
Enbridge Income Fund Holdings Inc.

First Quarter

Interim Report to Shareholders

For the three months ended March 31, 2017

HIGHLIGHTS

(all financial figures are unaudited and in Canadian dollars unless otherwise noted)

- First quarter earnings were \$67 million or \$0.54 per common share
- Fund Group available cash flow from operations (ACFFO) for the three months ended March 31, 2017 was \$422 million
- First quarter cash distributions paid by the Fund Group were \$403 million
- The \$1.3 billion Norlite Pipeline is mechanically complete and was placed into commercial service on May 1, 2017
- Enbridge Inc. (Enbridge) completed a \$0.6 billion (including over-allotment) secondary offering of ENF common shares on April 18, 2017
- The Fund Group remains on track to deliver on 2017 ACFFO guidance of \$1.9 to \$2.1 billion

CALGARY, Alberta, May 11, 2017 - Enbridge Income Fund Holdings Inc. (TSX: ENF) (ENF or the Company) announced first quarter earnings of \$67 million, or \$0.54 per common share.

The Company holds a 66.9 percent ordinary trust unit (Fund Unit) interest in Enbridge Income Fund (the Fund) and an approximate 19.2 percent overall economic interest in the Fund Group. The Fund Group is comprised of the Fund, Enbridge Commercial Trust (ECT), Enbridge Income Partners LP (EIPLP) and the subsidiaries and investees of EIPLP. EIPLP holds the operating entities of the Fund Group.

Fund Group ACFFO was \$422 million for the three months ended March 31, 2017, with cash distributions paid of \$403 million, resulting in a payout ratio of 95 percent of ACFFO. As anticipated, first quarter ACFFO was down versus the comparable period in 2016 due to a lower Canadian Mainline International Joint Tariff (IJT) Residual Benchmark Toll, though throughput in the quarter continued to be very strong. On April 1, 2017, the Canadian Mainline IJT Residual Benchmark Toll increased by US\$0.15 per barrel and the higher toll is expected to be in place for the remainder of 2017, providing an uplift to ACFFO for the balance of the year. Strong performance from Alliance Pipeline's new services framework driven by high demand for seasonal firm service also contributed positively to ACFFO performance in the first quarter of 2017.

"We are pleased with the results for the quarter, which set us up well to deliver on the Fund Group's 2017 ACFFO guidance range," said Company President Perry Schuldhuis. "Demand for the mainline continues to be strong, with record volumes of 2.6 million barrels per day ex-Gretna in the first quarter. We expect the balance of the year to benefit from continued strong demand for capacity and a higher mainline toll which took effect on April 1, 2017. This is expected to drive higher earnings and cash flow and result in a cash payout ratio for the full year well below our longer term target payout ratio of 90 percent of ACFFO."

On May 1, 2017, the Norlite Pipeline project was placed into commercial service, on time and on budget. The project will initially carry up to 218 thousands of barrels per day (kbpd) of diluent from Edmonton, Alberta to producers in Northern Alberta, with the potential to be further expanded to approximately 465 kbpd of capacity with the addition of pump stations. The project is a joint venture with Keyera Corporation (Keyera), which owns a 30 percent non-operating

interest in the project. The total project cost was \$1.3 billion, with Keyera contributing 30 percent of the project's capital.

“Thus far in 2017, the Fund Group has placed \$2.2 billion of capital into service on budget and on schedule, and we expect to place another \$1.5 billion into service before year end,” said Mr. Schulhaus. “These projects will generate highly reliable and predictable earnings and cash flow, and further strengthen our unparalleled portfolio of low-risk energy infrastructure. Utilization of our assets continues to be strong and, with additional organic growth to come, we remain very well positioned to deliver 10 percent annual dividend increases through 2019.”

On April 18, 2017, Enbridge and the Company closed on a \$0.6 billion secondary offering of ENF common shares (the Offering). The Offering was consistent with Enbridge's stated goal to gradually reduce its economic interest in the Fund Group to approximately 80 percent by 2019. The Offering was well received by the market and is expected to improve the trading liquidity of ENF shares.

The Company previously announced a 10 percent increase in its monthly dividend to \$0.1711 per common share, commencing with the dividend payable in respect of January 2017. On May 9, 2017, the Company's Board of Directors also declared a monthly cash dividend of \$0.1711 per common share to be paid on June 15, 2017 to shareholders of record at the close of business on May 31, 2017.

These dividends are designated eligible dividends for Canadian tax purposes which qualify for the enhanced dividend tax credit. Eligible shareholders may elect to participate in the Company's Dividend Reinvestment and Share Purchase Plan (DRIP), where they may automatically reinvest their dividends in additional shares at a 2 percent discount to the share price without brokerage fees. Details of the DRIP are available on the Company's website. Shareholders who wish to participate in the DRIP should contact their investment dealer for further information and to enroll.

FORWARD-LOOKING INFORMATION

Forward-looking information, or forward-looking statements, have been included in this news release to provide information about the Company and its investee, the Fund, and the Fund's direct and indirect investments and joint ventures (collectively, the Fund Group), including management's assessment of future plans and operations of the Company and the Fund Group. 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", "likely" and similar words suggesting future outcomes or statements regarding an outlook. Forward-looking information or statements included or incorporated by reference in this document include, but are not limited to, statements with respect to the following: mainline system throughput; expected or target ACFFO; cash flows; equity capital requirements; in-service dates of projects; safety and reliability of pipeline systems; regulatory approvals; impact of the hedging program; shareholder returns; future dividends and distributions by the Fund; and dividend increases.

Although the Company and the Fund Group believe 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 following: supply of and demand for crude oil, natural gas, natural gas liquids (NGL) and renewable energy; prices of crude oil, natural gas, NGL and renewable energy; exchange rates; completion of growth projects; inflation; interest rates; availability and price of labour and construction materials; operational reliability; customer and regulatory approvals; maintenance of support and regulatory approvals for the Fund Group's projects; anticipated in-service dates; weather; the impact of the dividend policy on the Company's or the Fund Group's future cash flows; capital project funding; the Fund Group's credit ratings; earnings before interest and taxes (EBIT) or adjusted EBIT; earnings/(loss) or adjusted earnings/(loss); earnings/(loss) per share; future cash flows and future ACFFO; and dividends or distributions. Assumptions regarding the expected supply of and demand for crude oil, natural gas, NGL and renewable energy, and the prices of these commodities, are material to and underlie 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 Group's services. Similarly, exchange rates, inflation and interest rates impact the economies and business environments in which the Company and the Fund Group operate and may impact levels of demand for the Fund Group's 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 earnings/(loss), adjusted EBIT, ACFFO and associated per share amounts or dividends or distributions. The most relevant assumptions associated with forward-looking statements on projects under construction, including completion dates and capital expenditures include the following: availability and price of labour and construction materials; effects of inflation and foreign exchange rates on labour and material costs; effects of interest rates on borrowing costs; and the impact of weather and customer, government and regulatory approvals on construction and in-service schedules and cost recovery regimes.

The Company's and the Fund Group's forward-looking statements are subject to risks and uncertainties pertaining to future dividends, ACFFO guidance, operating performance, regulatory parameters, project approval and support, weather, economic and competitive conditions, public opinion, changes in tax laws and tax rates, exchange rates, interest rates, commodity prices, political decisions and supply of and demand for commodities, including but not limited to those risks and uncertainties discussed in this news release and in the Company's and the Fund Group'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 Company's or the Fund Group's future course of action depends on management's assessment of all information available at the relevant time. Except to the extent required by applicable law, the Company and the Fund Group assume no obligation to publicly update or revise any forward-looking statements made in this news release 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 Company or the Fund Group or persons acting on the Company's or the Fund Group's behalf, are expressly qualified in their entirety by these cautionary statements.

NON-GAAP MEASURES

This news release contains references to adjusted EBIT and ACFFO. Adjusted EBIT represents EIPLP EBIT, adjusted for unusual, non-recurring or non-operating factors on both a consolidated and segmented basis. These factors, referred to as adjusting items, are reconciled and discussed in the financial results sections of this news release.

Fund Group ACFFO consists of adjusted EBIT further adjusted for non-cash items, representing cash flow from the Fund Group's underlying businesses, less deductions for maintenance capital expenditures, interest expense, and applicable taxes and further adjusted for unusual, non-recurring or non-operating factors not indicative of the underlying or sustainable cash flows of the business. ACFFO is important to unitholders as the Fund Group's objective is to provide a predictable flow of distributions to unitholders. ACFFO represents the Fund Group's cash available to fund distributions to unitholders, as well as for debt repayments and reserves.

Management believes the presentation of adjusted EBIT and ACFFO are useful to investors and unitholders as they provide increased transparency and insight into the performance of the Company and the Fund Group. Management uses adjusted EBIT and ACFFO to set targets, including the distribution payout target, and to assess the performance of the Company and the Fund Group. Adjusted EBIT and ACFFO are not measures that have standardized meanings prescribed by generally accepted accounting principles in the United States of America (U.S. GAAP) and are not U.S. GAAP measures. Therefore, these measures may not be comparable with similar measures presented by other issuers.

Please see the tables in the *First Quarter 2017 Performance Overview* section which summarize the reconciliations of the GAAP and non-GAAP measures.

FIRST QUARTER 2017 PERFORMANCE OVERVIEW

For more information on the operating results of the Company, the Fund and EIPLP, please see the respective Management's Discussion and Analysis on the Company's website at <http://www.enbridgeincomefund.com/Find-Shareholder-Information/Reports-and-Filings/English.aspx>. The documents are also filed on SEDAR under Enbridge Income Fund Holding Inc.'s profile for the Company and under Enbridge Income Fund's profile for the Fund and EIPLP.

ENBRIDGE INCOME PARTNERS LP

Adjusted Earnings Before Interest and Income Taxes¹

	Three months ended March 31,	
	2017	2016
<i>(unaudited; millions of Canadian dollars)</i>		
Liquids Pipelines	518	1,037
Gas Pipelines	59	61
Green Power	41	39
Eliminations and Other	1	(40)
Earnings before interest and income taxes	619	1,097
Adjusting items:		
Changes in unrealized derivative fair value gains ²	(165)	(614)
Unrealized loss on translation of United States dollar intercompany loan	6	60
Leak remediation costs	7	-
Leak insurance recoveries	(3)	(5)
Other	-	15
Adjusted earnings before interest and income taxes	464	553
Comprised of:		
Liquids Pipelines	361	447
Gas Pipelines	57	49
Green Power	39	37
Eliminations and Other	7	20
Adjusted earnings before interest and income taxes	464	553

¹ Adjusted EBIT is a non-GAAP measure that does not have any standardized meaning prescribed by U.S. GAAP. See definition within Non-GAAP Measures.

² Changes in unrealized derivative fair value gains and losses are presented net of amounts realized on the settlement of derivative contracts during the applicable period.

Earnings Before Interest and Income Taxes

EIPLP's EBIT for the first quarter of 2017 was \$619 million compared to \$1,097 million for the same quarter of 2016. The comparability of EIPLP's earnings was impacted by a number of unusual, non-recurring or non-operating factors, the most significant of which relates to changes in unrealized derivative fair value gains and losses.

Excluding the impact of unusual, non-recurring or non-operating factors, EIPLP's EBIT decreased for the first quarter of 2017, primarily as a result of lower contributions from the Liquids Pipelines segment, which was partially offset by stronger contributions from the Gas Pipelines segment.

Adjusted Earnings Before Interest and Income Taxes

EIPLP adjusted EBIT for the first quarter of 2017 was \$464 million compared to \$553 million over the same period of 2016, reflecting a lower quarter-over-quarter average Canadian Mainline IJT Residual Benchmark Toll, which was US\$1.47 as compared to US\$1.63 in the first

quarter of 2016. Effective April 1, 2017, the toll increased to US\$1.62. Also contributing to lower adjusted EBIT was a lower foreign exchange hedge rate used to record Canadian Mainline revenues. The IJT Benchmark Toll and its components are set in United States dollars and the majority of EIPLP's foreign exchange risk on Canadian Mainline revenues is hedged. The effective hedge rate for the translation of Canadian Mainline United States dollar transactional revenues for the first quarter of 2017 was \$1.04 compared with \$1.11 for the corresponding 2016 period. The above noted negative impacts on Canadian Mainline adjusted EBIT were partially offset by higher throughput on the mainline system driven by strong oil sands production and downstream demand in the first quarter of 2017.

Partially offsetting the quarter-over-quarter decrease were stronger contributions from the Gas Pipelines segment, driven by increased earnings at Alliance Pipeline primarily due to higher revenues resulting from strong demand for seasonal firm service.

FUND GROUP

Available Cash Flow from Operations¹

	Three months ended March 31,	
	2017	2016
<i>(unaudited; millions of Canadian dollars)</i>		
EIPLP Adjusted earnings before interest and income taxes	464	553
Depreciation and amortization expense	159	161
Distributions from Southern Lights Class A units	5	5
Cash distributions less than equity earnings	(11)	(2)
Maintenance capital expenditures ²	(19)	(25)
Interest expense ³	(94)	(91)
Current income taxes ³	(24)	(18)
Special interest rights distributions - IDR ⁴	(12)	(11)
Other adjusting items	7	(3)
EIPLP ACFFO	475	569
Fund and ECT operating, administrative and interest expense	(53)	(54)
The Fund Group ACFFO	422	515
Distributions paid to Enbridge	336	336
Distributions paid to ENF	67	52
Fund Group distributions declared	403	388
Fund Group payout ratio	95%	75%

¹ ACFFO is a non-GAAP measure that does not have any standardized meaning prescribed by U.S. GAAP. See definition within Non-GAAP Measures.

² Maintenance capital expenditures are expenditures that are required for the ongoing support and maintenance of the existing pipeline system or that are necessary to maintain the service capability of the existing assets (including the replacement of components that are worn, obsolete or completing their useful lives). For the purpose of ACFFO, maintenance capital excludes expenditures that extend asset useful lives, increase capacities from existing levels or reduce costs to enhance revenues or provide enhancements to the service capability of the existing assets. Maintenance capital expenditures occur primarily within EIPLP's Liquids Pipelines segment.

³ These balances are presented net of adjusting items.

⁴ Incentive Distribution Right (IDR) refers to the cash component of the Special Interest Rights (SIR) distributions. IDR distributions are declared monthly and paid in cash to holders of the SIR in the following month.

Fund Group ACFFO underpins the Fund Group's ability to pay distributions to holders of Fund Units, including the Company. The Fund Group's ACFFO decreased to \$422 million for the three months ended March 31, 2017 from \$515 million in the comparable period of 2016. Similar to adjusted EBIT, the decrease in ACFFO was driven by weaker contributions from EIPLP's Liquids Pipelines segment due to a lower quarter-over-quarter average Canadian Mainline IJT Residual Benchmark Toll and a lower foreign exchange hedge rate used to record Canadian Mainline revenues, discussed above in *Adjusted EBIT*. This decrease has resulted in a higher Fund Group payout ratio of 95% in the first quarter of 2017 compared to 75% in the

corresponding period of 2016; however, following the increase in Canadian Mainline IJT Residual Benchmark Toll from US\$1.47 to US\$1.62 effective April 1, 2017, the Fund Group payout ratio is anticipated to decrease well below 90% for the balance of the year.

ENBRIDGE INCOME FUND HOLDINGS INC.

	Three months ended March 31,	
	2017	2016
<i>(unaudited; millions of Canadian dollars)</i>		
Distribution income	67	52
Dividends declared	64	45

The Company's distribution income represents substantially all of the Company's earnings and cash flows, and is derived from the Fund Group distributions paid to the Company. For the three months ended March 31, 2017, distribution income was \$67 million, an increase of approximately 29 percent from the comparable period of 2016, as a result of the Company using proceeds from its April 2016 equity offering and proceeds from the Company's DRIP to invest in additional Fund Units.

The following table summarizes the dividend rate and total dividends declared by the Company for the three months ended March 31, 2017 and 2016.

	2017		2016	
	Dividend per Share	Total	Dividend per Share	Total
<i>(unaudited; millions of Canadian dollars except dividend rate)</i>				
Three months ended March 31,	0.5133	64	0.4665	45

On April 18, 2017, Enbridge completed the secondary offering of 17,347,750 ENF common shares at a price of \$33.15 per share to the public for gross proceeds to Enbridge of approximately \$0.6 billion (the Secondary Offering).

Immediately prior to the closing of the Secondary Offering, Enbridge exchanged 21,657,617 Fund Units for an equivalent amount of ENF common shares. In order to maintain its 19.9 percent interest in the Company, Enbridge retained 4,309,867 of the common shares issued pursuant to such exchange and sold the remaining balance under the Secondary Offering. The Company did not receive any proceeds from the Secondary Offering and Enbridge paid all expenses and fees associated with the Secondary Offering. Upon closing of the transaction, Enbridge's economic interest in the Fund Group and the Company decreased from 86.9 percent to 84.6 percent and the Company's economic interest in the Fund Group increased from 16.4 percent to 19.2 percent.

