2**	17.1	**38.7**	35.0
Corporate management and administrative expense	**(5.9)**	(5.9)	**(12.1)**	(11.3)
Corporate interest expense	**(16.4)**	(16.8)	**(32.7)**	(33.2)
Corporate current income tax expense	**(2.2)**	(0.6)	**(7.9)**	(0.8)
Cash available for distribution	**74.5**	71.0	**148.0**	141.2
ECT preferred unit distributions declared	**29.4**	29.1	**58.8**	57.6
Trust unit distributions declared	**26.8**	26.6	**53.6**	52.5
Cash distributions declared	**56.2**	55.7	**112.4**	110.1
Payout ratio	**75.4%**	78.5%	**75.9%**	78.0%

1 See Non-GAAP measures.
2 Maintenance capital expenditures reduce CAFD since these expenditures are funded through cash from operations.
3 The cash retained or distributed by certain Green Power joint ventures reflects the cash from operations of these joint ventures that has not been distributed to the Fund or distributions in excess of cash earnings in the period. While this cash from operations is proportionately consolidated and included in the Fund's cash provided by operating activities, it is not available for distribution by the Fund until it has been received.
4 Changes in operating assets and liabilities in the period reflects changes in non-cash working capital related to operating activities. The change has been added back to CAFD since fluctuations in working capital are expected each period and are not indicative of changes in cash available to be distributed.

As set out in the previous table, CAFD 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 determined by the Manager. CAFD represents cash available to fund distributions on trust units and ECT preferred units, as well as for debt repayments and reserves.

For the three and six months ended June 30, 2014, cash distributions declared represented 75.4% and 75.9% of CAFD, respectively, compared with 78.5% and 78.0% for the same periods in 2013, respectively. The Fund targets to distribute a high proportion of CAFD each calendar year, after prudently reserving for contingencies and debt repayment.

ANALYSIS OF CASH DISTRIBUTIONS DECLARED

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	**2014**	2013
(millions of Canadian dollars)				
Cash provided by operating activities	**95.6**	85.5	**148.7**	135.1
Earnings	**29.2**	27.2	**65.5**	40.8
Cash distributions declared	**56.2**	55.7	**112.4**	110.1
Excess of cash provided by operating activities over cash distributions declared	**39.4**	29.8	**36.3**	25.0
Shortfall of earnings over cash distributions declared	**(27.0)**	(28.5)	**(46.9)**	(69.3)

For the three and six months ended June 30, 2014, cash provided by operating activities exceeded cash distributions declared by $39.4 million (2013 – $29.8 million) and $36.3 million (2013 – $25.0 million), respectively. Changes in non-cash working capital which are included in cash provided by operating activities reflect fluctuations in working capital that are expected each period.

Earnings were $27.0 million (2013 – $28.5 million) and $46.9 million (2013 – $69.3 million) lower than cash distributions for the three and six months ended June 30, 2014, respectively. Earnings reflected non-cash items such as amortization of deferred financing costs, depreciation and deferred income taxes, all of which do not impact cash flow. Depreciation does not necessarily represent the cost of maintaining productive capacity; therefore, cash required for maintenance is generally lower than depreciation expense.

RELATED PARTY TRANSACTIONS

In 2014, $1.3 million, net of repayments (2013 – $8.8 million) was advanced by ENF to a subsidiary corporation of the Fund pursuant to a subordinated demand loan. At June 30, 2014, $25.6 million (December 31, 2013 – $24.3 million) was outstanding to ENF. Interest on the demand loan was charged at 4.25%.

RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

MARKET PRICE RISK

The Fund's earnings, cash flows and other comprehensive income (OCI) are subject to movements in interest rates, foreign exchange rates and commodity prices (collectively, market risk). Formal risk management policies, processes and systems have been designed to mitigate these risks.

The following summarizes the types of market risks to which the Fund is exposed and the risk management instruments used to mitigate them.

Interest Rate Risk
The Fund's earnings, cash flows and OCI are exposed to short term interest rate variability due to the regular repricing of its variable rate debt, primarily credit facilities. Floating to fixed interest rate swaps are used to hedge against the effect of future interest rate movements. The Fund has implemented a program to significantly mitigate the volatility of short-term interest rates on interest expense through 2017 at an average swap rate of 1.89%.

The Fund's earnings, cash flows and OCI are also exposed to variability in longer term interest rates ahead of anticipated fixed rate debt issuances. Forward starting interest rate swaps may be used to hedge against the effect of future interest rate movements. At June 30, 2014, $180 million of future fixed rate term debt issuances had been hedged at a swap rate of 4.29%.

The Fund uses qualifying derivative instruments to manage interest rate risk.

Foreign Exchange Risk
The Fund's earnings, cash flows and OCI are exposed to minimal foreign exchange rate risk but there is variability due to certain United States dollar denominated revenues and expenses. The Fund uses qualifying derivative instruments to manage foreign exchange rate risk.

Commodity Price Risk
The Fund's earnings, cash flows and OCI are exposed to changes in commodity prices due to collection of allowance oil on certain crude oil pipelines, generation of power sold pursuant to floating rate supply agreements, and through commitments to purchase and sell natural gas in connection with capacity held on the Alliance System. The Fund may use crude oil, power and natural gas derivative instruments to fix a portion of the variable price exposures that may arise from these activities. The Fund uses a combination of qualifying and non-qualifying derivative instruments to manage commodity price risk.

Effect of Derivative Instruments on the Statements of Earnings and Comprehensive Income
The following table presents the effect of cash flow hedges on the Fund's consolidated earnings and comprehensive income.

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	**2014**	2013
(millions of Canadian dollars)				
Amount of unrealized gain/(loss) recognized in OCI				
Interest rate contracts	**(4.9)**	2.4	**(13.2)**	1.7
Foreign exchange contracts	**(0.5)**	0.5	**(0.1)**	0.7
Commodity contracts	**0.2**	(2.1)	**0.1**	(1.7)
Total unrealized gain/(loss) recognized in OCI	**(5.2)**	0.8	**(13.2)**	0.7
Amount of gain/(loss) reclassified from accumulated other comprehensive income (AOCI) to earnings *(effective portion)*				
Interest rate contracts[1]	**0.9**	1.3	**1.8**	2.6
Foreign exchange contracts[2]	**-**	-	**0.1**	-
Commodity contracts[3]	**(0.2)**	0.7	**(0.3)**	0.6
Total gain reclassified from AOCI to earnings *(effective portion)*	**0.7**	2.0	**1.6**	3.2

1 Gain/(loss) reported within Interest expense in the Consolidated Statements of Earnings.
2 Gain/(loss) reported within Other income in the Consolidated Statements of Earnings.
3 Gain/(loss) reported within Electricity sales revenue in the Consolidated Statements of Earnings.