MANAGEMENT'S DISCUSSION & ANALYSIS FOR THE THREE MONTHS ENDED MARCH 31, 2017

This Management's Discussion and Analysis (MD&A) dated May 11, 2017 should be read in conjunction with the unaudited interim financial statements and notes thereto of Enbridge Income Fund Holdings Inc. (ENF or the Company) as at and for the three months ended March 31, 2017, prepared in accordance with International Financial Reporting Standards. It should also be read in conjunction with the audited financial statements and MD&A contained in the Company's Annual Report for the year ended December 31, 2016. All financial information is presented in Canadian dollars, unless otherwise indicated. Additional information related to the Company, including its Annual Information Form, is available on SEDAR at www.sedar.com.

OVERVIEW

The Company is a publicly traded corporation whose common shares trade on the Toronto Stock Exchange (TSX) under the symbol ENF. The Company's business is limited to its ownership interest in Enbridge Income Fund (the Fund) and its objective is to pay out a high proportion of available cash in the form of dividends to shareholders.

The Fund is an unincorporated open-ended trust established by a trust indenture under the laws of the Province of Alberta. The Fund, through its indirect investment in Enbridge Income Partners LP (EIPLP), is involved in the transportation, storage and generation of energy. EIPLP owns interests in liquids transportation and storage assets, including the Canadian Mainline, the Regional Oil Sands System, a 50% interest in the Alliance Pipeline system, which transports natural gas from Canada to the United States, and interests in renewable and alternative power generation assets. Readers are encouraged to read EIPLP's consolidated financial statements and MD&A which are filed under the Fund's profile on SEDAR at www.sedar.com.

The unitholders of the Fund are the Company and Enbridge Inc. (Enbridge), a North American transporter, distributor and generator of energy listed on the TSX and the New York Stock Exchange. The Company is managed by Enbridge Management Services Inc. (the Manager or EMSI), a wholly-owned subsidiary of Enbridge. EMSI also serves as the manager of the Fund, Enbridge Commercial Trust (ECT), a wholly-owned investment of the Fund, and EIPLP. EIPLP is a limited partnership between ECT and Enbridge. The Fund, ECT, EIPLP and the subsidiaries and investees of EIPLP are referred to as the Fund Group.

At March 31, 2017, Enbridge held 19.9% of the Company's common shares, with the public shareholders holding the remaining 80.1%. Also at March 31, 2017, the Company held 57.0% of the issued and outstanding ordinary trust units of the Fund (Fund Units) and Enbridge held the remaining 43.0%. The Company's overall economic interest in the Fund Group was 16.4% as at March 31, 2017.

ENBRIDGE INCOME FUND HOLDINGS INC. FINANCIAL PERFORMANCE

The Company's earnings and cash flows are derived from its investment in the Fund and are dependent upon its ownership interest, the cash distributions per unit paid by the Fund and income taxes. Readers are encouraged to read the Fund's financial statements and MD&A which are filed on SEDAR at www.sedar.com.

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars, except per unit and per share amounts and share amounts)</i>		
Fund Unit distribution per unit	0.5376	0.5376
Cash distributions declared to holders of Fund Units	118	103
Percentage of Fund Units held by ENF	56.9%-57.0%	50.8%
Distribution income, ENF	67	52
Interest income and other	1	-
Income taxes	(1)	-
Earnings, ENF	67	52
Earnings per common share	\$0.54	\$0.54
Diluted earnings per common share	\$0.53	\$0.53
Cash flows from operating activities	68	48
Dividends declared	64	45
Dividends per common share	0.5133	0.4665
Dividend payout ratio	95.6%	86.5%
Number of common shares outstanding ¹	124,611,088	97,362,708

¹ As at March 31, 2017 and 2016.

Distribution income from Fund Units increased in the first quarter of 2017 compared with the corresponding period of 2016 as the Company increased its ownership of the Fund.

The Company incurs income taxes on distributions received from the Fund, the level of which will vary depending on the taxability of such distributions in any given year. To the extent that a portion of the distribution represents a tax-free inter-corporate dividend or return of capital, cash tax will not be incurred on that portion of the distribution.

The Company pays monthly dividends to its shareholders. Dividends for the three months ended March 31, 2017 were declared at an aggregate quarterly rate of \$0.5133 (2016 - \$0.4665) per common share representing total dividends of \$64 million (2016 - \$45 million) and an earnings payout ratio of 95.6% (2016 - 86.5%). In January 2017, the Company increased its monthly dividend per common share by 10% to \$0.1711 per common share, which is consistent with the anticipated dividend growth due to expected Fund Group earnings and cash flow performance from its asset base.

FORWARD-LOOKING INFORMATION

Forward-looking information, or forward-looking statements, have been included in this MD&A to provide information about the Company and the Fund Group, including management's assessment of the Company and the Fund Group's 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", "likely" and similar words suggesting future outcomes or statements regarding an outlook. Forward-looking information or statements included or incorporated by reference in this document include, but are not limited to, statements with respect to the following: earnings/(loss) or adjusted earnings/(loss); earnings/(loss) or adjusted earnings/(loss) per share; cash flows; dividends or distributions; distributions to the Company by the Fund; dividend payout expectation; working capital requirements; flexibility of distributions; organic growth opportunities; use of retained cash; and investment opportunities.

Although the Company believes 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 following: supply of and demand for crude oil, natural gas, natural gas liquids (NGL) and renewable energy; prices of crude oil, natural gas, NGL and renewable energy; exchange rates; inflation; Canadian pipeline export capacity; levels of competition; interest rates; availability and price of labour and construction materials; operational reliability; customer and regulatory approvals; maintenance of support and regulatory approvals for the Fund Group's projects; anticipated in-service dates; weather; the impact of the dividend policy on the Company's or the Fund Group's future cash flows; the Fund Group's credit ratings; capital project funding; earnings/(loss) or adjusted earnings/(loss); earnings/(loss) per share; cash flows; and dividends or distributions. Assumptions regarding the supply of and demand for crude oil, natural gas, NGL and renewable energy, and the prices of these commodities, are material to and underlie 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 Group's services. Similarly, exchange rates, inflation and interest rates impact the economies and business environments in which the Company and the Fund Group operate and may impact levels of demand for the Fund Group's 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 earnings/(loss), adjusted earnings/(loss) and associated per share amounts, or future dividends or distributions. The most relevant assumptions associated with forward-looking statements on projects under construction, including completion dates and capital expenditures, include the following: availability and price of labour and construction materials; effects of inflation and foreign exchange rates on labour and material costs; effects of interest rates on borrowing costs; and the impact of weather and customer, government and regulatory approvals on construction and in-service schedules and cost recovery regimes.

The Company's and the Fund Group's forward-looking statements are subject to risks and uncertainties pertaining to future dividends, operating performance, regulatory parameters, project approval and support, renewals of rights of way, weather, economic and competitive conditions, public opinion, changes in tax laws and tax rates, exchange rates, interest rates, commodity prices, political decisions and supply of and demand for commodities, including but not limited to those risks and uncertainties discussed in this MD&A and in the Company's and the Fund Group'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 Company's or the Fund Group's future course of action depends on management's assessment of all information available at the relevant time. Except to the extent required by applicable law, the Company and the Fund Group assume 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 Company or the Fund Group or persons acting on the Company's or the Fund Group's behalf, are expressly qualified in their entirety by these cautionary statements.

RECENT DEVELOPMENTS

On April 18, 2017, Enbridge completed the secondary offering of 17,347,750 ENF common shares at a price of \$33.15 per share to the public for gross proceeds to Enbridge of approximately \$0.6 billion (the Secondary Offering).

Immediately prior to the closing of the Secondary Offering, Enbridge exchanged 21,657,617 Fund Units for an equivalent amount of ENF common shares. In order to maintain its 19.9% interest in the Company, Enbridge retained 4,309,867 of the common shares issued pursuant to such exchange and sold the remaining balance under the Secondary Offering. The Company did not receive any proceeds from the Secondary Offering and Enbridge paid all expenses and fees associated with the Secondary Offering. Upon closing of the transaction, Enbridge's economic interest in the Fund Group and the Company decreased from 86.9% to 84.6% and the Company's economic interest in the Fund Group increased from 16.4% to 19.2%.

LIQUIDITY AND CAPITAL RESOURCES

The Company pays out a high proportion of the distributions received from the Fund. Retained cash is expected to be used for future income tax payments and as a reserve to sustain a predictable stream of dividends to its shareholders over the long term. Cash not required to fund dividends or to meet working capital requirements is advanced to a subsidiary corporation of EIPLP pursuant to a subordinated demand loan with an interest rate of 4.25% per annum. At March 31, 2017, \$82 million (December 31, 2016 - \$78 million) of the demand loan was outstanding to the Company.

The Company's working capital requirements are not expected to be significant in 2017. The Company has an agreement with ECT whereby ECT reimburses the Company for all expenses incurred relating to the normal course administration of the Company as a publicly traded corporation.

The Company did not have any outstanding long-term debt as at March 31, 2017 and December 31, 2016.

Additional capital resources to finance the Company's future investment in the Fund are expected to be available through access to equity markets, subject to the Company's ability to access the market on favourable terms.

SOURCES AND USES OF CASH

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Operating activities	68	48
Financing activities	(49)	(39)
Investing activities	(18)	(9)
Increase in cash and cash equivalents	1	-

Operating Activities

- Cash provided by operating activities reflects distributions received from the Fund, net of income taxes and changes in operating assets and liabilities. The increase in cash provided by operating activities reflects the increased number of Fund Units held in the first quarter of 2017 as compared to the first quarter of 2016.

Financing Activities

- The increase in cash used by financing activities was due to an increase in dividends paid in the first quarter of 2017 compared with the first quarter of 2016 primarily due to an increased number of shares outstanding following the Company's share issuance in April 2016 as well as a higher monthly dividend rate in the first quarter of 2017.

- The Company declared dividends of \$0.5133 per common share in the first quarter of 2017 or \$64 million in aggregate (2016 - \$0.4665 per common share or \$45 million in aggregate).
- The Company's shareholders are able to participate in the Dividend Reinvestment and Share Purchase Plan (DRIP), which enables the participants to reinvest their dividends in common shares of the Company at a 2% discount to market price.
- For the three months ended March 31, 2017, the Company retained \$14 million (2016 - \$5 million) of cash in respect of reinvested dividends, representing an average participation rate of 22.9% (2016 - 10.8%) in the DRIP.

Investing Activities

- Proceeds of \$14 million (2016 - \$5 million) from the Company's common share issuances under the DRIP for the three months ended March 31, 2017 were used to subscribe for 0.4 million (2016 - 0.2 million) Fund Units.
- Also included in investing activities are advances to and repayments from a subsidiary corporation of EIPLP pursuant to a subordinated demand loan. These activities are considered related party transactions.

SELECTED QUARTERLY FINANCIAL INFORMATION

	2017		2016			2015		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
<i>(millions of Canadian dollars, except per share amounts)</i>								
Revenues	68	67	67	68	52	42	33	34
Earnings	67	67	66	67	52	41	35	31
Earnings per common share	0.54	0.54	0.53	0.57	0.54	0.47	0.51	0.43
Diluted earnings per common share	0.53	0.54	0.53	0.54	0.53	0.46	0.50	0.43
Dividends declared, per common share	0.5133	0.4665	0.4665	0.4665	0.4665	0.4242	0.3984	0.3855

- In January 2017, the Company increased its dividend per common share by 10% to \$0.1711 per month effective with the January dividend as a result of the anticipated growth in distributions from the Fund.
- In April 2016, the Company subscribed for 25.4 million Fund Units with proceeds from the Company's issuance of common shares to the public and Enbridge, which increased the total Fund Units owned by the Company to 122.9 million at that time. The incremental ownership of the Fund Units increased the amount of distributions received on the Fund Units and, therefore, increased the Company's revenues and earnings.
- In January 2016, the Company increased its dividend per common share by 10% to \$0.1555 per month effective with the January dividend.
- In November 2015, the Company subscribed for 26.8 million Fund Units with proceeds from the Company's issuance of common shares to the public and Enbridge, which increased the total Fund Units owned by the Company from 70.4 million to 97.2 million. The incremental ownership of Fund Units increased the amount of distributions received on the Fund Units and, therefore, increased the Company's revenues and earnings.
- In September 2015, the Company increased its dividend per common share by 10% to \$0.1414 per month effective with the September dividend.
- EIPLP Class C units, ECT Preferred Units and Fund Units held by Enbridge, directly and indirectly, may be exchanged into ENF common shares, subject to certain restrictions, creating potential dilution of the Company's earnings per common share.

OUTSTANDING SHARE DATA

As at April 28, 2017, 146,412,778 common shares and one special voting share of the Company were issued and outstanding.

STATEMENTS OF COMPREHENSIVE INCOME/(LOSS)

Three months ended March 31,	2017	2016
<i>(unaudited; millions of Canadian dollars, except per share amounts)</i>		
Distribution and other income	68	52
Income taxes <i>(Note 5)</i>	(1)	-
Earnings	67	52
Other comprehensive income/(loss)		
Unrealized fair value change in available-for-sale investment <i>(Note 3)</i>	(205)	145
Income tax recovery/(expense) <i>(Note 5)</i>	28	(20)
Other comprehensive income/(loss)	(177)	125
Comprehensive income/(loss)	(110)	177
Basic earnings per common share <i>(Note 4)</i>	0.54	0.54
Diluted earnings per common share <i>(Note 4)</i>	0.53	0.53

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

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Three months ended March 31, <i>(unaudited; millions of Canadian dollars)</i>	2017	2016
Share capital		
Common shares		
Balance at beginning of period	2,984	2,217
Dividend reinvestment and share purchase plan <i>(Note 4)</i>	14	5
	2,998	2,222
Special voting share	-	-
Balance at end of period	2,998	2,222
Share premium	192	192
Retained earnings		
Balance at beginning of period	82	49
Earnings	67	52
Common share dividends declared	(64)	(45)
Balance at end of period	85	56
Accumulated other comprehensive income		
Balance at beginning of period	915	229
Other comprehensive income/(loss)	(177)	125
Balance at end of period	738	354
Total shareholders' equity	4,013	2,824

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

STATEMENTS OF CASH FLOWS

Three months ended March 31, <i>(unaudited; millions of Canadian dollars)</i>	2017	2016
Operating activities		
Earnings	67	52
Deferred income tax expense	1	-
Changes in operating assets and liabilities	-	(4)
	68	48
Financing activities		
Common share dividends paid	(49)	(39)
	(49)	(39)
Investing activities		
Purchase of Enbridge Income Fund trust units	(14)	(5)
Demand loan advances to affiliate	(14)	(12)
Demand loan repayments from affiliate	10	8
	(18)	(9)
Increase in cash and cash equivalents	1	-
Cash and cash equivalents at beginning of period	-	-
Cash and cash equivalents at end of period	1	-
Supplementary cash flow information		
Income taxes paid	1	1

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

STATEMENTS OF FINANCIAL POSITION

	March 31, 2017	December 31, 2016
<i>(unaudited; millions of Canadian dollars)</i>		
Assets		
Current assets		
Cash	1	-
Accounts receivable and other	-	1
Demand loan due from affiliate	82	78
Income taxes receivable	3	2
Distributions receivable	22	22
	108	103
Investment in Enbridge Income Fund <i>(Notes 3 and 6)</i>	4,044	4,235
	4,152	4,338
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and other	1	1
Dividends payable	21	20
	22	21
Deferred income taxes	117	144
	139	165
Shareholders' equity		
Share capital	2,998	2,984
Share premium	192	192
Retained earnings	85	82
Accumulated other comprehensive income	738	915
	4,013	4,173
Total Liabilities and shareholders' equity	4,152	4,338

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

NOTES TO THE INTERIM FINANCIAL STATEMENTS

(unaudited)

1. GENERAL BUSINESS DESCRIPTION

Enbridge Income Fund Holdings Inc. (ENF or the Company) is a publicly traded corporation, incorporated on March 26, 2010 under the laws of the Province of Alberta. The Company's common shares commenced trading on the Toronto Stock Exchange on December 21, 2010. The Company holds an investment in Enbridge Income Fund (the Fund), which is an unincorporated open-ended trust established by a trust indenture under the laws of the Province of Alberta. The Company's registered office is 200, 425 – 1st Street SW, Calgary, Alberta, Canada.

The business of the Company is limited to its investment in the Fund. The Fund, through its indirect investment in Enbridge Income Partners LP (EIPLP), is involved in the transportation, storage and generation of energy. EIPLP owns interests in liquids transportation and storage assets, including the Canadian Mainline, the Regional Oil Sands System, a 50% interest in the Alliance Pipeline, which transports natural gas from Canada to the United States, and interests in renewable and alternative power generation assets.