LIQUIDITY RISK
Liquidity risk is the risk that the Fund will not be able to meet its financial obligations, including commitments, as they become due. In order to manage this risk, the Fund forecasts the cash requirements over the near and long term to determine whether sufficient funds will be available when required. The Fund's primary sources of liquidity and capital resources are funds generated from operations, draws under committed credit facilities and the issuance of MTNs. The Fund maintains a current shelf prospectus with Canadian securities regulators, which enables, subject to market conditions, ready access to Canadian public capital markets. Cash flow from operations, in combination with available committed credit facilities and, if required, capital markets funding, is expected to be sufficient to meet the forecast liquidity and capital resource requirements of the Fund.

CREDIT RISK
Entering into derivative financial instruments may result in exposure to credit risk. Credit risk arises from the possibility that a counterparty will default on its contractual obligations. The Fund enters into risk management transactions only with institutions that possess investment grade credit ratings. Credit risk relating to derivative counterparties is mitigated by utilization of credit exposure limits, contractual requirements and frequent assessment of counterparty credit worthiness.

Credit risk also arises from trade and other receivables, and is mitigated through credit exposure limits and by requiring less creditworthy counterparties to provide credit enhancement which may include letters of credit, posting of collateral, netting provisions or other contractual requirements. The maximum exposure to credit risk related to non-derivative financial assets is their carrying value.

FAIR VALUE MEASUREMENTS
The Fund uses the most observable inputs available to estimate the fair value of its financial instruments. When possible, the Fund estimates the fair value of its financial instruments based on quoted market prices. If quoted market prices are not available, the Fund uses estimates from third party brokers. For non-exchange traded derivatives, the Fund uses standard valuation techniques to calculate the estimated fair value. These methods include discounted cash flows for forwards and swaps. Depending on the type of financial instrument and nature of the underlying risk, the Fund uses observable market prices (interest, foreign exchange and commodity) and volatility as primary inputs to these valuation techniques. Finally, the Fund considers its own credit default swap spread as well as the credit default swap spreads associated with its counterparties in its estimation of fair value.

CRITICAL ACCOUNTING ESTIMATES

Regulation
Both Alliance Canada and the systems comprising the Saskatchewan System are subject to regulation by various authorities, including the NEB, Saskatchewan Ministry of Economy and Manitoba Innovation, Energy and Mines. Regulatory bodies exercise statutory authority over matters such as construction, rates and ratemaking and agreements with customers. To recognize the economic effects of the actions of the regulator, the timing of recognition of certain revenues and expenses in these operations may differ from that otherwise expected under U.S. GAAP for entities that are not rate-regulated.

Regulatory assets represent amounts that are expected to be recovered from customers in future periods through rates. Regulatory liabilities represent amounts that are expected to be refunded to customers in future periods through rates. Long-term regulatory assets are recorded in deferred amounts and other assets and current regulatory assets are recorded in accounts receivable and other. Long-term regulatory liabilities are recorded in other long-term liabilities and current regulatory liabilities are recorded in accounts payable and other. Regulatory assets are assessed for impairment if the Fund identifies an event indicative of possible impairment. The recognition of regulatory assets and liabilities is based on the actions or expected future actions of the regulator. To the extent that the regulator's actions differ from the Fund's expectations, the timing and amount of recovery or settlement of regulatory balances could differ significantly from those recorded. In the absence of rate regulation, the Fund would generally not recognize regulatory assets or liabilities and the earnings impact would be recorded in the period the expenses are incurred or revenues are earned. As at June 30, 2014, the Fund's net regulatory assets totalled $60.8 million (December 31, 2013 – $60.9 million).

Asset Retirement Obligations

Asset retirement obligations (ARO) associated with the retirement of long-lived assets are recognized and measured at fair value and recognized as other long-term liabilities in the period in which they can be reasonably determined. The fair value approximates the cost a third party would charge to perform the tasks necessary to retire such assets and is recognized at the present value of expected future cash flows. ARO are added to the carrying value of the associated asset and depreciated over the asset's useful life. The corresponding liability is accreted over time through charges to earnings and is reduced by actual costs of decommissioning and reclamation. The Fund's estimates of retirement costs could change as a result of changes in timing and cost estimates as well as changes in regulatory requirements.

In May 2009, the NEB released a report on the financial issues associated with pipeline abandonment and established a goal for pipelines regulated under the NEB Act to begin collecting and setting aside funds to cover future abandonment costs no later than January 1, 2015. Companies were given the option to follow base case assumptions provided by the NEB or to submit pipeline specific applications.

On February 28, 2013, Group 1 pipeline companies, which include Alliance Canada, filed a proposed process and mechanism to set aside the funds for future abandonment costs and chose the qualified environmental trust as the appropriate set-aside mechanism to hold pipeline abandonment funds. On May 31, 2013, the Group 1 companies filed collection mechanism applications, and the Group 2 companies, which include certain pipelines in the Saskatchewan System, filed both their set-aside and collection mechanism applications. The NEB hearings commenced January 14, 2014, covering both the set-aside mechanism applications and the collection mechanism applications for both Group 1 and Group 2 companies. The NEB released its decision on May 29, 2014 approving both the set aside mechanism and collection mechanisms for all of the Group 1 companies and Group 2 companies, enabling both Group 1 and Group 2 companies to start to recover these costs from shippers through tolls in accordance with the NEB's determination that abandonment costs are a legitimate cost of providing service and are recoverable upon NEB approval from users of the pipeline system. The collections are expected to begin in 2015.

Currently, for certain of the Fund's assets, there is insufficient data or information to reasonably determine the timing of settlement for estimating the fair value of the ARO. In these cases, the ARO cost is considered indeterminate for accounting purposes as there is no data or information that can be derived from past practice, industry practice or the estimated economic life of the asset.

CHANGES IN ACCOUNTING POLICIES

Adoption of New Standard

Obligations Resulting from Joint and Several Liability Arrangements

Effective January 1, 2014, the Fund adopted Accounting Standards Update (ASU) 2013-04 which provides both measurement and disclosure guidance for obligations with fixed amounts at a reporting date resulting from joint and several liability arrangements. There was no impact to the Fund's consolidated financial statements for the current or prior periods presented as a result of adopting this update.