2. BASIS OF PREPARATION

These unaudited interim condensed financial statements have been prepared using the same accounting policies as those used in the Company's annual financial statements for the year ended December 31, 2016 and are prepared in accordance with International Financial Reporting Standards (IFRS). These interim financial statements comply with International Accounting Standard 34, Interim Financial Reporting and accordingly do not include all disclosures required for annual financial statements and should be read in conjunction with the financial statements and notes thereto for the year ended December 31, 2016.

Amounts are stated in Canadian dollars, the Company's functional and presentation currency, unless otherwise indicated.

These financial statements were authorized for issuance by the Board of Directors of the Company on May 11, 2017.

3. INVESTMENT IN ENBRIDGE INCOME FUND

At March 31, 2017, the Company owned 124.6 million units (December 31, 2016 - 124.2 million), or 57.0% (December 31, 2016 - 56.9%), of the Fund's issued and outstanding ordinary trust units (Fund Units).

	Three months ended March 31, 2017	Year ended December 31, 2016
<i>(millions of Canadian dollars)</i>		
Balance at beginning of period	4,235	2,675
Investment acquired	14	767
Fair value change for the period	(205)	793
Balance at end of period	4,044	4,235

DISTRIBUTION INCOME

The Fund declared distributions on a monthly basis at a rate of \$0.1792 (2016 - \$0.1792) per unit during the three month period ended March 31, 2017 or \$67 million (2016 - \$52 million) in aggregate to the Company.

SUMMARIZED FINANCIAL INFORMATION¹

Summarized financial information of the Fund, derived from the Fund's financial statements prepared in accordance with generally accepted accounting principles in the United States of America (U.S. GAAP), was as follows:

Three months ended March 31,	2017	2016
<i>(millions of Canadian dollars)</i>		
Income from equity investments	92	238
Earnings	74	216
Other comprehensive income/(loss)	(4)	(126)
Total comprehensive income	70	90
Current assets ²	966	725
Non-current assets ²	2,489	2,521
Current liabilities ²	472	458
Non-current liabilities ²	2,307	2,100

¹ Summarized financial information of the Fund is prepared in accordance with U.S. GAAP as such the results may have been different had they been prepared in accordance with IFRS.

² As at March 31, 2017 and December 31, 2016.

4. SHARE CAPITAL AND SHARE PREMIUM

DIVIDENDS

The Company declared monthly dividends of \$0.1711 (2016 - \$0.1555) per share for each month during the three-month period ended March 31, 2017, which were paid in the following month.

On April 17, 2017, the Company announced that the Board of Directors has declared a monthly dividend of \$0.1711 per share to be paid on May 15, 2017 to shareholders of record on May 1, 2017. On May 11, 2017, the Company announced a monthly dividend of \$0.1711 per share to be paid on June 15, 2017 to shareholders of record on May 31, 2017.

DIVIDEND REINVESTMENT AND SHARE PURCHASE PLAN

The Company's shareholders are able to participate in the Dividend Reinvestment and Share Purchase Plan (DRIP). The DRIP enables the participants to reinvest their dividends in common shares of the Company at a 2% discount to market price and to make additional optional cash payments to purchase common shares at the market price, free of brokerage or other charges. The issuance of common shares from treasury for dividends reinvested pursuant to the DRIP enables the Company to retain cash which it in turn uses to purchase additional Fund Units. For the three months ended March 31, 2017, the Company retained \$14 million (2016 - \$5 million) of cash in respect of reinvested dividends. The Company used the proceeds from the DRIP to purchase 0.4 million (2016 - 0.2 million) Fund Units.

EARNINGS PER COMMON SHARE

Basic

Earnings per common share is calculated by dividing earnings by the weighted average number of common shares outstanding.

Diluted

In the third quarter of 2015, securities were issued by the Fund and EIPLP to Enbridge Inc. (Enbridge) which have exchange rights into common shares of the Company. In addition, the terms of existing Fund Units and ECT preferred units were amended to include exchange rights into common shares of the Company. If the securities were exchanged into common shares of the Company, the Company would subscribe for the same number of additional Fund Units which would increase the Company's distribution income.

Weighted average shares outstanding used to calculate basic and diluted earnings per share are as follows:

Three months ended March 31, <i>(millions of Canadian dollars, except per share amounts)</i>	2017	2016
Numerator		
Earnings	67	52
Dilutive effect of convertible securities	331	334
Numerator for diluted earnings per share	398	386
Denominator <i>(millions of shares)</i>		
Weighted average number of shares outstanding	124	97
Dilutive effect of convertible securities		
Fund Units	94	94
ECT preferred units	88	88
EIPLP Class C units	443	443
Denominator for diluted earnings per share	749	722
Earnings per share		
Basic	0.54	0.54
Diluted	0.53	0.53

5. INCOME TAXES

The Company incurred minimal current income taxes for the three months ended March 31, 2017 and 2016. Income tax on distribution income is accrued in interim periods based on the estimated annual taxability and return of capital component of the distribution. Deferred income tax expense for the three months ended March 31, 2017 was \$1 million (2016 – nil).

Other comprehensive income/(loss) included \$28 million of deferred income tax recovery (2016 - \$20 million expense) for the three months ended March 31, 2017 related to the change in the difference between the accounting and tax bases of the investment in the Fund.

6. FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of financial instruments reflects the Company's best estimates of market value based on valuation techniques, supported by observable market prices where available. The fair value of loans and receivables and other financial liabilities approximate their carrying value due to the short period to maturity.

The Company 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 Company did not have any financial instruments categorized as Level 1 as at March 31, 2017 or December 31, 2016.

LEVEL 2

Level 2 includes financial instrument valuations determined using directly or indirectly observable inputs other than quoted prices included within Level 1. The fair value measurement of the investment in the Fund is classified as Level 2, as the valuation technique references the quoted market price of the Company's common shares, and adjusts for assets and liabilities not applicable to the Fund. At March 31, 2017, the Company's investment in the Fund had a fair value of \$4.0 billion (December 31, 2016 - \$4.2 billion).

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 Company did not have any financial instruments categorized as Level 3 as at March 31, 2017 or December 31, 2016.

The Company's policy is to recognize transfers as at the last day of the reporting period. There were no transfers between levels as at March 31, 2017 and December 31, 2016.

7. SUBSEQUENT EVENTS

On April 18, 2017, Enbridge completed the secondary offering of 17,347,750 ENF common shares at a price of \$33.15 per share to the public for gross proceeds to Enbridge of approximately \$0.6 billion (the Secondary Offering).

Immediately prior to the closing of the Secondary Offering, Enbridge exchanged 21,657,617 Fund Units for an equivalent amount of common shares of ENF. In order to maintain its 19.9% interest in ENF, Enbridge retained 4,309,867 of the common shares issued pursuant to such exchange and sold the remaining balance under the Secondary Offering. ENF did not receive any proceeds from the Secondary Offering and Enbridge paid all expenses and fees associated with the Secondary Offering. Upon closing of the transaction, Enbridge's economic interest in EIPLP, ECT, the Fund and the Company decreased from 86.9% to 84.6% and ENF's economic interest in EIPLP, ECT and the Fund increased from 16.4% to 19.2%.

MANAGEMENT'S DISCUSSION & ANALYSIS FOR THE THREE MONTHS ENDED MARCH 31, 2017

This Management's Discussion and Analysis (MD&A) dated May 11, 2017 should be read in conjunction with the unaudited financial statements and notes thereto of Enbridge Income Fund (the Fund) as at and for the three months ended March 31, 2017, prepared in accordance with generally accepted accounting principles in the United States of America (U.S. GAAP). It should also be read in conjunction with the Fund's audited financial statements and notes thereto and MD&A for the year ended December 31, 2016.

The Fund is a member of the Fund Group, which also includes Enbridge Commercial Trust (ECT), Enbridge Income Partners LP (EIPLP) and the subsidiaries and investees of EIPLP. The Fund owns a direct investment in ECT and an indirect investment in EIPLP. The financial performance of the Fund is underpinned by the results of EIPLP, which directly holds the underlying operating entities of the Fund Group. Enbridge Inc. (Enbridge), through its wholly-owned subsidiary Enbridge Management Services Inc. (the Manager), is responsible for the operations and day-to-day management of the Fund Group. The Manager also provides administrative and general support services to the Fund Group.

The Fund is an unincorporated open-ended trust established by a trust indenture under the laws of the Province of Alberta. The Fund, through its indirect investment in EIPLP, is involved in the transportation, storage and generation of energy. EIPLP owns interests in liquids transportation and storage assets, including the Canadian Mainline, the Regional Oil Sands System, a 50% interest in the Alliance Pipeline, which transports natural gas from Canada to the United States, and interests in renewable and alternative power generation assets.

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. Additional information related to EIPLP, including its financial statements and MD&A, is also available on SEDAR under the Fund's profile.

ENBRIDGE INCOME FUND PERFORMANCE OVERVIEW

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars, except per unit amounts)</i>		
Earnings	74	216
Cash flow data		
Cash provided by operating activities	122	153
Cash used in investing activities	(233)	(62)
Cash provided by/(used in) financing activities	113	(91)
Distributions		
Fund Unit distributions declared	118	103
Fund Unit distribution per unit	0.5376	0.5376

EARNINGS

The Fund's earnings are primarily comprised of income from its indirect investment in EIPLP, reduced by incentive fees and preferred distributions paid to Enbridge by ECT. Earnings were \$74 million for the first quarter of 2017 compared with \$216 million for the first quarter of 2016.

The Fund's equity investment earnings were impacted by a number of unusual, non-recurring or non-operating factors in EIPLP's earnings, the most noteworthy of which related to changes in unrealized derivative fair value gains and losses.

Excluding the impact of unusual, non-recurring or non-operating factors, the Fund's indirect equity earnings of EIPLP decreased due to weaker contributions from its Liquids Pipelines segment resulting from a lower quarter-over-quarter average Canadian Mainline International Joint Tariff (IJT) Residual Benchmark Toll and a lower foreign exchange hedge rate used to record Canadian Mainline revenues. This decrease was partially offset by stronger contributions from its Gas Pipelines segments. For more information, refer to *Non-GAAP Measures – Enbridge Income Partners LP Performance Overview – EIPLP Adjusted EBIT*.

CASH FLOWS

Cash provided by operating activities was \$122 million for the three months ended March 31, 2017 compared to \$153 million for the three months ended March 31, 2016. The Fund's cash from operating activities is derived primarily from distributions received from ECT. These are underpinned by distributions from EIPLP and reflect the impacts to earnings, discussed above. In the first quarter of 2017, distributions paid by ECT to the Fund were \$49 million higher than the equity earnings recognized by the Fund from ECT.

Cash used in investing activities and cash provided by financing activities for the first quarter of 2017 compared to the first quarter of 2016 reflected an increase in demand notes issued to ECT, increased draws on the credit facility and increased distributions on ordinary trust units of the Fund (Fund Units) due to the increased number of Fund Units outstanding following the issuance to Enbridge Income Fund Holdings Inc. (ENF) in April 2016.

DISTRIBUTIONS

The Fund pays monthly distributions to its unitholders. Distributions for the three months ended March 31, 2017 were declared monthly at a quarterly aggregate rate of \$0.5376 per unit representing total distributions of \$118 million. Distributions for the three months ended March 31, 2016 were declared monthly at a quarterly aggregate rate of \$0.5376 per unit representing total distributions of \$103 million. The increase in distributions resulted from the increased number of Fund Units outstanding in the first quarter of 2017 discussed above.

RECENT DEVELOPMENTS

On April 18, 2017, Enbridge completed the secondary offering of 17,347,750 ENF common shares at a price of \$33.15 per share to the public for gross proceeds to Enbridge of approximately \$0.6 billion (the Secondary Offering).

Immediately prior to the closing of the Secondary Offering, Enbridge exchanged 21,657,617 Fund Units for an equivalent amount of common shares of ENF. In order to maintain its 19.9% interest in ENF, Enbridge retained 4,309,867 of the common shares issued pursuant to such exchange and sold the remaining balance under the Secondary Offering. ENF did not receive any proceeds from the Secondary Offering and Enbridge paid all expenses and fees associated with the Secondary Offering. Upon closing of the transaction, Enbridge's economic interest in the Fund Group and ENF decreased from 86.9% to 84.6% and ENF's economic interest in the Fund Group increased from 16.4% to 19.2%.

FORWARD-LOOKING INFORMATION

Forward-looking information, or forward-looking statements, have been included in this MD&A to provide information about the Fund Group, including management's assessment of future plans and operations of the Fund Group. 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", "likely" and similar words suggesting future outcomes or statements regarding an outlook. Forward-looking information or statements included or incorporated by reference in this document include, but are not limited to, statements with respect to the following: earnings/(loss) or adjusted earnings/(loss), earnings before interest and taxes (EBIT) or adjusted EBIT; available cash flow from operations (ACFFO); cash flows; future distributions to the Fund by ECT; use of proceeds from the sale of Fund Units; taxation of distributions; future distributions and distribution targets; in-service dates for announced projects and projects under construction; capital expenditures; capital requirements through 2017; organic growth opportunities beyond secured projects; costs related to announced projects and projects under construction; in-service dates for announced projects and projects under construction; commodity prices; supply forecasts; impact of hedging program; and sources of liquidity and sufficiency of financial resources.

Although the Fund believes 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 following: supply of and demand for crude oil, natural gas, natural gas liquids (NGL) and renewable energy; prices of crude oil, natural gas, NGL and renewable energy; exchange rates; inflation; Canadian pipeline export capacity; levels of competition; interest rates; availability and price of labour and construction materials; operational reliability; customer and regulatory approvals; maintenance of support and regulatory approvals for the Fund Group's projects; anticipated in-service dates; weather; the Fund Group's credit ratings; capital project funding; earnings/(loss) or adjusted earnings/(loss); EBIT or adjusted EBIT; cash flows and ACFFO; and distributions. Assumptions regarding the expected supply of and demand for crude oil, natural gas, NGL and renewable energy, and the prices of these commodities, are material to and underlie all forward-looking statements. These factors are relevant to all forward-looking statements as they may impact current and future level of demand for the Fund Group's services. Similarly, exchange rates, inflation and interest rates impact the economies and business environments in which the Fund Group operates and may impact level of demand for the Fund Group's 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 earnings/(loss), adjusted earnings/(loss), EBIT, adjusted EBIT, ACFFO, cash flows and distributions. The most relevant assumptions associated with forward-looking statements on announced projects and projects under construction, including completion dates and capital expenditures include the following: availability and price of labour and construction materials; effects of inflation and foreign exchange rates on labour and material costs; effects of interest rates on borrowing costs; and impact of weather and customer, government and regulatory approvals on construction and in-service schedules and cost recovery regimes.

The Fund Group's forward-looking statements are subject to risks and uncertainties pertaining to future distributions, operating performance, regulatory parameters, project approval and support, renewals of rights of way, weather, economic and competitive conditions, public opinion, changes in tax laws and tax rates, exchange rates, interest rates, commodity prices, political decisions and supply of and demand for commodities, including but not limited to those risks and uncertainties discussed in this MD&A and in the Fund Group'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 Group's future course of action depends on management's assessment of all information available at the relevant time. Except to the extent required by applicable 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 Group or persons acting on the Fund Group's behalf, are expressly qualified in their entirety by these cautionary statements.

NON-GAAP MEASURES

This MD&A contains references to the Fund's adjusted earnings, EIPLP adjusted EBIT and EIPLP available cash flow from operations (EIPLP ACFFO). The Fund's adjusted earnings represent the Fund's earnings adjusted for unusual, non-recurring or non-operating factors, including unusual, non-recurring or non-operating factors underpinning the Fund's indirect equity earnings of EIPLP. EIPLP adjusted EBIT represent EIPLP's earnings before interest and income taxes, respectively, adjusted for unusual, non-recurring or non-operating factors on a consolidated basis. These factors, referred to as adjusting items, are reconciled and discussed in *Non-GAAP Reconciliation – Fund Earnings to Fund Adjusted Earnings* and *Enbridge Income Partners LP Performance Overview*.

EIPLP ACFFO represents EIPLP's cash available to fund distributions on EIPLP Class A and EIPLP Class C units, as well as for debt repayments and reserves. EIPLP ACFFO consists of EIPLP adjusted EBIT further adjusted for non-cash items, representing cash flow from EIPLP's underlying businesses, less deductions for maintenance capital expenditures, interest expense, applicable taxes and further adjusted for unusual, non-recurring or non-operating factors not indicative of the underlying or sustainable cash flows of the business. EIPLP ACFFO is important to unitholders as the Fund Group's objective is to provide a predictable flow of distributions to unitholders.

The Manager believes the presentation of the Fund's adjusted earnings, EIPLP adjusted EBIT and EIPLP ACFFO give useful information to investors and unitholders as they provide increased transparency and insight into the performance of the Fund Group. The Manager uses the Fund's adjusted earnings, EIPLP adjusted EBIT and EIPLP ACFFO to set targets, including the distribution payout target, and to assess the performance of the Fund Group. The Fund's adjusted earnings, EIPLP adjusted EBIT and EIPLP ACFFO are not measures that have standardized meanings prescribed by U.S. GAAP and are not U.S. GAAP measures. Therefore, these measures may not be comparable with similar measures presented by other issuers.