Future Accounting Policy Changes

Revenue from Contracts with Customers

ASU 2014-09 was issued in May 2014 with the intent of significantly enhancing comparability of revenue recognition practices across entities and industries. The new standard provides a single principles-based, five-step model to be applied to all contracts with customers and introduces new, increased disclosure requirements. The Fund is currently assessing the impact of the new standard on its consolidated financial statements. The new standard is effective for annual and interim periods beginning on or after December 15, 2016 and may be applied on either a full or modified retrospective basis.

Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity

ASU 2014-08 was issued in April 2014 and changes the criteria and requires expanded disclosures for reporting discontinued operations. The adoption of the pronouncement is not anticipated to have an impact on the Fund's consolidated financial statements. This accounting update is effective for annual and interim periods beginning after December 15, 2014 and is to be applied prospectively.

SELECTED QUARTERLY FINANCIAL INFORMATION

	2014	2013					2012[1]	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
(millions of Canadian dollars)								
Revenue	**107.4**	107.9	103.7	92.5	104.4	102.6	93.8	91.2
Earnings	**29.2**	36.3	22.1	16.9	27.2	13.6	16.6	20.5
Cash distributions declared[2]	**56.2**	56.2	56.1	55.7	55.7	54.4	42.2	37.4

1 Revenues and earnings for 2012 periods have been retrospectively adjusted to furnish comparative information related to the 2012 acquisition of crude oil storage and renewable energy assets from Enbridge as prescribed by U.S. GAAP for common control transactions.

2 Cash distributions declared on trust units and ECT preferred units.

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

- First quarter 2014 earnings reflected $4.1 million of income from the Fund's equity investment in Sable. Sable, which holds capacity on the Alliance Pipeline, benefitted from wide Alberta/Chicago natural gas price differentials experienced in the quarter as a result of abnormal winter weather conditions.
- The Fund increased its monthly distribution per unit to $0.135 commencing with the November 2013 distribution.
- The Bakken Expansion commenced operations in the first quarter of 2013, resulting in an increase in revenues and earnings.
- First quarter 2013 earnings were impacted by a regulatory asset write-off of $12.0 million after tax related to the discontinuance of rate regulated accounting for the Westspur System.
- The Fund issued 4,768,000 trust units and ECT issued 5,232,000 preferred units in February 2013. The proceeds were used to repay debt used to fund capital expenditures and to partially fund ongoing capital expenditures associated with the Fund's organic expansion strategy.
- The Fund issued 11,982,000 trust units and ECT issued 13,159,000 preferred units in December 2012 in connection with the acquisition of a portfolio of crude oil storage and renewable energy assets. Incremental cash flow from the acquisition enabled the Fund to increase the monthly distribution per unit to $0.134 effective with the December 2012 distribution. The increase in units outstanding and the increase in the amount of the monthly distribution per unit resulted in a corresponding increase in cash distributions declared.
- Revenues and earnings generated by the Green Power segment are subject to seasonal variations. This is driven by stronger wind resources in the first and fourth quarters and stronger solar resources in the second and third quarters. Although these trends are offsetting, revenues and earnings are generally expected to be lowest in the third quarter, attributable to seasonally weaker wind resources.

ENBRIDGE INCOME FUND

CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

June 30, 2014

CONSOLIDATED STATEMENTS OF EARNINGS

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	**2014**	2013
(unaudited; millions of Canadian dollars)				
Revenues				
Transportation and other services	**60.2**	53.3	**115.5**	107.7
Electricity sales	**47.2**	51.1	**99.8**	99.3
	107.4	104.4	**215.3**	207.0
Expenses				
Operating and maintenance	**27.6**	26.0	**53.1**	53.3
Management and administrative	**5.9**	5.9	**12.1**	11.3
Depreciation and amortization	**33.5**	32.7	**66.9**	63.4
	67.0	64.6	**132.1**	128.0
	40.4	39.8	**83.2**	79.0
Income from equity investments	**14.5**	14.1	**35.3**	27.0
Other income	**0.4**	-	**0.6**	0.1
Interest expense	**(17.8)**	(18.3)	**(35.4)**	(35.9)
	37.5	35.6	**83.7**	70.2
Income taxes *(Note 8)*	**(8.3)**	(8.4)	**(18.2)**	(17.4)
Earnings before extraordinary item	**29.2**	27.2	**65.5**	52.8
Extraordinary loss, net of tax *(Note 11)*	**-**	-	**-**	(12.0)
Earnings	**29.2**	27.2	**65.5**	40.8

The accompanying notes are an integral part of these unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	**2014**	2013
(unaudited; millions of Canadian dollars)				
Earnings	**29.2**	27.2	**65.5**	40.8
Other comprehensive income/(loss)				
Change in unrealized (loss)/gain on cash flow hedges net of tax[1] *(Note 7)*	**(5.1)**	1.3	**(13.2)**	1.0
Reclassification of cash flow hedges to earnings, net of tax[2] *(Note 7)*	**0.7**	1.9	**1.6**	3.1
Other comprehensive income/(loss)	**(4.4)**	3.2	**(11.6)**	4.1
Comprehensive income	**24.8**	30.4	**53.9**	44.9

1 Tax expense/(recovery) was ($0.1) million (2013 – ($0.5) million) and nil (2013 – ($0.3) million) for the three months and six months ended June 30, 2014, respectively.

2 Tax expense/(recovery) was nil (2013 – $0.1 million) for the three and six months ended June 30, 2014.

3 The accompanying notes are an integral part of these unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN UNITHOLDERS' EQUITY

Six months ended June 30,	**2014**	2013
(unaudited; millions of Canadian dollars)		
Deficit		
Balance at beginning of period	**(2,644.6)**	(2,631.5)
Earnings	**65.5**	40.8
ECT preferred unit distributions	**(58.8)**	(57.6)
Distributions to trust unitholders	**(53.6)**	(52.5)
Redemption value adjustment attributable to ECT preferred units *(Note 5)*	**(303.6)**	38.7
Redemption value adjustment attributable to trust units *(Note 6)*	**(276.5)**	31.0
Balance at end of period	**(3,271.6)**	(2,631.1)
Accumulated other comprehensive loss		
Balance at beginning of period	**(17.5)**	(23.4)
Other comprehensive income/(loss), net of tax	**(11.6)**	4.1
Balance at end of period	**(29.1)**	(19.3)
Total unitholders' deficit	**(3,300.7)**	(2,650.4)