The tables below summarize the reconciliation of the GAAP and non-GAAP measures.

NON-GAAP RECONCILIATION – EARNINGS TO ADJUSTED EARNINGS

	Three months ended	
	March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Earnings	74	216
Adjusted earnings:		
Adjusting items at EIPLP ¹	(55)	(175)
Adjusted earnings	19	41

¹ Represents ECT's portion of the unusual, non-recurring or non-operating items within earnings of EIPLP.

Adjusted earnings for the three months ended March 31, 2017 were \$19 million compared with \$41 million for the three months ended March 31, 2016. The Fund's adjusted earnings were impacted by the same factors impacting earnings, discussed in *Enbridge Income Fund Performance Overview – Earnings*.

ENBRIDGE INCOME PARTNERS LP PERFORMANCE OVERVIEW

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars, except per unit amounts)</i>		
Earnings before interest and income taxes	619	1,097
Changes in unrealized derivative value (gains)/losses	(165)	(614)
Other	10	70
EIPLP adjusted EBIT¹	464	553
EIPLP ACFFO¹	475	569
Distributions		
Class A Unit distributions declared to ECT	220	199
Class A Unit distribution per unit	0.5760	0.5585

¹ EIPLP adjusted EBIT and EIPLP ACFFO are non-GAAP measures that do not have a standardized meaning prescribed by U.S. GAAP. For more information, see Non-GAAP Measures.

EIPLP Adjusted EBIT

The decrease in EIPLP adjusted EBIT quarter-over-quarter is primarily attributable to lower contributions from the Liquids Pipelines segment, which was partially offset by stronger contributions from the Gas Pipelines segment, primarily due to higher revenues resulting from strong demand for seasonal firm service.

Adjusted EBIT for Liquids Pipelines in the first quarter of 2017 was lower than the comparable period in 2016, mainly attributable to a lower quarter-over-quarter average Canadian Mainline IJT Residual Benchmark Toll and a lower foreign exchange hedge rate used to record Canadian Mainline revenues. The IJT Benchmark Toll and its components are set in United States dollars and the majority of EIPLP's foreign exchange risk on Canadian Mainline revenues is hedged. The effective hedge rate for the translation of Canadian Mainline United States dollar transactional revenues for the first quarter of 2017 was \$1.04 compared with \$1.11 for the corresponding period in 2016. Adjusted EBIT for the balance of the year will reflect the positive effect of an increase in Canadian Mainline IJT Residual Benchmark Toll from US\$1.47 to US\$1.62 effective April 1, 2017.

EIPLP ACFFO

EIPLP's ACFFO decreased to \$475 million for the three months ended March 31, 2017 from \$569 million in the comparable period of 2016. Similar to adjusted EBIT, the decrease in ACFFO was driven by weaker contributions from EIPLP's Liquids Pipelines segment due to a lower quarter-over-quarter average Canadian Mainline IJT Residual Benchmark Toll and a lower foreign exchange hedge rate used to record Canadian Mainline revenues.

EIPLP Distributions

EIPLP declares distributions to its partners on a monthly basis. The period-over-period increase in the distributions declared to ECT is a result of the increased distribution rate on Class A units for the first quarter of 2017 compared to the first quarter of 2016 as well as an increase in Class A units outstanding following the issuance to ECT in April 2016. The distributions received by ECT are used to fund incentive fees paid to Enbridge and distributions payable to its unitholders, Enbridge and the Fund.

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 one year without having to access long-term capital markets.

BANK CREDIT AND LIQUIDITY

Long-term debt consists of MTNs and a committed credit facility. As at March 31, 2017, the Fund had a \$1,500 million committed credit facility, of which \$435 million (December 31, 2016 - \$225 million) was drawn and letters of credit totalling \$11 million (December 31, 2016 - \$11 million) were issued, leaving \$1,054 million (December 31, 2016 - \$1,264 million) unutilized. The Fund must adhere to covenants under its credit facility agreement, including covenants that limit outstanding debt to a percentage of the Fund's and EIPLP's capitalization. The Fund was in compliance with all covenants as at March 31, 2017.

SOURCES AND USES OF CASH

The Fund's primary uses of cash are distributions to unitholders, investments, administrative expense and interest and principal repayments on the Fund's long-term debt. Liquidity can be met through a variety of sources including cash distributions from ECT, new offerings of debt and equity, draws under the Fund's committed standby credit facilities, as well as loans from affiliates. In April 2017, the Fund filed a shelf prospectus for MTNs with Canadian securities regulators, which will enable ready access to Canadian public capital markets, subject to market conditions.

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Operating activities	122	153
Investing activities	(233)	(62)
Financing activities	113	(91)
Increase in cash and cash equivalents	2	-

Operating Activities

- Distributions received from the Fund's indirect investment in EIPLP were consistent period-over-period, though cash provided by operating activities decreased in the first quarter of 2017 due to timing of working capital payments.

Investing Activities

- The increase in cash used in investing activities was due to an increase in demand notes issued to ECT in the first quarter of 2017.

Financing Activities

- In the first quarter of 2017, the Fund made net draws on the credit facility of \$210 million (2016 - nil).
- For the three months ended March 31, 2017, ENF retained approximately \$14 million (2016 - \$5 million) of cash in respect of reinvested dividends from its Dividend Reinvestment and Share Purchase Plan and used the proceeds to purchase 0.4 million (2016 - 0.2 million) Fund Units. It is expected that proceeds from Fund Unit issuances will ultimately be used to fund the secured capital growth projects associated with the Canadian liquids pipeline assets owned by EIPLP.
- The increase in cash provided by financing activities were partially offset by higher distributions on Fund Units due to the increased number of Fund Units outstanding following the issuance to ENF in April 2016.

ANALYSIS OF CASH DISTRIBUTIONS DECLARED

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Cash provided by operating activities	122	153
Earnings	74	216
Cash distributions declared	118	103
Excess of cash provided by operating activities over cash distributions declared	4	50
Excess/(shortfall) of earnings over cash distributions declared	(44)	113

For the three months ended March 31, 2017, cash provided by operating activities exceeded cash distributions declared by \$4 million (2016 - \$50 million), which is primarily attributable to cash distributions received from the Fund's equity investments discussed above. Cash distributions received from the Fund's investments is the primary source of cash flow the Fund uses to pay distributions to its unitholders and service its long-term debt.

Earnings were \$44 million less than cash distributions for the three months ended March 31, 2017 (2016 - \$113 million excess). Earnings reflected non-cash items such as income from equity investments for the first quarter of 2017.

QUARTERLY FINANCIAL INFORMATION

	2017		2016			2015		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3 ¹	Q2
<i>(millions of Canadian dollars)</i>								
Revenues	-	-	-	-	-	-	73	112
Income from equity investments ²	92	477	27	5	238	28	1	47
Earnings/(loss)	74	446	5	(19)	216	2	14	34
Cash distributions received in excess of/(less than) equity earnings	49	(85)	102	123	(98)	100	78	(9)
Cash distributions declared	118	117	117	117	103	86	79	79
Cash distributions declared per unit	0.5376	0.5376	0.5376	0.5376	0.5376	0.4723	0.4723	0.4723

¹ The third quarter of 2015 includes one month accounted for on a consolidated basis and two months accounted for on an equity method basis as a result of the Accounting Impacts, as discussed below.

² Includes income from the Fund's investment in ECT subsequent to the close of the 2015 Transaction and income from the Fund's investment in Alliance Pipeline prior to the close of the 2015 Transaction recorded within Income from equity investment in ECT and Income from other equity investments on the Statements of Earnings.

On September 1, 2015, EIPLP acquired 100% interests in entities holding certain Canadian liquids pipelines, storage and renewable energy assets from Enbridge and certain of its subsidiaries (the 2015 Transaction).

The 2015 Transaction resulted in changes to the Fund's method of accounting for its investments in ECT and EIPLP from consolidation accounting to the equity method of accounting due to certain ownership and governance changes (the Accounting Impacts). These changes were applied prospectively from September 1, 2015, the closing date of the 2015 Transaction. Quarterly information presented for periods prior to the close of the 2015 Transaction on September 1, 2015 are presented on a consolidated basis and quarterly information presented for periods subsequent to the close of the 2015 Transaction are presented on an equity method basis. Further, cash distributions declared prior to September 1, 2015 include distributions on both the Fund Units and preferred units of ECT. Subsequent to September 1, 2015, cash distributions declared include only distributions on the Fund Units.

Several factors impact comparability of the Fund's financial results on a quarterly basis through its indirect investment in EIPLP, including, but not limited to, fluctuations in market prices such as foreign exchange rates and commodity prices, disposals of investments or assets and the timing of in-service dates of new projects.

EIPLP actively manages its exposure to market risks including, but not limited to, interest rates, commodity prices and foreign exchange rates. To the extent derivative instruments used to manage these risks are non-qualifying for the purposes of applying hedge accounting, changes in unrealized fair value gains and losses on these instruments will impact earnings.

In addition to the impacts of changes in unrealized gains and losses outlined above, significant items that have impacted quarterly financial information are as follows:

- The fourth quarter of 2016 includes the sale of South Prairie Region assets, which closed on December 1, 2016 resulting in a pre-tax gain of \$850 million within EIPLP. Following the sale, a one-time cash distribution of \$264 million was received from ECT.
- The second quarter of 2016 includes reduced equity earnings from EIPLP due to the northeastern Alberta wildfires. Also in the second quarter of 2016, the Fund issued 25.4 million Fund Units increasing the total cash distributions declared.
- In the first quarter of 2016, the monthly Fund Unit distribution rate increased to \$0.1792 commencing with the January 2016 distribution.
- In the third quarter of 2015, revenues and earnings for the period decreased due to the Accounting Impacts.

RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

Maintaining a reliable and low risk business model is central to the Fund Group's objective of paying out a predictable cash flow to unitholders. The Fund Group actively manages both financial and non-financial risk exposures. The Fund Group performs an annual corporate risk assessment to identify all potential risks. Risks are ranked based on severity and likelihood both before and after mitigating actions. In addition, the Fund Group has adopted a Cash Flow at Risk (CFAR) policy to manage exposure to movements in interest rates, foreign exchange rates and commodity prices. CFAR is a statistically derived measurement that quantifies the maximum adverse impact on cash flows over a specified period of time within a pre-defined level of statistical confidence. The Fund Group's CFAR limit has been set at 2.5% of forward annual ACFFO of the Fund Group.

The Fund's earnings, cash flows and other comprehensive income/(loss) (OCI) are subject to movements in interest rates. The Fund uses a combination of qualifying and non-qualifying derivative instruments to manage these risks. Refer to the Fund's 2016 Annual MD&A for further details on financial instrument risk management.

THE 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 earnings and comprehensive income.

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Amount of unrealized loss recognized in OCI		
Interest rate contracts	(9)	(67)
Amount of loss reclassified from Accumulated other comprehensive income (AOCI) to earnings <i>(effective portion)</i>		
Interest rate contracts ¹	1	1
Amount of loss reclassified from AOCI to earnings <i>(ineffective portion and amount excluded from effectiveness testing)</i>		
Interest rate contracts ¹	1	-

¹ Reported within Interest expense in the 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 its indirect investment in EIPLP, draws under committed credit facilities, issuance of MTNs and the issuance of Fund Units. In April 2017, the Fund filed a shelf prospectus for MTNs with Canadian securities regulators, which will enable ready access to Canadian public capital markets, subject to market conditions. Additional liquidity, if necessary, is expected to be available through intercompany transactions with Enbridge or other related entities.

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 credit exposure limits and contractual requirements, netting arrangements and ongoing monitoring of counterparty credit exposure using external credit rating services and other analytical tools. Refer to the Fund's 2016 Annual MD&A for further details on the Fund's credit risk management.

CHANGES IN ACCOUNTING POLICIES

ADOPTION OF NEW STANDARDS

Clarifying the Definition of a Business in an Acquisition

Effective January 1, 2017, the Fund early adopted Accounting Standards Update (ASU) 2017-01 on a prospective basis. The new standard was issued with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (disposals) of assets or businesses. The adoption of the pronouncement did not have a material impact on the Fund's financial statements.

Accounting for Intra-Entity Asset Transfers

Effective January 1, 2017, the Fund early adopted ASU 2016-16 on a modified retrospective basis. The new standard was issued with the intent of improving the accounting for the income tax consequences of intra-entity asset transfers other than inventory. Under the new guidance, an entity should recognize the income tax consequences of an intra-entity transfer of an asset, other than inventory, when the transfer occurs. The adoption of the pronouncement did not have a material impact on the Fund's financial statements.

FUND OWNERSHIP

The following table presents ownership of the Fund:

	As at April 28, 2017
<i>(number of Fund Units outstanding)</i>	
Held by Enbridge	72,492,383
Held by ENF	146,412,778
	<u>218,905,161</u>

STATEMENTS OF EARNINGS

	Three months ended March 31,	
	2017	2016
<i>(unaudited; millions of Canadian dollars)</i>		
Income from equity investment in Enbridge Commercial Trust <i>(Note 3)</i>	92	238
Operating and administrative expense	-	(1)
Other income	-	1
Other income - affiliate	6	4
Interest expense	(24)	(26)
Earnings attributable to unitholders	74	216

See accompanying notes to the unaudited interim financial statements.

STATEMENTS OF COMPREHENSIVE INCOME

	Three months ended	
	March 31,	
	2017	2016
<i>(unaudited; millions of Canadian dollars)</i>		
Earnings	74	216
Other comprehensive income/(loss)		
Change in unrealized loss on cash flow hedges <i>(Note 4)</i>	(7)	(67)
Other comprehensive income/(loss) from equity investee <i>(Note 3)</i>	3	(60)
Reclassification to earnings of realized cash flow hedges <i>(Note 4)</i>	1	1
Reclassification to earnings of unrealized cash flow hedges <i>(Note 4)</i>	(1)	-
Other comprehensive loss	(4)	(126)
Comprehensive income attributable to unitholders	70	90

See accompanying notes to the unaudited interim financial statements.

STATEMENTS OF CHANGES IN UNITHOLDERS' EQUITY

	Three months ended March 31,	
	2017	2016
<i>(unaudited; millions of Canadian dollars)</i>		
Deficit		
Balance at beginning of period	(6,575)	(5,171)
Earnings attributable to unitholders	74	216
Distributions to trust unitholders	(118)	(103)
Redemption value adjustment attributable to trust units <i>(Note 5)</i>	360	(285)
Equity investment dilution gain, net <i>(Note 3)</i>	22	16
Adjustment to Enbridge Income Partners LP's excess purchase price over historical carrying value acquired <i>(Note 3)</i>	-	(6)
Balance at end of period	(6,237)	(5,333)
Accumulated other comprehensive loss		
Balance at beginning of period	(182)	(108)
Other comprehensive loss	(4)	(126)
Balance at end of period	(186)	(234)
Total unitholders' deficit	(6,423)	(5,567)

See accompanying notes to the unaudited interim financial statements.

STATEMENTS OF CASH FLOWS

	Three months ended March 31,	
	2017	2016
<i>(unaudited; millions of Canadian dollars)</i>		
Operating activities		
Earnings	74	216
Cash distributions in excess of/(less than) equity earnings	49	(98)
Other	-	1
Changes in operating assets and liabilities	(1)	34
	122	153
Investing activities		
Affiliate loans, net	(233)	(62)
	(233)	(62)
Financing activities		
Net change in bank indebtedness	7	3
Net change in credit facility draws	210	-
Trust units issued <i>(Note 5)</i>	14	5
Trust unit distributions declared	(118)	(103)
Change in distributions payable	-	4
	113	(91)
Increase in cash and cash equivalents	2	-
Cash and cash equivalents at beginning of period	6	-
Cash and cash equivalents at end of period	8	-

See accompanying notes to the unaudited interim financial statements.