The accompanying notes are an integral part of these unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	**2014**	2013
(unaudited; millions of Canadian dollars)				
Operating activities				
Earnings	**29.2**	27.2	**65.5**	40.8
Charges/(credits) not affecting cash				
Depreciation and amortization	**33.5**	32.7	**66.9**	63.4
Cash distributions in excess of equity earnings	**5.5**	3.1	**4.8**	8.4
Deferred income taxes *(Note 8)*	**6.1**	7.8	**10.3**	16.6
Regulatory asset write-off, net of tax *(Note 11)*	**-**	-	**-**	12.0
Other	**2.6**	1.7	**3.6**	2.8
Changes in operating assets and liabilities *(Note 9)*	**18.7**	13.0	**(2.4)**	(8.9)
	95.6	85.5	**148.7**	135.1
Investing activities				
Additions to property, plant and equipment	**(4.5)**	(12.9)	**(10.4)**	(50.7)
Additions to intangible assets	**-**	(0.3)	**(0.1)**	(0.3)
Long-term investments	**(2.0)**	(3.7)	**(2.0)**	(11.6)
	(6.5)	(16.9)	**(12.5)**	(62.6)
Financing activities				
Net change in bank indebtedness	**79.6**	84.3	**116.7**	129.4
Net change in credit facility draws	**(33.7)**	(16.3)	**(28.6)**	(225.5)
ECT preferred units issued *(Note 5)*	**-**	-	**-**	130.8
Trust units issued, net *(Note 6)*	**-**	-	**-**	115.0
ECT preferred unit distributions declared	**(29.4)**	(29.1)	**(58.8)**	(57.6)
Trust unit distributions declared	**(26.8)**	(26.6)	**(53.6)**	(52.5)
Change in distributions payable	**-**	-	**-**	1.4
Demand loan advances received from unitholder	**2.4**	9.6	**1.3**	8.8
	(7.9)	21.9	**(23.0)**	49.8
Increase in cash and cash equivalents	**81.2**	90.5	**113.2**	122.3
Cash and cash equivalents at beginning of period	**61.0**	221.4	**29.0**	189.6
Cash and cash equivalents at end of period	**142.2**	311.9	**142.2**	311.9

The accompanying notes are an integral part of these unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(unaudited; millions of Canadian dollars)	**June 30, 2014**	December 31, 2013
Assets		
Current assets		
Cash and cash equivalents	**142.2**	29.0
Accounts receivable and other	**68.5**	60.3
	210.7	89.3
Property, plant and equipment, net	**2,260.6**	2,317.1
Long-term investments	**216.7**	219.5
Deferred amounts and other assets	**65.1**	70.9
Intangible assets, net	**26.7**	27.5
Goodwill	**28.8**	28.8
Long-term note receivable from equity investee	**3.7**	3.7
	2,812.3	2,756.8
Liabilities and unitholders' equity		
Current liabilities		
Bank indebtedness	**123.0**	6.3
Accounts payable and other	**66.0**	54.8
Due to affiliates	**44.9**	49.8
Distributions payable	**18.7**	18.7
Current maturities of long-term debt	**290.0**	290.0
	542.6	419.6
Long-term debt *(Note 4)*	**1,336.3**	1,364.2
Other long-term liabilities	**34.6**	23.0
Deferred income taxes	**397.6**	390.3
	2,311.1	2,197.1
ECT preferred units *(Note 5)*	**1,989.8**	1,686.2
Trust units *(Note 6)*	**1,812.1**	1,535.6
	3,801.9	3,221.8
Unitholders' deficit		
Deficit	**(3,271.6)**	(2,644.6)
Accumulated other comprehensive loss	**(29.1)**	(17.5)
	(3,300.7)	(2,662.1)
	2,812.3	2,756.8

The accompanying notes are an integral part of these unaudited consolidated financial statements.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The accompanying unaudited interim consolidated financial statements of Enbridge Income Fund (the Fund) have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) for interim consolidated financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete consolidated financial statements and should be read in conjunction with the Fund's consolidated financial statements and notes thereto for the year ended December 31, 2013. In the opinion of management, the interim consolidated financial statements contain all adjustments, consisting only of normal recurring adjustments, which management considers necessary to present fairly the Fund's financial position as at June 30, 2014 and results of operations and cash flows for the three and six month periods ended June 30, 2014 and 2013. These interim consolidated financial statements follow the same significant accounting policies as those included in the Fund's consolidated financial statements as at and for the year ended December 31, 2013, except as described in Note 2, Changes in Accounting Policies. Amounts are stated in Canadian dollars unless otherwise noted.

2. CHANGES IN ACCOUNTING POLICIES

ADOPTION OF NEW STANDARD

Obligations Resulting from Joint and Several Liability Arrangements

Effective January 1, 2014, the Fund retrospectively adopted Accounting Standards Update (ASU) 2013-04 which provides both measurement and disclosure guidance for obligations with fixed amounts at a reporting date resulting from joint and several liability arrangements. There was no impact to the Fund's consolidated financial statements for the current or prior periods presented as a result of adopting this update.

FUTURE ACCOUNTING POLICY CHANGES

Revenue from Contracts with Customers

ASU 2014-09 was issued in May 2014 with the intent of significantly enhancing comparability of revenue recognition practices across entities and industries. The new standard provides a single principles-based, five-step model to be applied to all contracts with customers and introduces new, increased disclosure requirements. The Fund is currently assessing the impact of the new standard on its consolidated financial statements. The new standard is effective for annual and interim periods beginning on or after December 15, 2016 and may be applied on either a full or modified retrospective basis.

Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity

ASU 2014-8 was issued in April 2014 and changes the criteria and disclosures for reporting discontinued operations. It is anticipated that in general, the revised criteria will result in fewer transactions being categorized as discontinued operations. The adoption of the pronouncement is not anticipated to have an impact on the Fund's consolidated financial statements. This accounting update is effective for annual and interim periods beginning after December 15, 2014 and is to be applied prospectively.