STATEMENTS OF FINANCIAL POSITION

	March 31, 2017	December 31, 2016
<i>(unaudited; millions of Canadian dollars)</i>		
Assets		
Current assets		
Cash and cash equivalents	8	6
Demand notes receivable from Enbridge Commercial Trust	887	654
Accounts receivable from affiliates	52	45
Other accounts receivable	-	1
Current portion of derivative assets <i>(Note 4)</i>	1	1
Current portion of derivative assets from affiliates <i>(Note 4)</i>	18	18
	966	725
Long-term notes receivable from Enbridge Commercial Trust	196	196
Long-term investment <i>(Note 3)</i>	2,220	2,244
Long-term portion of derivative assets from affiliates <i>(Note 4)</i>	72	80
Deferred amounts and other assets	1	1
	3,455	3,246
Liabilities and unitholders' equity		
Current liabilities		
Bank indebtedness	8	1
Interest payable	25	20
Current portion of derivative liabilities <i>(Note 4)</i>	22	23
Current portion of derivative liabilities to affiliates <i>(Note 4)</i>	52	49
Other accounts payable	1	1
Distributions payable to affiliates	39	39
Current maturities of long-term debt	325	325
	472	458
Long-term debt	2,179	1,969
Long-term portion of derivative liabilities <i>(Note 4)</i>	122	127
Long-term portion of derivative liabilities to affiliates <i>(Note 4)</i>	4	4
Other long-term liabilities	2	-
	2,779	2,558
Trust units <i>(Note 5)</i>	7,099	7,445
	7,099	7,445
Unitholders' deficit		
Deficit	(6,237)	(6,575)
Accumulated other comprehensive loss	(186)	(182)
	(6,423)	(6,757)
	3,455	3,246

See accompanying notes to the unaudited interim financial statements.

NOTES TO THE INTERIM FINANCIAL STATEMENTS

(unaudited)

1. BASIS OF PRESENTATION

The accompanying unaudited interim financial statements of Enbridge Income Fund (the Fund) have been prepared in accordance with generally accepted accounting principles in the United States of America (U.S. GAAP) for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements and should be read in conjunction with the Fund's financial statements and notes thereto for the year ended December 31, 2016. In the opinion of management, the interim 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 March 31, 2017 and results of operations and cash flows for the three month periods ended March 31, 2017 and 2016. These interim financial statements follow the same significant accounting policies as those included in the Fund's audited financial statements as at and for the year ended December 31, 2016, except for the adoption of new standards (*Note 2*). Amounts are stated in Canadian dollars unless otherwise noted.

2. CHANGES IN ACCOUNTING POLICIES

ADOPTION OF NEW STANDARDS

Clarifying the Definition of a Business in an Acquisition

Effective January 1, 2017, the Fund early adopted Accounting Standards Update (ASU) 2017-01 on a prospective basis. The new standard was issued with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (disposals) of assets or businesses. The adoption of the pronouncement did not have a material impact on the Fund's financial statements.

Accounting for Intra-Entity Asset Transfers

Effective January 1, 2017, the Fund early adopted ASU 2016-16 on a modified retrospective basis. The new standard was issued with the intent of improving the accounting for the income tax consequences of intra-entity asset transfers other than inventory. Under the new guidance, an entity should recognize the income tax consequences of an intra-entity transfer of an asset, other than inventory, when the transfer occurs. The adoption of the pronouncement did not have a material impact on the Fund's financial statements.

3. LONG-TERM INVESTMENT

INVESTMENT IN ENBRIDGE COMMERCIAL TRUST

Enbridge Commercial Trust (ECT) is a variable interest entity (VIE) as the holders of the common units of ECT lack decision making abilities. Enbridge has the power to make decisions which impact ECT's performance and therefore, the Fund is not considered the primary beneficiary of ECT and equity accounts for its investment in ECT.

As at March 31, 2017, the Fund's maximum exposure to loss is limited to the carrying amount of its equity investment in ECT, which is \$2,220 million (December 31, 2016 - \$2,244 million). ECT's assets consist primarily of an equity investment in Enbridge Income Partners LP (EIPLP) and affiliate receivables. ECT's liabilities are primarily comprised of preferred units of ECT, held by Enbridge, and affiliate loans. As at March 31, 2017, the carrying value of ECT's assets was \$4,980 million and the carrying value of its liabilities was \$2,760 million.

	March 31, 2017	December 31, 2016
<i>(millions of Canadian dollars)</i>		
Investment balance at beginning of period	2,244	1,781
Investment acquired	-	718
EIPLP's excess purchase price over historical carrying value acquired	-	(6)
Equity investment income	92	747
Equity investment other comprehensive income/(loss)	3	(51)
Equity investment dilution gain/(loss), net	22	(156)
Distributions ¹	(141)	(789)
Investment balance at end of period	2,220	2,244

¹ Subsequent to the sale of EIPLP's South Prairie Region assets in December 2016, EIPLP made a special one-time distribution to ECT utilizing proceeds from the sale, which in turn was distributed from ECT to the Fund.

As at March 31, 2017 the Fund owned 306 million common units of ECT (December 31, 2016 - 306 million common units of ECT), which is all of ECT's issued and outstanding common units.

INDIRECT INVESTMENT IN EIPLP

EIPLP is considered a VIE as its limited partners lack substantive kick-out rights and participating rights. As the Fund does not have the power to direct the activities that most significantly impact EIPLP's economic performance, the Fund is not considered the primary beneficiary of EIPLP.

As the Fund does not directly own an interest in EIPLP, its maximum exposure to loss equates to its indirect investment in EIPLP through the ownership of ECT. At March 31, 2017, the Fund, through its 100% ownership of ECT, owned 382 million (December 31, 2016 - 382 million) of EIPLP's issued and outstanding EIPLP Class A Units, representing an indirect ownership of 45.7% (2016 - 45.8%) of EIPLP's total issued and outstanding common units.

	March 31, 2017	December 31, 2016
<i>(millions of Canadian dollars)</i>		
Investment balance at beginning of period	4,360	3,902
Investment acquired	-	718
EIPLP's excess purchase price over historical carrying value acquired	-	(6)
Equity investment income	174	1,068
Equity investment other comprehensive income/(loss)	3	(51)
Equity investment dilution gain/(loss), net	22	(156)
Distributions ¹	(220)	(1,115)
Investment balance at end of period	4,339	4,360

¹ Subsequent to the sale of EIPLP's South Prairie Region assets in December 2016, EIPLP made a special one-time distribution to ECT utilizing proceeds from the sale.

Summarized financial information of EIPLP accounted for under the equity method was as follows:

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Revenues	1,021	1,540
Earnings	441	780

	March 31, 2017	December 31, 2016
<i>(millions of Canadian dollars)</i>		
Current assets	1,012	888
Property, plant and equipment, net	22,691	22,455
Other non-current assets	3,983	3,919
Current liabilities	2,539	2,174
Long-term debt	6,149	6,043
Other non-current liabilities	9,490	9,514

4. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

INTEREST RATE RISK

The Fund's earnings, cash flows and other comprehensive income (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 mitigate the volatility of short-term interest rates on interest expense with the execution of floating to fixed rate interest rate swaps at an average swap rate of 2.5%.

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. The Fund has implemented a program to mitigate its exposure to long-term interest rate variability on select forecast term debt issuances with the execution of floating to fixed interest rate swaps at an average swap rate of 3.1%.

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

TOTAL DERIVATIVE INSTRUMENTS

The following table summarizes the Statements of Financial Position 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 March 31, 2017 or December 31, 2016.

The Fund generally has a policy of entering into individual International Swaps and Derivatives Association, Inc. agreements, or other similar derivative agreements, with the majority 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 Statements of Financial Position.

March 31, 2017	Derivative Instruments used as Cash Flow Hedges	Non- Qualifying Derivative Instruments	Total Gross Derivative Instruments as Presented	Amounts Available for Offset	Total Net Derivative Instruments
<i>(millions of Canadian dollars)</i>					
Current portion of derivative assets					
Foreign exchange contracts	-	1	1	-	1
	-	1	1	-	1
Current portion of derivative assets - affiliates					
Foreign exchange contracts	-	18	18	(1)	17
	-	18	18	(1)	17
Long-term portion of derivative assets - affiliates					
Foreign exchange contracts	-	72	72	-	72
	-	72	72	-	72
Current portion of derivative liabilities					
Interest rate contracts	(4)	-	(4)	-	(4)
Foreign exchange contracts	-	(18)	(18)	-	(18)
	(4)	(18)	(22)	-	(22)
Current portion of derivative liabilities - affiliates					
Interest rate contracts	(51)	-	(51)	-	(51)
Foreign exchange contracts	-	(1)	(1)	1	-
	(51)	(1)	(52)	1	(51)
Long-term portion of derivative liabilities					
Interest rate contracts	(50)	-	(50)	-	(50)
Foreign exchange contracts	-	(72)	(72)	-	(72)
	(50)	(72)	(122)	-	(122)
Long-term portion of derivative liabilities - affiliates					
Interest rate contracts	(4)	-	(4)	-	(4)
	(4)	-	(4)	-	(4)
Total net derivative liability					
Interest rate contracts	(109)	-	(109)	-	(109)
Foreign exchange contracts	-	-	-	-	-
	(109)	-	(109)	-	(109)

	Derivative Instruments used as Cash Flow Hedges	Non- Qualifying Derivative Instruments	Total Gross Derivative Instruments as Presented	Amounts Available for Offset	Total Net Derivative Instruments
December 31, 2016					
<i>(millions of Canadian dollars)</i>					
Current portion of derivative assets					
Foreign exchange contracts	-	1	1	-	1
	-	1	1	-	1
Current portion of derivative assets - affiliates					
Foreign exchange contracts	-	18	18	(1)	17
	-	18	18	(1)	17
Long-term portion of derivative assets - affiliates					
Foreign exchange contracts	-	80	80	-	80
	-	80	80	-	80
Current portion of derivative liabilities					
Interest rate contracts	(5)	-	(5)	-	(5)
Foreign exchange contracts	-	(18)	(18)	-	(18)
	(5)	(18)	(23)	-	(23)
Current portion of derivative liabilities - affiliates					
Interest rate contracts	(48)	-	(48)	-	(48)
Foreign exchange contracts	-	(1)	(1)	1	-
	(48)	(1)	(49)	1	(48)
Long-term portion of derivative liabilities					
Interest rate contracts	(47)	-	(47)	-	(47)
Foreign exchange contracts	-	(80)	(80)	-	(80)
	(47)	(80)	(127)	-	(127)
Long-term portion of derivative liabilities - affiliates					
Interest rate contracts	(4)	-	(4)	-	(4)
	(4)	-	(4)	-	(4)
Total net derivative liability					
Interest rate contracts	(104)	-	(104)	-	(104)
Foreign exchange contracts	-	-	-	-	-
	(104)	-	(104)	-	(104)

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

March 31, 2017	2017	2018	2019	2020	2021	Thereafter
Interest rate contracts - short-term borrowings <i>(millions of Canadian dollars)</i>	256	319	1	-	-	-
Interest rate contracts - long-term borrowings <i>(millions of Canadian dollars)</i>	800	350	-	-	-	-
Foreign exchange contracts - U.S. dollar forwards - purchase <i>(millions of United States dollars)</i>	73	92	57	63	69	222
Foreign exchange contracts - U.S. dollar forwards - sell <i>(millions of United States dollars)</i>	73	92	57	63	69	222
December 31, 2016	2017	2018	2019	2020	2021	Thereafter
Interest rate contracts - short-term borrowings <i>(millions of Canadian dollars)</i>	326	319	1	-	-	-
Interest rate contracts - long-term borrowings <i>(millions of Canadian dollars)</i>	800	350	-	-	-	-
Foreign exchange contracts - United States dollar forwards - purchase <i>(millions of United States dollars)</i>	99	92	57	63	69	222
Foreign exchange contracts - United States dollar forwards - sell <i>(millions of United States dollars)</i>	99	92	57	63	69	222

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 earnings and comprehensive income.

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Amount of unrealized loss recognized in OCI		
Interest rate contracts	(9)	(67)
Amount of loss reclassified from AOCI to earnings <i>(effective portion)</i>		
Interest rate contracts ¹	1	1
Amount of loss reclassified from AOCI to earnings <i>(ineffective portion and amount excluded from effectiveness testing)</i>		
Interest rate contracts ¹	1	-

¹ Reported within Interest expense in the Statements of Earnings.

The estimated net amount of existing losses reported in accumulated other comprehensive income (AOCI) that is expected to be reclassified to net income within the next 12 months is \$8 million. Actual amounts reclassified to earnings depend on the interest rates in effect when derivative contracts that are currently outstanding are settled.

Non-Qualifying Derivatives

The net unrealized gains and losses associated with changes in the fair value of the Fund's non-qualifying derivatives was nil for the three months ended March 31, 2017 and 2016.

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 its indirect investment in EIPLP, draws under committed credit facilities and the issuance of medium term notes (MTNs) and the issuance of Fund Units. In April 2017, the Fund filed a shelf prospectus for MTNs with Canadian securities regulators, which will enable ready access to Canadian public capital markets, subject to market conditions. Additional liquidity, if necessary, is expected to be available through intercompany transactions with Enbridge or other related entities.

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 credit exposure limits and contractual requirements, netting arrangements and ongoing monitoring of counterparty credit exposure using external credit rating services and other analytical tools.

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

	March 31, 2017	December 31, 2016
<i>(millions of Canadian dollars)</i>		
European financial institutions	1	1
Due from affiliate	90	98
	91	99

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 March 31, 2017 or December 31, 2016.

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 did not have any financial instruments categorized as Level 3 as at March 31, 2017 or at December 31, 2016.

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 or foreign exchange) 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 financial instruments, measured at fair value as follows:

March 31, 2017	Level 1	Level 2	Level 3	Total Gross Derivative Instruments
<i>(millions of Canadian dollars)</i>				
Financial assets				
Current derivative assets	-	19	-	19
Long-term derivative assets	-	72	-	72
Financial liabilities				
Current derivative liabilities	-	(74)	-	(74)
Long-term derivative liabilities	-	(126)	-	(126)
Total net asset/(liability)	-	(109)	-	(109)

December 31, 2016	Level 1	Level 2	Level 3	Total Gross Derivative Instruments
<i>(millions of Canadian dollars)</i>				
Financial assets				
Current derivative assets	-	19	-	19
Long-term derivative assets	-	80	-	80
Financial liabilities				
Current derivative liabilities	-	(72)	-	(72)
Long-term derivative liabilities	-	(131)	-	(131)
Total net liability	-	(104)	-	(104)

The Fund's policy is to recognize transfers as at the last day of the reporting period. There were no transfers between levels as at March 31, 2017 and December 31, 2016.

FAIR VALUE OF OTHER FINANCIAL INSTRUMENTS

At March 31, 2017, the Fund's long-term debt had a carrying value of \$2,509 million (December 31, 2016 - \$2,299) before debt issuance costs and a fair value of \$2,639 million (December 31, 2016 - \$2,415 million). This fair value measurement has been classified as a Level 2 fair value measurement.

5. TRUST UNITS

Three months ended March 31,	2017		2016	
	Number of Units	Amount	Number of Units	Amount
<i>(millions of Canadian dollars, number of units in millions)</i>				
Trust units, beginning of period	218	7,445	191	5,266
Redemption value adjustment	-	(360)	-	285
Units issued ¹	-	14	-	5
Trust units, end of period²	218	7,099	191	5,556

¹ 0.4 million units issued in the three months ended March 31, 2017 (2016 - 0.2 million).

² Enbridge owned 94.2 million trust units at March 31, 2017 (2016 - 94.2 million).

6. SUBSEQUENT EVENT

On April 18, 2017, Enbridge completed the secondary offering of 17,347,750 Enbridge Income Fund Holdings Inc. (ENF) common shares at a price of \$33.15 per share to the public for gross proceeds to Enbridge of approximately \$0.6 billion (the Secondary Offering).

Immediately prior to the closing of the Secondary Offering, Enbridge exchanged 21,657,617 Fund Units for an equivalent amount of common shares of ENF. In order to maintain its 19.9% interest in ENF, Enbridge retained 4,309,867 of the common shares issued pursuant to such exchange and sold the remaining balance under the Secondary Offering. ENF did not receive any proceeds from the Secondary Offering and Enbridge paid all expenses and fees associated with the Secondary Offering. Upon closing of the transaction, Enbridge's economic interest in EIPLP, ECT, the Fund and ENF decreased from 86.9% to 84.6% and ENF's economic interest in EIPLP, ECT and the Fund increased from 16.4% to 19.2%.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE MONTHS ENDED MARCH 31, 2017

This Management's Discussion and Analysis (MD&A) dated May 11, 2017 should be read in conjunction with the unaudited interim consolidated financial statements and notes thereto of Enbridge Income Partners LP (EIPLP) as at and for the three months ended March 31, 2017, prepared in accordance with generally accepted accounting principles in the United States of America (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, 2016.

EIPLP is a member of the Fund Group, which also includes Enbridge Commercial Trust (ECT) and Enbridge Income Fund (the Fund). EIPLP holds all of the underlying operating entities of the Fund Group through its subsidiaries and investees. Enbridge Inc. (Enbridge), through its wholly-owned subsidiary Enbridge Management Services Inc. (the Manager or EMSI), is responsible for the operations and day-to-day management of the Fund Group. The Manager also provides administrative and general support services to the Fund Group. The limited partners of EIPLP are ECT and Enbridge and certain of its subsidiaries.

All financial measures presented in this MD&A are expressed in Canadian dollars, unless otherwise indicated. EIPLP supplements the Fund's financial statements and MD&A, and additional information related to EIPLP is available under the Fund's profile on SEDAR at www.sedar.com.

EIPLP conducts its business through three business segments: Liquids Pipelines, Gas Pipelines and Green Power.

Liquids Pipelines

Liquids Pipelines consists of common carrier and contract crude oil, natural gas liquids (NGL) and refined products pipelines, feeder pipelines, gathering systems and terminals in Canada, including Canadian Mainline, Regional Oil Sands System, Southern Lights Pipeline, which includes Southern Lights Canada and Class A units (Southern Lights Class A Units) of certain Enbridge subsidiaries which provide a defined cash flow stream from the United States portion of Southern Lights (Southern Lights US), Bakken System and Feeder Pipelines and Other.

Gas Pipelines

Gas Pipelines includes EIPLP's 50% interest in the Alliance Pipeline system, which transports liquids-rich natural gas from northeast British Columbia, northwest Alberta and the Bakken area of North Dakota to Channahon, Illinois.

Green Power

Green Power consists of wind farms, solar facilities and waste heat recovery facilities located in the provinces of Alberta, Saskatchewan, Ontario and Quebec.

Eliminations and Other

In addition to the segments noted above, Eliminations and Other includes operating and administrative costs and foreign exchange costs which are not allocated to business segments. Also included in Eliminations and Other are new business development activities, general corporate investments and elimination of transactions between segments required to present financial performance and financial position on a consolidated basis.

CONSOLIDATED EARNINGS

	Three months ended	
	March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Liquids Pipelines	518	1,037
Gas Pipelines	59	61
Green Power	41	39
Eliminations and Other	1	(40)
Earnings before interest and income taxes	619	1,097
Interest expense	(98)	(96)
Income taxes	(80)	(221)
Special interest rights distributions - TPDR ¹	(66)	(64)
Special interest rights distributions - IDR ²	(12)	(11)
Earnings attributable to general and limited partners	363	705

¹ Temporary Performance Distribution Right (TPDR) distributes Class D units and refers to the paid-in-kind component of the Special Interest Rights (SIR) distribution (see Liquidity and Capital Resources – Distributions).

² Incentive Distribution Right (IDR) refers to the cash component of the SIR distribution (see Liquidity and Capital Resources – Distributions).

EARNINGS BEFORE INTEREST AND INCOME TAXES

Earnings before interest and income taxes (EBIT) was \$619 million for the three months ended March 31, 2017 compared with \$1,097 million for the three months ended March 31, 2016.

The comparability of EIPLP's results was impacted by a number of unusual, non-recurring or non-operating factors that are listed in the Non-GAAP Reconciliation tables and discussed in the results for each reporting segment. Changes in the unrealized derivative fair value gains and losses is a significant non-operating factor. EIPLP has a comprehensive long-term economic hedging program to mitigate interest rate, foreign exchange and commodity price risks that create volatility in short-term earnings. Over the long term, EIPLP believes its hedging program supports reliable cash flows.

The majority of EIPLP's unrealized derivative fair value gains and losses are within its Liquids Pipelines segment, specifically within the Canadian Mainline. Financial derivative instruments are used to hedge exposure to fluctuations in foreign exchange rates, power costs and the price of allowance oil which are inherent in the Competitive Toll Settlement (CTS) which drives Canadian Mainline revenue. For the three months ended March 31, 2017 and 2016, Canadian Mainline recognized net unrealized derivative fair value gains of \$155 million and \$568 million, respectively.

Excluding the impact of unusual, non-recurring or non-operating factors, EIPLP EBIT decreased in 2017 primarily as a result of a lower average Canadian Mainline International Joint Tariff (IJT) Residual Benchmark Toll and a lower foreign exchange hedge rate used to record Canadian Mainline revenues. For more information on the IJT, refer to *Financial Results – Liquids Pipelines – Canadian Mainline*. As discussed in Adjusted EBIT, EBIT for the balance of the year will reflect the positive effect of an increase in Canadian Mainline IJT Residual Benchmark Toll from US\$1.47 to US\$1.62 effective April 1, 2017.

Excluding the impact of unrealized derivative fair value gains and losses, the quarter-over-quarter decrease in EBIT was partially offset by stronger contributions from the Gas Pipelines segment, driven by increased earnings at Alliance Pipeline primarily due to higher revenues resulting from strong demand for seasonal firm service.

EARNINGS ATTRIBUTABLE TO GENERAL AND LIMITED PARTNERS

Earnings attributable to the general and limited partners of EIPLP was \$363 million for the three months ended March 31, 2017 compared with \$705 million for the three months ended March 31, 2016.

In addition to the factors discussed in *Consolidated Earnings – Earnings Before Interest and Income Taxes* above, the change in earnings attributable to general and limited partners period-over-period was also impacted by a decrease in income tax expense, which resulted from the decrease in earnings before income taxes compared to the first quarter of 2016.

FORWARD-LOOKING INFORMATION

Forward-looking information, or forward-looking statements, have been included in this MD&A to provide information about EIPLP and EIPLP's subsidiaries and affiliates, including management's assessment of EIPLP's 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", "likely" and similar words suggesting future outcomes or statements regarding an outlook. Forward-looking information or statements included or incorporated by reference in this document include, but are not limited to, statements with respect to the following: earnings/(loss) or adjusted earnings/(loss); EBIT or adjusted EBIT; effect of the increase or decrease of the Canadian Mainline IJT Residual Benchmark Toll on adjusted EBIT; available cash flow from operations (ACFFO); cash flows; distributions and policy; costs related to announced projects and projects under construction; in-service dates for announced projects and projects under construction; capital expenditures; recovery of the costs of the Canadian portion of the Line 3 Replacement Program (Canadian L3R Program) through the use of surcharges; actions of regulators; commodity prices; supply forecasts; impact of hedging program; and impact of the Canadian L3R Program on existing integrity programs; outcome of proceedings in respect of the Canadian L3R Program; and sources of liquidity and sufficiency of financial resources.

Although EIPLP believes 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 following: supply of and demand for crude oil, natural gas, NGL and renewable energy; prices of crude oil, natural gas, NGL and renewable energy; exchange rates; inflation; Canadian pipeline export capacity; levels of competition; interest rates; availability and price of labour and construction materials; operational reliability; customer and regulatory approvals; maintenance of support and regulatory approvals for EIPLP's projects (including the Canadian L3R Program); anticipated in-service dates; weather; credit ratings; capital project funding; earnings/(loss) or adjusted earnings/(loss); EBIT or adjusted EBIT; cash flows and ACFFO; and distributions. Assumptions regarding the expected supply of and demand for crude oil, natural gas, NGL and renewable energy, and the prices of these commodities, are material to and underlie all forward-looking statements. These factors are relevant to all forward-looking statements as they may impact current and future levels of demand for EIPLP's services. Similarly, exchange rates, inflation and interest rates impact the economies and business environments in which EIPLP operates and may impact levels of demand for EIPLP's 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 earnings/(loss), adjusted earnings/(loss), EBIT, adjusted EBIT, ACFFO, cash flows and distributions. The most relevant assumptions associated with forward-looking statements on announced projects and projects under construction, including estimated completion dates and expected capital expenditures, include the following: availability and price of labour and construction materials; effects of inflation and foreign exchange rates on labour and material costs; effects of interest rates on borrowing costs; and impact of weather and customer, government and regulatory approvals on construction and in-service schedules and cost recovery regimes.

EIPLP's forward-looking statements are subject to risks and uncertainties pertaining to distribution policy, operating performance, regulatory parameters, project approval and support, renewals of rights of way, weather, economic and competitive conditions, public opinion, changes in tax laws and tax rates, exchange rates, interest rates, commodity prices, political decisions and supply of and demand for commodities, including but not limited to those risks and uncertainties discussed in this MD&A. 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 EIPLP's future course of action depends on management's assessment of all information available at the relevant time. Except to the extent required by applicable law, EIPLP 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 EIPLP or persons acting on EIPLP's behalf, are expressly qualified in their entirety by these cautionary statements.

NON-GAAP MEASURES

This MD&A contains references to adjusted EBIT, adjusted earnings and ACFFO. Adjusted EBIT represents EBIT adjusted for unusual, non-recurring or non-operating factors on both a consolidated and segmented basis. Adjusted earnings represents earnings adjusted for unusual, non-recurring or non-operating factors included in adjusted EBIT, as well as adjustments for unusual, non-recurring or non-operating factors in respect of interest expense and income taxes on a consolidated basis. These factors, referred to as adjusting items, are reconciled and discussed in the financial results sections for the affected business segments.

ACFFO represents cash available to fund distributions on Class A and Class C units, as well as for debt repayments and reserves. ACFFO consists of adjusted EBIT further adjusted for non-cash items, representing cash flow from EIPLP's underlying businesses, less deductions for maintenance capital expenditures, interest expense, applicable taxes and further adjusted for unusual, non-recurring or non-operating factors not indicative of the underlying or sustainable cash flows of the business. ACFFO is important to unitholders as the Fund Group's objective is to provide a predictable flow of distributions to unitholders.

The Manager believes the presentation of adjusted EBIT, adjusted earnings and ACFFO give useful information to partners and unitholders as they provide increased transparency and insight into the performance of EIPLP. The Manager uses adjusted EBIT, adjusted earnings and ACFFO to set targets and to assess the performance of EIPLP. Adjusted EBIT, adjusted earnings and ACFFO are not measures that have standardized meaning prescribed by U.S. GAAP and are not U.S. GAAP measures. Therefore, these measures may not be comparable with similar measures presented by other issuers.

The tables below summarize the reconciliation of the GAAP and non-GAAP measures.

NON-GAAP RECONCILIATION – EBIT TO ADJUSTED EBIT

	Three months ended	
	March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Earnings before interest and income taxes	619	1,097
Adjusting items ¹ :		
Changes in unrealized derivative fair value gains ²	(165)	(614)
Unrealized loss on translation of United States dollar intercompany loan receivable	6	60
Leak remediation costs	7	-
Leak insurance recoveries	(3)	(5)
Other	-	15
Adjusted earnings before interest and income taxes	464	553

¹ The above table summarizes adjusting items by nature. For a detailed listing of adjusting items by segment, refer to individual segment discussions.

² Changes in unrealized derivative fair value gains and losses are presented net of amounts realized on the settlement of derivative contracts during the applicable period.

NON-GAAP RECONCILIATION – EBIT TO ADJUSTED EARNINGS

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Liquids Pipelines	361	447
Gas Pipelines	57	49
Green Power	39	37
Eliminations and Other	7	20
Adjusted earnings before interest and income taxes	464	553
Interest expense ¹	(100)	(96)
Income taxes ¹	(37)	(66)
Special interest rights distributions - TPDR	(66)	(64)
Special interest rights distributions - IDR	(12)	(11)
Adjusted earnings attributable to general and limited partners	249	316

¹ These balances are presented net of adjusting items.

Adjusted EBIT

Adjusted EBIT decreased for the first three months of 2017 compared to the same period in 2016. The decrease in adjusted EBIT is primarily attributable to lower contributions from the Liquids Pipelines segment, which was partially offset by stronger contributions from the Gas Pipelines segment as discussed in *Consolidated Earnings – Earnings Before Interest and Income Taxes* above.

Adjusted EBIT for Liquids Pipelines in the first quarter of 2017 was lower than the comparable period in 2016, mainly attributable to a lower quarter-over-quarter average Canadian Mainline IJT Residual Benchmark Toll and a lower foreign exchange hedge rate used to record Canadian Mainline revenues. The IJT Benchmark Toll and its components are set in United States dollars and the majority of EIPLP's foreign exchange risk on Canadian Mainline revenues is hedged. The effective hedge rate for the translation of Canadian Mainline United States dollar transactional revenues for the first quarter of 2017 was \$1.04 compared with \$1.11 for the corresponding period in 2016. Adjusted EBIT for the balance of the year will reflect the positive effect of an increase in Canadian Mainline IJT Residual Benchmark Toll from US\$1.47 to US\$1.62 effective April 1, 2017.

Adjusted Earnings Attributable to General and Limited Partners

Adjusted earnings attributable to general and limited partners, referred to as adjusted earnings, decreased by \$67 million for the first quarter of 2017 compared to the prior year period largely due to the factors discussed in *Non-GAAP Measures – Adjusted EBIT* above, where were partially offset by lower income tax expense.

NON-GAAP RECONCILIATION – ACFFO

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Adjusted earnings before interest and income taxes	464	553
Depreciation and amortization expense	159	161
Distributions from Southern Lights Class A units	5	5
Cash distributions less than equity earnings	(11)	(2)
Maintenance capital expenditures ¹	(19)	(25)
Interest expense ²	(94)	(91)
Current income taxes ²	(24)	(18)
Special interest rights distributions - IDR	(12)	(11)
Other adjusting items	7	(3)
Available cash flow from operations (ACFFO)	475	569

¹ Maintenance capital expenditures are expenditures that are required for the ongoing support and maintenance of the existing pipeline system or that are necessary to maintain the service capability of the existing assets (including the replacement of components that are worn, obsolete or completing their useful lives). For the purpose of ACFFO, maintenance capital excludes expenditures that extend asset useful lives, increase capacities from existing levels or reduce costs to enhance revenues or provide enhancements to the service capability of the existing assets. Maintenance capital expenditures occur primarily within EIPLP's Liquids Pipelines segment.

² These balances are presented net of adjusting items.

Available Cash Flow from Operations

ACFFO decreased by \$94 million for the three months ended March 31, 2017 compared with the corresponding period of 2016. The decrease in ACFFO was driven by weaker contributions from EIPLP's Liquids Pipelines segment due to a lower quarter-over-quarter average Canadian Mainline IJT Residual Benchmark Toll and a lower foreign exchange hedge rate used to record Canadian Mainline revenues, as discussed above in *Non-GAAP Measures – Adjusted EBIT*.

RECENT DEVELOPMENTS

Renewal of Line 5 Easement

On January 4, 2017, the Tribal Council of the Bad River Band of Lake Superior Tribe of Chippewa Indians (the Band), located in Wisconsin, issued a press release indicating that the Band had passed a resolution not to renew its interest in certain Line 5 easements through the Bad River Reservation. Line 5 is included within Enbridge's mainline system and it runs from Superior, Wisconsin to Sarnia, Ontario. The Canadian portion of Line 5 is owned by EIPLP and is located within the Canadian Mainline. The Band's resolution calls for decommissioning and removal of the pipeline from all Bad River tribal lands and watershed. The Tribal Resolution may impact EIPLP's ability to operate the Canadian portion of Line 5. Since the Band passed the resolution, the parties have agreed to ongoing discussions with the objective of understanding and resolving the Band's concerns on a long-term basis.

GROWTH PROJECTS

The following table summarizes the current status of EIPLP's commercially secured projects, organized by business segment.

	Estimated Capital Cost ¹	Expenditures to Date ²	Expected In-Service Date	Status
<i>(Canadian dollars)</i>				
LIQUIDS PIPELINES				
1. Norlite Pipeline System ³	\$1.3 billion	\$1.0 billion	2017	Complete
2. JACOS Hangingstone Project	\$0.2 billion	\$0.1 billion	2017	Under construction
3. Regional Oil Sands Optimization Project	\$2.6 billion	\$2.2 billion	2017 (in phases)	Under construction
4. Canadian Line 3 Replacement ⁴ Program	\$4.9 billion	\$1.6 billion	2019	Pre-construction

¹ These amounts are estimates and are subject to upward or downward adjustment based on various factors. Where appropriate, the amounts reflect EIPLP's share of joint venture projects.

² Expenditures to date reflect total cumulative expenditures incurred from inception of the project up to March 31, 2017.

³ EIPLP will construct and operate the Norlite Pipeline System (Norlite). Keyera Corp. will fund 30% of the project.

⁴ As discussed under Canadian Line 3 Replacement Program below, the expected cost and in-service date of this project is under review by EIPLP in light of the schedule for regulatory review and approval communicated by the Minnesota Public Utilities Commission on October 28, 2016.

The description of each of the above projects is provided in EIPLP's 2016 annual MD&A. Any significant updates since February 17, 2017, the filing of EIPLP's 2016 annual MD&A for the year ended December 31, 2016, are discussed below.

Norlite Pipeline System

Norlite, a new industry diluent pipeline originating at Enbridge's Stonefell Terminal, was placed into commercial service on May 1, 2017. To meet the needs of multiple producers in the Athabasca oil sands region, the 24-inch diameter pipeline provides an initial capacity of approximately 218,000 bpd of diluent, with the potential to be further expanded to approximately 465,000 bpd of capacity with the addition of pump stations.

Canadian Line 3 Replacement Program

In 2014, Enbridge and Enbridge Energy Partners, L.P. jointly announced that shipper support was received for investment in the Line 3 Replacement Program. The Canadian L3R Program will complement existing integrity programs by replacing approximately 1,084 kilometres (673 miles) of the remaining line segments of the existing Line 3 pipeline between Hardisty, Alberta and Gretna, Manitoba.