3. SEGMENTED INFORMATION

Three months ended June 30, 2014	Green Power	Liquids Transportation and Storage	Alliance Canada	Corporate	Consolidated
(unaudited; millions of Canadian dollars)					
Transportation and other services	**-**	**60.2**	**-**	**-**	**60.2**
Electricity sales	**47.2**	**-**	**-**	**-**	**47.2**
Operating and maintenance	**(8.5)**	**(19.1)**	**-**	**-**	**(27.6)**
Management and administrative	**-**	**-**	**-**	**(5.9)**	**(5.9)**
Depreciation and amortization	**(15.6)**	**(17.9)**	**-**	**-**	**(33.5)**
	23.1	**23.2**	**-**	**(5.9)**	**40.4**
Income from equity investments	**0.5**	**-**	**14.0**	**-**	**14.5**
Other income	**0.1**	**0.1**	**0.1**	**0.1**	**0.4**
Interest expense	**-**	**-**	**-**	**(17.8)**	**(17.8)**
Income tax expense	**-**	**-**	**-**	**(8.3)**	**(8.3)**
Earnings	**23.7**	**23.3**	**14.1**	**(31.9)**	**29.2**
Total assets	**1,398.7**	**1,153.9**	**192.2**	**67.5**	**2,812.3**
Additions to property, plant and equipment	**0.1**	**4.4**	**-**	**-**	**4.5**
Goodwill	**-**	**28.8**	**-**	**-**	**28.8**

Three months ended June 30, 2013	Green Power	Liquids Transportation and Storage	Alliance Canada	Corporate	Consolidated
(unaudited; millions of Canadian dollars)					
Transportation and other services	-	53.3	-	-	53.3
Electricity sales	51.1	-	-	-	51.1
Operating and maintenance	(7.7)	(18.3)	-	-	(26.0)
Management and administrative	-	-	-	(5.9)	(5.9)
Depreciation and amortization	(15.6)	(17.1)	-	-	(32.7)
	27.8	17.9	-	(5.9)	39.8
Income from equity investments	(0.2)	-	14.3	-	14.1
Other income/(expense)	-	-	(0.1)	0.1	-
Interest expense	-	-	-	(18.3)	(18.3)
Income tax expense	-	-	-	(8.4)	(8.4)
Earnings	27.6	17.9	14.2	(32.5)	27.2
Total assets	1,450.1	1,119.0	212.3	304.2	3,085.6
Additions to property, plant and equipment	0.2	12.7	-	-	12.9
Goodwill	-	28.8	-	-	28.8

Six months ended June 30, 2014	Green Power	Liquids Transportation and Storage	Alliance Canada	Corporate	Consolidated
(unaudited; millions of Canadian dollars)					
Transportation and other services	**-**	**115.5**	**-**	**-**	**115.5**
Electricity sales	**99.8**	**-**	**-**	**-**	**99.8**
Operating and maintenance	**(15.7)**	**(37.4)**	**-**	**-**	**(53.1)**
Management and administrative	**-**	**-**	**-**	**(12.1)**	**(12.1)**
Depreciation and amortization	**(31.2)**	**(35.7)**	**-**	**-**	**(66.9)**
	52.9	**42.4**	**-**	**(12.1)**	**83.2**
Income from equity investments	**1.3**	**-**	**34.0**	**-**	**35.3**
Other income	**0.2**	**0.1**	**0.2**	**0.1**	**0.6**
Interest expense	**-**	**-**	**-**	**(35.4)**	**(35.4)**
Income tax expense	**-**	**-**	**-**	**(18.2)**	**(18.2)**
Earnings	**54.4**	**42.5**	**34.2**	**(65.6)**	**65.5**
Total assets	**1,398.7**	**1,153.9**	**192.2**	**67.5**	**2,812.3**
Additions to property, plant and equipment	**0.4**	**10.0**	**-**	**-**	**10.4**
Goodwill	**-**	**28.8**	**-**	**-**	**28.8**

Six months ended June 30, 2013	Green Power	Liquids Transportation and Storage	Alliance Canada	Corporate	Consolidated
(unaudited; millions of Canadian dollars)					
Transportation and other services	-	107.7	-	-	107.7
Electricity sales	99.3	-	-	-	99.3
Operating and maintenance	(14.8)	(38.5)	-	-	(53.3)
Management and administrative	-	-	-	(11.3)	(11.3)
Depreciation and amortization	(31.3)	(32.1)	-	-	(63.4)
	53.2	37.1	-	(11.3)	79.0
Income from equity investments	0.6	-	26.4	-	27.0
Other income/(expense)	(0.1)	-	0.1	0.1	0.1
Interest expense	-	-	-	(35.9)	(35.9)
Income tax expense	-	-	-	(17.4)	(17.4)
Earnings before extraordinary item	53.7	37.1	26.5	(64.5)	52.8
Extraordinary item, net of tax	-	(16.5)	-	4.5	(12.0)
Earnings	53.7	20.6	26.5	(60.0)	40.8
Total assets	1,450.1	1,119.0	212.3	304.2	3,085.6
Additions to property, plant and equipment	3.5	47.2	-	-	50.7
Goodwill	-	28.8	-	-	28.8

4. LONG-TERM DEBT

In June 2014, the Fund amended its existing $500 million, 3-year standby credit facility with a syndicate of commercial banks to extend the maturity date to June 28, 2017. The facility includes a feature under which up to $250.0 million of additional standby credit may be provided at the lender's consent on the same terms and conditions as the existing facility.

5. ECT PREFERRED UNITS

June 30,	**2014** Number of Units	**2014** Amount	2013 Number of Units	2013 Amount
(unaudited; millions of Canadian dollars, number of units in millions)				
ECT preferred units, series 1				
Balance, beginning of period	**38.0**	**884.8**	38.0	894.8
Redemption value adjustment	**-**	**159.2**	-	4.7
Balance, end of period	**38.0**	**1,044.0**	38.0	899.5
ECT preferred units, series 2				
Balance, beginning of period	**16.1**	**373.5**	16.1	377.7
Redemption value adjustment	**-**	**67.3**	-	2.1
Balance, end of period	**16.1**	**440.8**	16.1	379.8
ECT preferred units, series 3				
Balance, beginning of period	**13.2**	**306.2**	13.2	349.8
Redemption value adjustment	**-**	**55.1**	-	(38.5)
Balance, end of period	**13.2**	**361.3**	13.2	311.3
ECT preferred units, series 4				
Balance, beginning of period	**5.2**	**121.7**	-	-
Issued	**-**	**-**	5.2	130.8
Redemption value adjustment	**-**	**22.0**	-	(7.0)
Balance, end of period	**5.2**	**143.7**	5.2	123.8
Total ECT preferred units	**72.5**	**1,989.8**	72.5	1,714.4

6. TRUST UNITS

June 30,	**2014** Number of Units	**2014** Amount	2013 Number of Units	2013 Amount
(unaudited; millions of Canadian dollars, number of units in millions)				
Common trust units, beginning of period	**66.0**	**1,535.6**	61.2	1,477.3
Issued	**-**	**-**	4.8	119.2
Share issue costs	**-**	**-**	-	(4.2)
Redemption value adjustment	**-**	**276.5**	-	(31.0)
Common trust units, end of period[1]	**66.0**	**1,812.1**	66.0	1,561.3

1 Enbridge owned 9.5 million common trust units at June 30, 2014 (2013 – 9.5 million)

7. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

MARKET PRICE RISK

The Fund's earnings, cash flows and other comprehensive income (OCI) are subject to movements in interest rates, foreign exchange rates and commodity prices (collectively, market risk). Formal risk management policies, processes and systems have been designed to mitigate these risks.