In April 2016, the National Energy Board (NEB) found that the Canadian L3R Program is in the Canadian public interest and issued final conditions and a recommendation to the Federal Cabinet to issue the Certificate of Public Convenience and Necessity (the Certificate) for the construction and operation of the pipeline and related facilities. Regulatory approval was received from the Government of Canada on November 29, 2016 with no material changes to permit conditions and on December 1, 2016, the NEB issued the Certificate. Once the Certificate was issued, Natural Resources Canada released the final assessment of the upstream GHG emissions, as well as reports summarizing the additional Crown Consultation with Indigenous groups and the public online survey conducted by Natural Resources Canada.

In December 2016, the Manitoba Metis Federation (MMF) and the Association of Manitoba Chiefs (AMC) applied to the Federal Court of Appeal (Federal Court) for leave to judicially review the Government of Canada's decision to approve the Canadian L3R Program. The Federal Court has granted leave to both MMF and AMC to proceed with a judicial review of the Government of Canada's decision to approve the

Canadian L3R Program. The outcome or timing of these proceedings, including their potential impact upon the Canadian L3R Program cannot be predicted at this time.

Enbridge is in the process of obtaining detailed route approval for the replacement pipeline as well as complying with pre-construction conditions, all in advance of any potential construction that may take place in 2017.

Costs of the Canadian L3R Program will be recovered through a 15-year toll surcharge mechanism under the CTS.

FINANCIAL RESULTS

LIQUIDS PIPELINES

Earnings Before Interest and Income Taxes

	Three months ended	
	March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Canadian Mainline	237	309
Regional Oil Sands System	93	93
Southern Lights Pipeline	24	22
Bakken System	6	3
Feeder Pipelines and Other	1	20
Adjusted earnings before interest and income taxes	361	447
Canadian Mainline - changes in unrealized derivative fair value gains	155	568
Canadian Mainline - leak remediation costs	(7)	-
Regional Oil Sands System - leak insurance recoveries	3	5
Regional Oil Sands System - make-up rights adjustment ¹	-	(14)
Southern Lights Pipeline - changes in unrealized derivative fair value gains	6	32
Bakken System - make-up rights adjustment ¹	-	(1)
Earnings before interest and income taxes	518	1,037

¹ Effective January 1, 2017, EIPLP no longer makes such an adjustment to its EBIT.

Additional details on items impacting Liquids Pipelines EBIT include:

- Canadian Mainline EBIT for each period reflected changes in unrealized fair value gains and losses on derivative financial instruments used to manage foreign exchange and commodity price risk inherent within the CTS.
- Canadian Mainline EBIT for the first quarter of 2017 included charges related to the crude oil release on Line 2A, which occurred in February 2017.
- Regional Oil Sands System EBIT for each period included insurance recoveries associated with the Line 37 crude oil release, which occurred in June 2013.
- Southern Lights Pipeline EBIT for each period reflected changes in unrealized fair value gains and losses on derivative financial instruments used to manage foreign exchange risk on United States dollar cash flows from Class A units of certain Enbridge subsidiaries which provide a defined cash flow stream from Southern Lights US.

Canadian Mainline

Canadian Mainline adjusted EBIT decreased in the first quarter of 2017 compared with the corresponding 2016 period, primarily due to a lower average Canadian Mainline IJT Residual Benchmark Toll and a lower foreign exchange hedge rate used to record Canadian Mainline revenues. Throughput on the mainline system was slightly higher than the first quarter of 2016, driven by continued strong oil sands production and downstream demand. Mainline throughput as measured at the Canada/United States border at Gretna, Manitoba saw record throughput of 2.65 million barrels per day (bpd) in the month of January 2017. The mainline system continued to be subject to apportionment of heavy crudes, as nominated volumes exceeded capacity on portions of the system in the first quarter of 2017.

As noted above, a lower average Canadian Mainline IJT Residual Benchmark Toll was a key driver of the quarter-over-quarter decrease in Canadian Mainline adjusted EBIT. Changes in the Canadian Mainline IJT Residual Benchmark Toll are inversely related to Enbridge's Lakehead System Toll, which was higher in the first quarter of 2017. Adjusted EBIT for the balance of the year will reflect the positive effect of an increase in Canadian Mainline IJT Residual Benchmark Toll from US\$1.47 to US\$1.62 effective April 1, 2017.

Supplemental information related to the Canadian Mainline for the three months ended March 31, 2017 and 2016 is provided below:

March 31,	2017	2016
<i>(United States dollars per barrel)</i>		
IJT Benchmark Toll ¹	\$4.05	\$4.07
Lakehead System Local Toll ²	\$2.58	\$2.44
Canadian Mainline IJT Residual Benchmark Toll ³	\$1.47	\$1.63

1 The IJT Benchmark Toll is per barrel of heavy crude oil transported from Hardisty, Alberta to Chicago, Illinois. A separate distance adjusted toll applies to shipments originating at receipt points other than Hardisty and lighter hydrocarbon liquids pay a lower toll than heavy crude oil. Effective July 1, 2016, this toll decreased to US\$4.05.

2 The Lakehead System Local Toll is per barrel of heavy crude oil transported from Neche, North Dakota to Chicago, Illinois. Effective April 1, 2016, this toll increased to US\$2.61 and effective July 1, 2016, this toll decreased to US\$2.58. Effective April 1, 2017, this toll decreased to US\$2.43.

3 The Canadian Mainline IJT Residual Benchmark Toll is per barrel of heavy crude oil transported from Hardisty, Alberta to Gretna, Manitoba. For any shipment, this toll is the difference between the IJT Benchmark Toll and the Lakehead System Local Toll. Effective April 1, 2016, this toll decreased to US\$1.46, coinciding with the revised Lakehead System Local Toll. Effective July 1, 2016, this toll increased to US\$1.47. Effective April 1, 2017, this toll increased to US\$1.62, coinciding with the revised Lakehead System Local Toll.

	Three months ended	
	March 31,	
	2017	2016
<i>(thousands of bpd)</i>		
Average throughput volume ¹	2,593	2,543

1 Average throughput volume represents mainline deliveries ex-Gretna, Manitoba which is made up of United States and eastern Canada deliveries originating from western Canada.

Other factors contributing to the decrease in quarter-over-quarter adjusted EBIT included the absence of hydro test surcharge revenue on a portion of the Canadian Mainline and a lower foreign exchange hedge rate used to record Canadian Mainline revenues. The majority of EIPLP's foreign exchange risk on Canadian Mainline revenue is hedged. For the three months ended March 31, 2017, the effective hedged rate for the translation of Canadian Mainline United States dollar transactional revenues was \$1.04 compared with \$1.11 for the corresponding 2016 period.

Feeder Pipelines and Other

Feeder Pipelines and Other adjusted EBIT decreased in the first quarter of 2017 compared with the first quarter of 2016, primarily reflecting the absence of EBIT from the South Prairie Region assets that were sold in December 2016.

GAS PIPELINES

Earnings Before Interest and Income Taxes

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Gas Pipelines	57	49
Adjusted earnings before interest and income taxes	57	49
Gas Pipelines - changes in unrealized derivative fair value gains	2	12
Earnings before interest and income taxes	59	61

Gas Pipelines adjusted EBIT, which comprises equity earnings from EIPLP's 50% equity investment in Alliance Pipeline, increased in the first quarter of 2017 compared to the corresponding quarter of 2016, primarily due to higher revenues resulting from strong demand for seasonal firm service.

Throughput Volume

	Three months ended March 31,	
	2017	2016
<i>(millions of cubic feet per day)</i>		
Average throughput volume		
Alliance Pipeline Canada	1,629	1,659
Alliance Pipeline US	1,724	1,757

GREEN POWER

Earnings Before Interest and Income Taxes

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Green Power	39	37
Adjusted earnings before interest and income taxes	39	37
Green Power - changes in unrealized derivative fair value gains	2	2
Earnings before interest and income taxes	41	39

Green Power adjusted EBIT for the three months ended March 31, 2017 was comparable with the corresponding 2016 period.

Production

	Three months ended March 31,	
	2017	2016
<i>(thousands of megawatt hours produced)</i>		
Wind Facilities	706	720
Solar Facilities	26	27
Waste Heat Facilities	28	26

ELIMINATIONS AND OTHER

Earnings Before Interest and Income Taxes

	Three months ended	
	March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Dividend income from affiliate	10	10
Realized gains on translation of United States dollar intercompany loan receivable	-	9
Other	(3)	1
Adjusted earnings before interest and income taxes	7	20
Unrealized loss on translation of United States dollar intercompany loan receivable	(6)	(60)
Earnings/(loss) before interest and income taxes	1	(40)

Eliminations and Other primarily includes dividend income from EIPLP's Series A Preferred Shares investment Enbridge Employee Services Canada Inc. and realized foreign exchange gains generated from repayments received from a subsidiary on an intercompany loan receivable denominated in United States dollars.

LIQUIDITY AND CAPITAL RESOURCES

EIPLP's primary uses of cash are distributions to its partners, administrative and operational expenses, maintenance and growth capital spending, as well as interest and principal repayments on its long-term debt. EIPLP generates cash from operations, commercial paper issuances and credit facility draws, through the periodic issuance of public term debt and issuance of units to its partners. Additionally, to ensure ongoing liquidity and to mitigate the risk of capital market disruption, EIPLP maintains a level of committed bank credit facilities. In addition to ensuring adequate liquidity, EIPLP actively manages its bank funding sources to optimize pricing and other terms. All of the above noted debt, commercial paper and credit facilities are held through EIPLP's wholly-owned subsidiary, Enbridge Pipelines Inc. (EPI). Additional liquidity, if necessary, is expected to be available through intercompany transactions with Enbridge, the Fund or other related entities.

BANK CREDIT AND LIQUIDITY

Long-term debt primarily consists of committed credit facilities and medium-term notes. As at March 31, 2017, EIPLP had \$3,005 million (December 31, 2016 - \$3,005 million) of committed credit facilities, of which \$1,867 million (December 31, 2016 - \$1,973 million) were unutilized. EPI must adhere to covenants under its credit facility agreement and Trust Indenture. Under the terms of EPI's Trust Indenture, in order to continue to issue long-term debt, EPI must maintain a ratio of Consolidated Funded Obligations to Total Consolidated Capitalization of less than 75%. Total Consolidated Capitalization consists of shareholder's equity, long-term debt and deferred income taxes. As at March 31, 2017, EPI was in compliance with all debt covenants.

EIPLP's net available liquidity of \$1,978 million, as at March 31, 2017, was inclusive of \$415 million of unrestricted cash and cash equivalents and net of bank indebtedness of \$304 million. The net available liquidity, together with cash from operations, intercompany funding and proceeds of debt capital market transactions, is expected to be sufficient to finance capital expenditures requirements, fund liabilities as they become due, fund debt retirements and pay distributions.

SOURCES AND USES OF CASH

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Operating activities	562	600
Investing activities	(450)	(738)
Financing activities	10	432
Effect of translation of foreign denominated cash and cash equivalents	-	(1)
Increase in cash and cash equivalents	122	293

Significant sources and uses of cash for the three months ended March 31, 2017 and March 31, 2016 are summarized below:

Operating Activities

- The decrease in cash provided by operating activities for the three months ended March 31, 2017 is driven by lower earnings in EIPLP's Liquids Pipelines segment, largely due to a lower average Canadian Mainline IJT Residual Benchmark Toll and lower foreign exchange hedge rate used to record Canadian Mainline revenues.
- EIPLP's operating assets and liabilities fluctuate in the normal course due to various factors including the timing of tax payments, general variations in activity levels within EIPLP's businesses, as well as timing of cash receipts and payments.

Investing Activities

EIPLP continues to execute its growth capital program, described in *Growth Projects*. The timing of project approval, construction and in-service dates will impact the timing of cash requirements.

A summary of additions to property, plant and equipment for the three months ended March 31, 2017 and March 31, 2016 is set out below:

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Liquids Pipelines	400	707
Green Power	1	-
Total capital expenditures	401	707

- EIPLP continues with the execution of its growth capital program which is further described in *Growth Projects*. The timing of project approval, construction and in-service dates impacts the timing of cash requirements. For the three months ended March 31, 2017, additions to property, plant and equipment resulted in cash spending of \$401 million compared with \$707 million spent in the corresponding 2016 period.

Financing Activities

- Cash provided by financing activities decreased for the first quarter of 2017 compared with the corresponding period of 2016, which is primarily attributed to decreased commercial paper and credit facilities draws, partially offset by an increase in affiliated loans issued to EIPLP by its affiliates. The decrease in cash provided by financing activities is largely due to lower capital expenditures in 2017, as discussed above in *Investing Activities*.
- The cash inflow from EIPLP's financing activities will be used to fund EIPLP's secured growth capital programs.

Distributions

The following tables summarize the cash and non-cash distributions declared by EIPLP for the three months ended March 31, 2017 and 2016.

Class A Units

	2017		2016	
	Distribution per Unit ¹	Total	Distribution per Unit ¹	Total
<i>(millions of Canadian dollars, except distribution rate)</i>				
Three months ended March 31,	0.5760	220	0.5585	199

¹ Class A unit distributions are declared monthly and paid in cash in the following month.

Class C Units

	2017		2016	
	Distribution per Unit ¹	Total	Distribution per Unit ¹	Total
<i>(millions of Canadian dollars, except distribution rate)</i>				
Three months ended March 31,	0.5376	238	0.5376	237

¹ Class C unit distributions are declared monthly and paid in cash in the following month.

Class D Units

	2017		2016	
	Distribution per Unit ¹	Total	Distribution per Unit ¹	Total
<i>(millions of Canadian dollars, except distribution rate)</i>				
Three months ended March 31,	0.5376	6	0.5376	1

¹ Class D unit distributions are declared monthly and paid-in-kind with the issuance of additional Class D units in the following month.

Special Interest Rights – TPDR

	2017	2016
	Total ¹	Total ¹
<i>(millions of Canadian dollars)</i>		
Three months ended March 31,	66	64

¹ TPDR distributions are declared monthly and paid-in-kind to holders of the SIR with the issuance of additional Class D units in the following month.

Special Interest Rights – IDR

	2017	2016
	Total ¹	Total ¹
<i>(millions of Canadian dollars)</i>		
Three months ended March 31,	12	11

¹ IDR distributions are declared monthly and paid in cash to holders of the SIR in the following month.

CAPITAL EXPENDITURE COMMITMENTS

EIPLP has signed contracts for the purchase of services, pipe and other materials totalling \$396 million, which are expected to be paid over the next five years.

RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

Maintaining a reliable and low risk business model is central to EIPLP's objective of paying out a predictable cash flow to unitholders. The Fund Group actively manages both financial and non-financial risk exposures. The Fund Group performs an annual corporate risk assessment to identify all potential risks. Risks are ranked based on severity and likelihood both before and after mitigating actions. In addition, the Fund Group has adopted a Cash Flow at Risk (CFAR) policy to manage exposure to movements in interest rates, foreign exchange rates and commodity prices. CFAR is a statistically derived measurement that quantifies the maximum adverse impact on cash flows over a specified period of time within a pre-defined level of statistical confidence. The Fund Group's CFAR limit has been set at 2.5% of forward annual ACFFO of the Fund Group.

EIPLP's earnings, cash flows and other comprehensive income (OCI) are subject to movements in foreign exchange rates, interest rates and commodity prices. EIPLP uses a combination of qualifying and non-qualifying derivative instruments to manage these risks. Refer to EIPLP's 2016 Annual MD&A for further details on financial instrument risk management.

THE EFFECT OF DERIVATIVE INSTRUMENTS ON THE CONSOLIDATED STATEMENTS OF EARNINGS AND COMPREHENSIVE INCOME

The following table presents the effect of derivative instruments on EIPLP's consolidated earnings and consolidated comprehensive income.

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Amount of unrealized gains/(loss) recognized in OCI		
Cash flow hedges		
Foreign exchange contracts	-	(1)
Interest rate contracts	(12)	(148)
Commodity contracts	20	12
	8	(137)
Amount of (gains)/loss reclassified from Accumulated other comprehensive income (AOCI) to earnings <i>(effective portion)</i>		
Interest rate contracts ¹	5	3
Commodity contracts ²	(2)	(3)
	3	-
Amount of (gains)/loss reclassified from AOCI to earnings <i>(ineffective portion and amount excluded from effectiveness testing)</i>		
Interest rate contracts ¹	1	-
	1	-
Amount of unrealized gains/(loss) from non-qualifying derivatives included in earnings		
Foreign exchange contracts ³	161	641
Commodity contracts ²	(1)	(14)
	160	627

¹ Reported within Interest expense in the Consolidated Statements of Earnings.

² Reported within Transportation and other services revenues, Electricity sales revenues, Operating and administrative expense and Other expense in the Consolidated Statements of Earnings.

³ Reported within Transportation and other services revenues and Other expense in the Consolidated Statements of Earnings.