The following summarizes the types of market risks to which the Fund is exposed and the risk management instruments used to mitigate them.

Interest Rate Risk

The Fund's earnings, cash flows and OCI are exposed to short term interest rate variability due to the regular repricing of its variable rate debt, primarily credit facilities. Floating to fixed interest rate swaps are used to hedge against the effect of future interest rate movements. The Fund has implemented a program to significantly mitigate the volatility of short-term interest rates on interest expense through 2017 at an average swap rate of 1.89%.

The Fund's earnings, cash flows and OCI are also exposed to variability in longer term interest rates ahead of anticipated fixed rate debt issuances. Forward starting interest rate swaps may be used to hedge against the effect of future interest rate movements. At June 30, 2014, $180 million of future fixed rate term debt issuances had been hedged at a swap rate of 4.29%.

The Fund uses qualifying derivative instruments to manage interest rate risk.

Foreign Exchange Risk

The Fund's earnings, cash flows and OCI are exposed to minimal foreign exchange rate risk but there is variability due to certain United States dollar denominated revenues and expenses. The Fund uses qualifying derivative instruments to manage foreign exchange rate risk.

Commodity Price Risk

The Fund's earnings, cash flows and OCI are exposed to changes in commodity prices due to collection of allowance oil on certain crude oil pipelines, generation of power sold pursuant to floating rate supply agreements and through commitments to purchase and sell natural gas in connection with capacity held on the Alliance System. The Fund may use crude oil, power and natural gas derivative instruments to fix a portion of the variable price exposures that may arise from these activities. The Fund uses a combination of qualifying and non-qualifying derivative instruments to manage commodity price risk.
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TOTAL DERIVATIVE INSTRUMENTS
The following table summarizes the balance sheet location, carrying value and fair value of the Fund's derivative instruments. The Fund did not have any outstanding fair value hedges or net investment hedges as at June 30, 2014 or December 31, 2013.

The Fund enters into individual International Swaps and Derivatives Association, Inc. (ISDA) agreements, or other similar derivative agreements, with certain of its derivative counterparties. These agreements provide for the net settlement of derivative instruments outstanding with specific counterparties in the event of bankruptcy or other significant credit event, and would reduce the Fund's credit risk exposure on derivative asset positions outstanding with the counterparties in these particular circumstances. The following table also summarizes the maximum potential settlement in the event of these specific circumstances. All amounts are presented gross in the Consolidated Statements of Financial Position.

June 30, 2014	Derivative Instruments used as Cash Flow Hedges	Non-Qualifying Derivative Instruments	Total Derivative Instruments	Amounts Available for Offset	Total Net Derivative Instruments
(unaudited; millions of Canadian dollars)					
Deferred amounts and other assets					
Interest rate contracts	**0.3**	**-**	**0.3**	**(0.2)**	**0.1**
Foreign exchange contracts	**0.1**	**-**	**0.1**	**-**	**0.1**
Commodity contracts	**0.3**	**0.4**	**0.7**	**(0.3)**	**0.4**
	0.7	**0.4**	**1.1**	**(0.5)**	**0.6**
Accounts payable and other					
Interest rate contracts	**(0.6)**	**-**	**(0.6)**	**-**	**(0.6)**
Commodity contracts	**(0.1)**	**(0.1)**	**(0.2)**	**-**	**(0.2)**
	(0.7)	**(0.1)**	**(0.8)**	**-**	**(0.8)**
Other long-term liabilities					
Interest rate contracts	**(11.4)**	**-**	**(11.4)**	**0.2**	**(11.2)**
Commodity contracts	**(0.3)**	**(0.6)**	**(0.9)**	**0.3**	**(0.6)**
	(11.7)	**(0.6)**	**(12.3)**	**0.5**	**(11.8)**
Total net derivative asset/(liability)					
Interest rate contracts	**(11.7)**	**-**	**(11.7)**	**-**	**(11.7)**
Foreign exchange contracts	**0.1**	**-**	**0.1**	**-**	**0.1**
Commodity contracts	**(0.1)**	**(0.3)**	**(0.4)**	**-**	**(0.4)**
	(11.7)	**(0.3)**	**(12.0)**	**-**	**(12.0)**

December 31, 2013	Derivative Instruments used as Cash Flow Hedges	Non-Qualifying Derivative Instruments	Total Derivative Instruments	Amounts Available for Offset	Total Net Derivative Instruments
(unaudited; millions of Canadian dollars)					
Accounts receivable and other					
Commodity contracts	0.2	-	0.2	-	0.2
	0.2	-	0.2	-	0.2
Deferred amounts and other assets					
Interest rate contracts	1.9	-	1.9	(0.2)	1.7
Foreign exchange contracts	0.2	-	0.2	-	0.2
Commodity contracts	0.3	0.1	0.4	-	0.4
	2.4	0.1	2.5	(0.2)	2.3
Accounts payable and other					
Interest rate contracts	(0.7)	-	(0.7)	-	(0.7)
Commodity contracts	-	(0.1)	(0.1)	-	(0.1)
	(0.7)	(0.1)	(0.8)	-	(0.8)
Other long-term liabilities					
Interest rate contracts	(0.2)	-	(0.2)	0.2	-
Commodity contracts	(0.3)	(0.3)	(0.6)	-	(0.6)
	(0.5)	(0.3)	(0.8)	0.2	(0.6)
Total net derivative asset/(liability)					
Interest rate contracts	1.0	-	1.0	-	1.0
Foreign exchange contracts	0.2	-	0.2	-	0.2
Commodity contracts	0.2	(0.3)	(0.1)	-	(0.1)
	1.4	(0.3)	1.1	-	1.1

The following table summarizes the maturity and notional principal or quantity outstanding related to the Fund's derivative instruments.

June 30, 2014	2014	2015	2016	2017	2018	Thereafter
Interest rate contracts - short-term borrowings *(millions of Canadian dollars)*	**102.0**	**200.0**	**190.0**	**90.0**	**7.0**	**-**
Interest rate contracts - long-term borrowings *(millions of Canadian dollars)*	**-**	**-**	**-**	**180.0**	**-**	**-**
U.S. dollar forwards *(millions of United States dollars)*	**1.0**	**2.1**	**2.1**	**2.2**	**2.2**	**4.0**
Commodity contracts - power *(megawatts per hour)*	**4.8**	**4.8**	**4.8**	**4.8**	**2.8**	**2.8**

December 31, 2013	2014	2015	2016	2017	2018	Thereafter
Interest rate contracts - short-term borrowings *(millions of Canadian dollars)*	202.0	200.0	190.0	90.0	7.0	-
Interest rate contracts - long-term borrowings *(millions of Canadian dollars)*	-	-	-	180.0	-	-
U.S. dollar forwards *(millions of United States dollars)*	2.0	2.1	2.1	2.2	2.2	4.2
Commodity contracts – power *(megawatts per hour)*	4.8	4.8	4.8	4.8	2.8	2.8

Effect of Derivative Instruments on the Statements of Earnings and Comprehensive Income
The following table presents the effect of cash flow hedges on the Fund's consolidated earnings and comprehensive income.

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	**2014**	2013
(unaudited; millions of Canadian dollars)				
Amount of unrealized gain/(loss) recognized in OCI				
Interest rate contracts	**(4.9)**	2.4	**(13.2)**	1.7
Foreign exchange contracts	**(0.5)**	0.5	**(0.1)**	0.7
Commodity contracts	**0.2**	(2.1)	**0.1**	(1.7)
Total unrealized gain/(loss) recognized in OCI	**(5.2)**	0.8	**(13.2)**	0.7
Amount of gain/(loss) reclassified from AOCI to earnings *(effective portion)*				
Interest rate contracts[1]	**0.9**	1.3	**1.8**	2.6
Foreign exchange contracts[2]	**-**	-	**0.1**	-
Commodity contracts[3]	**(0.2)**	0.7	**(0.3)**	0.6
Total gain reclassified from AOCI to earnings *(effective portion)*	**0.7**	2.0	**1.6**	3.2

1 Gain/(loss) reported within Interest expense in the Consolidated Statements of Earnings.
2 Gain/(loss) reported within Other income in the Consolidated Statements of Earnings.
3 Gain/(loss) reported within Electricity sales revenue in the Consolidated Statements of Earnings.

The estimated net amount of existing losses reported in accumulated other comprehensive income that is expected to be reclassified to net income within the next 12 months is $0.8 million. Actual amounts reclassified to earnings depend on the interest rates, foreign exchange rates and commodity prices in effect when derivative contracts that are currently outstanding are settled.

Non-Qualifying Derivatives
The following table presents the unrealized gains and losses associated with changes in the fair value of the Fund's non-qualifying derivatives.

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	**2014**	2013
(unaudited; millions of Canadian dollars)				
Commodity contracts[1]	**-**	(0.1)	**-**	(0.1)
Total unrealized derivative fair value gain	**-**	(0.1)	**-**	(0.1)

1 Reported within Electricity sales revenue in the Consolidated Statements of Earnings.

LIQUIDITY RISK
Liquidity risk is the risk that the Fund will not be able to meet its financial obligations, including commitments, as they become due. In order to manage this risk, the Fund forecasts the cash requirements over the near and long term to determine whether sufficient funds will be available when required. The Fund's primary sources of liquidity and capital resources are funds generated from operations, draws under committed credit facilities and the issuance of medium term notes. The Fund maintains a current shelf prospectus with Canadian securities regulators, which enables, subject to market conditions, ready access to Canadian public capital markets. Cash flow from operations, in combination with available committed credit facilities and, if required, capital markets funding, is expected to be sufficient to meet the forecast liquidity and capital resource requirements of the Fund.

CREDIT RISK
Entering into derivative financial instruments may result in exposure to credit risk. Credit risk arises from the possibility that a counterparty will default on its contractual obligations. The Fund enters into risk management transactions only with institutions that possess investment grade credit ratings. Credit risk relating to derivative counterparties is mitigated by utilization of credit exposure limits, contractual requirements and frequent assessment of counterparty credit worthiness.

The Fund had group credit concentrations and maximum credit exposure, with respect to derivative instruments, in the following counterparty segments:

	June 30, 2014	December 31, 2013
(unaudited; millions of Canadian dollars)		
Canadian financial institutions	**0.1**	1.7
Enbridge affiliate	**0.1**	0.2
	0.2	1.9

Credit risk also arises from trade and other receivables and is mitigated through credit exposure limits and by requiring less creditworthy shippers to provide credit enhancement which may include letters of credit, posting of collateral, netting provisions or other contractual requirements. The maximum exposure to credit risk related to non-derivative financial assets is their carrying value.

FAIR VALUE MEASUREMENTS
The Fund's financial assets and liabilities measured at fair value on a recurring basis include derivative instruments. The fair value of derivative instruments reflects the Fund's best estimates of market value based on generally accepted valuation techniques or models and supported by observable market prices and rates. When such values are not available, the Fund uses discounted cash flow analysis from applicable yield curves based on observable market inputs to estimate fair value.

FAIR VALUE OF FINANCIAL INSTRUMENTS
The Fund categorizes those financial assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurement.

Level 1
Level 1 includes financial instruments measured at fair value based on unadjusted quoted prices for identical assets and liabilities in active markets that are accessible at the measurement date. An active market for a financial instrument is considered to be a market where transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis. The Fund did not have any financial instruments categorized as Level 1 as at June 30, 2014 or December 31, 2013.

Level 2
Level 2 includes financial instrument valuations determined using directly or indirectly observable inputs other than quoted prices included within Level 1. Financial instruments in this category are valued using models or other industry standard valuation techniques derived from observable market data. Such valuation techniques include inputs such as quoted forward prices, time value, volatility factors and broker quotes that can be observed or corroborated in the market for the entire duration of the financial instrument. Financial instruments valued using Level 2 inputs include non-exchange traded derivatives such as over-the-counter interest rate swaps for which observable inputs can be obtained.

Level 3

Level 3 includes financial instrument valuations based on inputs which are less observable, unavailable or where the observable data does not support a significant portion of the financial instruments' fair value. Generally, Level 3 financial instruments are longer dated transactions, occur in less active markets, occur at locations where pricing information is not available or have no binding broker quote to support Level 2 classification. The Fund has developed methodologies, benchmarked against industry standards, to determine fair value for these financial instruments based on extrapolation of observable future prices and rates. Financial instruments valued using Level 3 inputs include long-dated commodity derivative contracts.

The Fund uses the most observable inputs available to estimate the fair value of its financial instruments. When possible, the Fund estimates the fair value of its financial instruments based on quoted market prices. If quoted market prices are not available, the Fund uses estimates from third party brokers. For non-exchange traded derivatives classified in Levels 2 and 3, the Fund uses standard valuation techniques to calculate the estimated fair value. These methods include discounted cash flows for forwards and swaps. Depending on the type of financial instrument and nature of the underlying risk, the Fund uses observable market prices (interest, foreign exchange and commodity) and volatility as primary inputs to these valuation techniques. Finally, the Fund considers its own credit default swap spread as well as the credit default swap spreads associated with its counterparties in its estimation of fair value.

The Fund has categorized its derivative instruments, measured at fair value as follows:

June 30, 2014	Level 1	Level 2	Level 3	Total Gross Derivative Instruments
(unaudited; millions of Canadian dollars)				
Financial assets				
Long-term derivative assets	**-**	**0.4**	**0.7**	**1.1**
Financial liabilities				
Current derivative liabilities	**-**	**(0.6)**	**(0.2)**	**(0.8)**
Long-term derivative liabilities	**-**	**(11.4)**	**(0.9)**	**(12.3)**
Total net asset/(liability)	**-**	**(11.6)**	**(0.4)**	**(12.0)**

December 31, 2013	Level 1	Level 2	Level 3	Total Gross Derivative Instruments
(unaudited; millions of Canadian dollars)				
Financial assets				
Current derivative assets	-	-	0.2	0.2
Long-term derivative assets	-	2.1	0.4	2.5
Financial liabilities				
Current derivative liabilities	-	(0.7)	(0.1)	(0.8)
Long-term derivative liabilities	-	(0.1)	(0.7)	(0.8)
Total net asset/(liability)	-	1.3	(0.2)	1.1

The significant unobservable inputs used in the fair value measurement of Level 3 derivative instruments were as follows:

June 30, 2014	Fair value	Unobservable Input	Minimum Price	Maximum Price	Weighted Average Price
(Fair value in millions of Canadian dollars)					
Commodity Contracts – Financial[1] Power $/MWH	(0.4)	Forward Power Price	46.00	63.75	53.77

1 Financial forward commodity contracts are valued using a market approach valuation technique.

If adjusted, the significant unobservable inputs disclosed in the table above would have a direct impact on the fair value of the Fund's Level 3 derivative instruments. The significant unobservable inputs used in the fair value measurement of Level 3 derivative instruments consist of forward commodity prices. Changes in forward commodity prices would result in significantly different fair values for long positions, with offsetting impacts to short positions.

Changes in the net fair value of derivative instruments classified as Level 3 in the fair value hierarchy were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	**2014**	2013
(unaudited; millions of Canadian dollars)				
Level 3 net financial asset/(liability) at beginning of period	**(0.5)**	0.6	**(0.2)**	0.3
Total gains/(losses), unrealized				
Included in earnings	**-**	0.6	**-**	0.6
Included in OCI	**0.1**	(1.6)	**(0.2)**	(1.3)
Settlements	**-**	-	**-**	-
Level 3 net financial asset/(liability) at end of period	**(0.4)**	(0.4)	**(0.4)**	(0.4)

The Fund's policy is to recognize transfers as of the last day of the reporting period. There were no transfers between levels as at June 30, 2014 and December 31, 2013.

FAIR VALUE OF OTHER FINANCIAL INSTRUMENTS

At June 30, 2014, the Fund's long-term debt had a fair value of $1,701.3 million (December 31, 2013 – $1,694.8 million). This fair value measurement has been classified as a Level 2 fair value measurement.

8. INCOME TAXES

Income tax expense included in earnings before extraordinary loss for the three months ended June 30, 2014 comprised current income tax expense of $2.2 million (2013 – $0.6 million) and deferred income tax expense of $6.1 million (2013 – $7.8 million). Income tax expense included in earnings before extraordinary loss for the six months ended June 30, 2014 comprised current income tax expense of $7.9 million (2013 – $0.8 million) and deferred income tax expense of $10.3 million (2013 – $16.6 million).

The effective tax rate for the three and six months ended June 30, 2014 was 22.1% (2013 – 23.6%) and 21.7% (2013 – 24.8%), respectively. The most significant factor contributing to the decrease in the effective tax rate was the tax effect relating to the character of income distributed by the Fund, partially offset by the effects of rate regulated accounting largely attributable to the Fund's investment in Alliance Canada.

9. CHANGES IN OPERATING ASSETS AND LIABILITIES

	Three months ended June 30,		Six months ended June 30,	
	2014	2013	**2014**	2013
(unaudited; millions of Canadian dollars)				
Accounts receivable and other, net	**2.8**	8.6	**(5.3)**	(4.1)
Accounts payable and other	**10.6**	6.2	**13.0**	8.4
Due to affiliates	**9.0**	1.4	**(6.3)**	(3.9)
Deferred amounts and other assets	**(3.5)**	(2.8)	**(3.5)**	(8.9)
Other long-term liabilities	**(0.2)**	(0.4)	**(0.3)**	(0.4)
	18.7	13.0	**(2.4)**	(8.9)

10. RELATED PARTY TRANSACTIONS

In 2014, $1.3 million, net of repayments (2013 – $8.8 million) was advanced from Enbridge Income Fund Holdings Inc. (ENF), a unitholder of the Fund, to a subsidiary corporation of the Fund pursuant to a subordinated demand loan. At June 30, 2014, $25.6 million (December 31, 2013 – $24.3 million), recorded in Due to affiliates, was outstanding to ENF. Interest on the demand loan was charged at 4.25%.

11. EXTRAORDINARY LOSS

On April 1, 2013, the Fund announced that it had concluded a settlement with a group of shippers relating to new tolls on the Westspur System (the Settlement) which the NEB subsequently ordered final on February 6, 2014. Pursuant to the Settlement, the tolls on the Westspur System were fixed and increased annually with reference to a pre-identified inflation index, subject to throughput remaining within a volume band. The Settlement resulted in the discontinuance of rate regulated accounting for the Westspur System and the Fund recorded an after-tax write-off of $12.0 million in the first quarter of 2013 related to a deferred regulatory asset which was not collected under the terms of the Settlement.

Prior to reaching the Settlement, revenue on the Westspur System was recognized in a manner consistent with the underlying agreements consistent with rate regulated accounting guidance. The Fund discontinued the application of rate regulated accounting to the operations of the Westspur System on a prospective basis on April 1, 2013. Pursuant to the Settlement, the Westspur System retained exposure to potential variability in certain future costs and throughput volumes, subject to various protection mechanisms. As such, the Westspur System no longer met all of the criteria required for the continued application of rate-regulated accounting treatment.