LIQUIDITY RISK

Liquidity risk is the risk that EIPLP will not be able to meet its financial obligations, including commitments and guarantees, as they become due. In order to mitigate this risk, EIPLP forecasts cash requirements over a 12 month rolling time period to determine whether sufficient funds will be available. EIPLP maintains a level of committed bank credit facilities and actively manages its bank funding sources to optimize pricing and other terms. Additional liquidity, if necessary, is expected to be available through intercompany transactions with Enbridge or other related entities. EIPLP's subsidiary, EPI, is in compliance with all the terms and conditions of its committed credit facilities as at March 31, 2017.

CREDIT RISK

Entering into derivative financial instruments may result in exposure to credit risk from the possibility that a counterparty will default on its contractual obligations. Credit risk also arises from trade and other long-term receivables. These risks are mitigated through credit exposure limits and contractual requirements, netting arrangements and ongoing monitoring of counterparty credit exposure using external credit rating services and other analytical tools. Refer to EIPLP's 2016 Annual MD&A for further details on EIPLP credit risk management.

CHANGES IN ACCOUNTING POLICIES

ADOPTION OF NEW STANDARDS

Simplifying the Measurement of Goodwill Impairment

Effective January 1, 2017, EIPLP early adopted Accounting Standards Update (ASU) 2017-04 and applied the standard on a prospective basis. Under the new guidance, goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value; this amount should not exceed the carrying amount of goodwill. The adoption of the pronouncement did not have a material impact on EIPLP's consolidated financial statements.

Clarifying the Definition of a Business in an Acquisition

Effective January 1, 2017, EIPLP early adopted ASU 2017-01 on a prospective basis. The new standard was issued with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (disposals) of assets or businesses. The adoption of the pronouncement did not have a material impact on EIPLP's consolidated financial statements.

Accounting for Intra-Entity Asset Transfers

Effective January 1, 2017, EIPLP early adopted ASU 2016-16 on a modified retrospective basis. The new standard was issued with the intent of improving the accounting for the income tax consequences of intra-entity asset transfers other than inventory. Under the new guidance, an entity should recognize the income tax consequences of an intra-entity transfer of an asset, other than inventory, when the transfer occurs. The adoption of the pronouncement did not have a material impact on EIPLP's consolidated financial statements.

FUTURE ACCOUNTING POLICY CHANGES

Accounting for Credit Losses

ASU 2016-13 was issued in June 2016 with the intent of providing financial statement users with more useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. Current treatment uses the incurred loss methodology for recognizing credit losses that delays the recognition until it is probable a loss has been incurred. The amendment adds a new impairment model, known as the current expected credit loss model that is based on expected losses rather than incurred losses. Under the new guidance, an entity recognizes as an allowance its estimate of expected credit losses, which the Financial Accounting Standards Board believes will result in more timely recognition of such losses. EIPLP is currently assessing the impact of the new standard on its consolidated financial statements. The accounting update is effective for annual and interim periods beginning on or after December 15, 2019.

Recognition of Leases

ASU 2016-02 was issued in February 2016 with the intent to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the statement of financial position and disclosing additional key information about leasing arrangements. EIPLP is currently assessing the impact of the new standard on its consolidated financial statements. The accounting update is effective for fiscal years beginning after December 15, 2018, and is to be applied using a modified retrospective approach.

Revenue from Contracts with Customers

ASU 2014-09 was issued in 2014 with the intent of significantly enhancing consistency and comparability of revenue recognition practices across entities and industries. The new standard establishes a single, principles-based five-step model to be applied to all contracts with customers and introduces new and enhanced disclosure requirements. The standard is effective January 1, 2018. The new revenue standard permits either a full retrospective method of adoption with restatement of all prior periods presented, or a modified retrospective method with the cumulative effect of applying the new standard recognized as an adjustment to opening retained earnings in the period of adoption. EIPLP is currently assessing which transition method to use.

EIPLP has reviewed a sample of its revenue contracts in order to evaluate the effect of the new standard on its revenue recognition practices. Based on EIPLP's initial assessment, estimates of variable consideration which will be required under the new standard for certain Liquids Pipelines and Green Power revenue contracts as well as the allocation of the transaction price for certain Liquids Pipelines revenue contracts, may result in changes to the pattern or timing of revenue recognition for those contracts. While EIPLP has not yet completed the assessment, EIPLP's preliminary view is that it does not expect these changes will have a material impact on revenue or earnings/(loss). EIPLP is also developing processes to generate the disclosures required under the new standard.

QUARTERLY FINANCIAL INFORMATION¹

	2017		2016			2015		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
<i>(millions of Canadian dollars)</i>								
Revenues	1,021	787	853	742	1,540	747	180	1,007
Earnings/(loss) attributable to general and limited partners	363	890	221	172	705	228	(274)	469

¹ Revenues and Earnings/(loss) attributable to general and limited partners are impacted by changes in unrealized derivative fair value gains and losses on derivatives.

Several factors impact comparability of EIPLP's financial results on a quarterly basis, including, but not limited to, fluctuations in market prices such as foreign exchange rates and commodity prices, disposals of investments or assets and the timing of in-service dates of new projects.

EIPLP actively manages its exposure to market risks including, but not limited to, commodity prices, interest rates and foreign exchange rates. To the extent derivative instruments used to manage these risks are non-qualifying for the purposes of applying hedge accounting, changes in unrealized derivative fair value gains and losses on these instruments will impact earnings.

Finally, EIPLP undertook a substantial capital program in recent years and the timing of construction and completion of growth projects may impact the comparability of quarterly results. EIPLP's capital expansion initiatives, including construction commencement and in-service dates, are described in *Growth Projects*.

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

- Included in the fourth quarter of 2016 was a pre-tax gain of \$850 million related to the disposition of the South Prairie Region assets within the Liquids Pipelines segment.
- Included in the second and third quarters of 2016 were after-tax costs of \$15 million and \$13 million, respectively, incurred in relation to the restart of certain of EIPLP's pipelines and facilities following the northeastern Alberta wildfires.
- EIPLP issued 25.4 million Class A units to ECT in April 2016. The proceeds were used to fund EIPLP's secured growth program.
- Beginning in the third quarter of 2015, EIPLP began making TPDR distributions to the holders of its SIR. EIPLP also began making IDR distributions to the holders of its SIR during the first quarter of 2016.
- EIPLP's Green Power segment is subject to seasonal variations. This is driven by generally 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.
- The timing of construction and completion of growth projects may impact the comparability of EIPLP's quarterly results. EIPLP's capital expansion initiatives, including construction commencement and expected in-service dates, are described in *Growth Projects*.

EIPLP OWNERSHIP

The following presents the partners' ownership of EIPLP:

As at April 28, 2017

(number of units outstanding)

Class A Units

Held by Enbridge Income Partners GP Inc.	38,226
Held by Enbridge Commercial Trust	382,225,941
	<u>382,264,167</u>

Class C units¹

Held by Enbridge Inc.	442,923,363
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Class D units²

Held by Enbridge Inc.	12,778,273
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Class E unit

Held by Enbridge Inc.	1
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Special Interest Rights - SIR

Held by Enbridge Inc.	1,000
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¹ Class C units may, at the option of the holder, be exchanged in whole or in part for preferred units of ECT, Fund Units or Enbridge Income Fund Holdings Inc. common shares.

² The Class D units may, at the option of the holder, be exchanged for Class C units commencing on the fourth anniversary of the year of issuance.

CONSOLIDATED STATEMENTS OF EARNINGS

	Three months ended March 31,	
	2017	2016
<i>(unaudited; millions of Canadian dollars)</i>		
Revenues		
Transportation and other services	937	1,462
Electricity sales	73	66
Revenues - affiliates	11	12
	1,021	1,540
Expenses		
Operating and administrative	221	203
Operating and administrative, net - affiliates	109	139
Depreciation and amortization	159	161
Environmental costs, net of recoveries	(4)	(5)
	485	498
	536	1,042
Income from equity investments	59	52
Other expense	(1)	(23)
Other income - affiliates	25	26
Interest expense	(32)	(31)
Interest expense - affiliates	(66)	(65)
	521	1,001
Income taxes (Note 7)	(80)	(221)
Earnings	441	780
Special interest rights distributions		
Temporary performance distribution rights	(66)	(64)
Incentive distribution rights	(12)	(11)
Earnings attributable to general and limited partners	363	705
Earnings attributable to general partner interest	-	-
Earnings attributable to limited partners' interests	363	705
	363	705

See accompanying notes to the unaudited interim consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three months ended March 31,	
	2017	2016
<i>(unaudited; millions of Canadian dollars)</i>		
Earnings	441	780
Other comprehensive income/(loss), net of tax		
Change in unrealized gains/(loss) on cash flow hedges	7	(100)
Reclassification to earnings of realized cash flow hedges	4	-
Reclassification to earnings of unrealized cash flow hedges	(1)	-
Change in foreign currency translation adjustment	(4)	(34)
Other comprehensive income/(loss), net of tax	6	(134)
Comprehensive income attributable to general and limited partners	447	646

See accompanying notes to the unaudited interim consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERS' CAPITAL

	Three months ended March 31,	
	2017	2016
<i>(unaudited; millions of Canadian dollars)</i>		
General partner's interest		
Balance at beginning of period	(8,758)	(6,420)
Allocation from limited partners	-	(410)
Balance at end of period	(8,758)	(6,830)
Limited partners' interests - Enbridge Commercial Trust		
Balance at beginning of period - limited partners' interests	-	-
Excess purchase price over historical carrying value acquired allocation	-	(6)
Redemption value adjustment attributable to Class C and D units	698	(523)
Earnings allocation	174	318
Distributions	(220)	(199)
	652	(410)
Allocation to general partner	-	410
Balance at end of period	652	-
Special interest rights		
Balance at beginning and end of period	2,565	2,565
Accumulated other comprehensive loss <i>(Note 5)</i>		
Balance at beginning of period	(196)	(84)
Other comprehensive income/(loss), net of tax	6	(134)
Balance at end of period	(190)	(218)
Total partners' deficit	(5,731)	(4,483)

See accompanying notes to the unaudited interim consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three months ended March 31,	
	2017	2016
<i>(unaudited; millions of Canadian dollars)</i>		
Operating activities		
Earnings	441	780
Depreciation and amortization	159	161
Deferred income taxes	57	202
Changes in unrealized gains on derivative instruments, net <i>(Note 6)</i>	(160)	(627)
Cash distributions less than equity earnings	(11)	(2)
Unrealized loss on foreign intercompany loan <i>(Note 6)</i>	6	59
Other	5	3
Changes in operating assets and liabilities	65	24
	562	600
Investing activities		
Additions to property, plant and equipment	(401)	(707)
Joint venture financing	(39)	(10)
Restricted long-term investments	(13)	(11)
Additions to intangible assets	(1)	(1)
Long-term receivable from affiliate <i>(Note 6)</i>	4	5
Acquisitions	-	(13)
Changes in restricted cash	-	(1)
	(450)	(738)
Financing activities		
Affiliate loans, net	237	22
Net change in bank indebtedness and short-term borrowings	133	260
Net change in commercial paper and credit facility draws	108	575
Distributions to partners	(468)	(425)
	10	432
Effect of translation of foreign denominated cash and cash equivalents	-	(1)
Increase in cash and cash equivalents	122	293
Cash and cash equivalents at beginning of period	293	129
Cash and cash equivalents at end of period	415	422

See accompanying notes to the unaudited interim consolidated financial statements.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	March 31, 2017	December 31, 2016
<i>(unaudited; millions of Canadian dollars)</i>		
Assets		
Current assets		
Cash and cash equivalents	415	293
Accounts receivable and other	542	550
Accounts receivable from affiliates	52	42
Loans to affiliates	3	3
	1,012	888
Property, plant and equipment, net	22,691	22,455
Long-term receivable from affiliate	770	782
Investment in affiliated company	514	514
Long-term investments	479	470
Restricted long-term investments	96	83
Deferred amounts and other assets	1,798	1,736
Intangible assets, net	104	103
Goodwill	29	29
Deferred income taxes	193	202
	27,686	27,262
Liabilities and partners' capital		
Current liabilities		
Bank indebtedness	304	171
Accounts payable and other	825	824
Accounts payable to affiliates	479	487
Distributions payable to affiliates	181	179
Interest payable	56	56
Loans from affiliates	678	441
Current maturities of long-term debt	16	16
	2,539	2,174
Long-term debt	6,149	6,043
Other long-term liabilities	1,801	1,939
Loans from affiliates	5,801	5,801
Deferred income taxes	1,888	1,774
	18,178	17,731
Commitments and contingencies		
Class C units <i>(Note 4)</i>	14,373	15,104
Class D units <i>(Note 4)</i>	391	341
Class E unit	475	475
	15,239	15,920
Partners' capital		
General partner's capital deficit	(8,758)	(8,758)
Limited partners' capital	652	-
Special interest rights	2,565	2,565
Accumulated other comprehensive loss <i>(Note 5)</i>	(190)	(196)
	(5,731)	(6,389)
	27,686	27,262

See accompanying notes to the unaudited interim consolidated financial statements.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

1. BASIS OF PRESENTATION

The accompanying unaudited interim consolidated financial statements of Enbridge Income Partners LP (EIPLP) have been prepared in accordance with generally accepted accounting principles 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 EIPLP's audited consolidated financial statements and notes thereto for the year ended December 31, 2016. In the opinion of management, the interim consolidated financial statements contain all adjustments, consisting only of normal recurring adjustments, which EIPLP considers necessary to present fairly its financial position as at March 31, 2017 and results of operations and cash flows for the three months ended March 31, 2017 and 2016. These interim consolidated financial statements follow the same significant accounting policies as those included in EIPLP's consolidated financial statements as at and for the year ended December 31, 2016, except for the adoption of new standards (Note 2). Amounts are stated in Canadian dollars unless otherwise noted.

EIPLP's operations and earnings for interim periods can be affected by seasonal fluctuations such as the supply of and demand for crude oil and natural gas.

2. CHANGES IN ACCOUNTING POLICIES

ADOPTION OF NEW STANDARDS

Simplifying the Measurement of Goodwill Impairment

Effective January 1, 2017, EIPLP early adopted Accounting Standards Update (ASU) 2017-04 and applied the standard on a prospective basis. Under the new guidance, goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value; this amount should not exceed the carrying amount of goodwill. The adoption of the pronouncement did not have a material impact on EIPLP's consolidated financial statements.

Clarifying the Definition of a Business in an Acquisition

Effective January 1, 2017, EIPLP early adopted ASU 2017-01 on a prospective basis. The new standard was issued with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (disposals) of assets or businesses. The adoption of the pronouncement did not have a material impact on EIPLP's consolidated financial statements.

Accounting for Intra-Entity Asset Transfers

Effective January 1, 2017, EIPLP early adopted ASU 2016-16 on a modified retrospective basis. The new standard was issued with the intent of improving the accounting for the income tax consequences of intra-entity asset transfers other than inventory. Under the new guidance, an entity should recognize the income tax consequences of an intra-entity transfer of an asset, other than inventory, when the transfer occurs. The adoption of the pronouncement did not have a material impact on EIPLP's consolidated financial statements.

FUTURE ACCOUNTING POLICY CHANGES

Accounting for Credit Losses

ASU 2016-13 was issued in June 2016 with the intent of providing financial statement users with more useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. Current treatment uses the incurred loss methodology for recognizing credit losses that delays the recognition until it is probable a loss has been incurred. The amendment adds a new impairment model, known as the current expected credit loss model that is based on expected losses rather than incurred losses. Under the new guidance, an entity recognizes as an allowance its estimate of expected credit losses, which the Financial Accounting Standards Board believes will result in more timely recognition of such losses. EIPLP is currently

assessing the impact of the new standard on its consolidated financial statements. The accounting update is effective for annual and interim periods beginning on or after December 15, 2019.

Recognition of Leases

ASU 2016-02 was issued in February 2016 with the intent to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the statement of financial position and disclosing additional key information about leasing arrangements. EIPLP is currently assessing the impact of the new standard on its consolidated financial statements. The accounting update is effective for fiscal years beginning after December 15, 2018, and is to be applied using a modified retrospective approach.

Revenue from Contracts with Customers

ASU 2014-09 was issued in 2014 with the intent of significantly enhancing consistency and comparability of revenue recognition practices across entities and industries. The new standard establishes a single, principles-based five-step model to be applied to all contracts with customers and introduces new and enhanced disclosure requirements. The standard is effective January 1, 2018. The new revenue standard permits either a full retrospective method of adoption with restatement of all prior periods presented, or a modified retrospective method with the cumulative effect of applying the new standard recognized as an adjustment to opening retained earnings in the period of adoption. EIPLP is currently assessing which transition method to use.

EIPLP has reviewed a sample of its revenue contracts in order to evaluate the effect of the new standard on its revenue recognition practices. Based on EIPLP's initial assessment, estimates of variable consideration which will be required under the new standard for certain Liquids Pipelines and Green Power revenue contracts as well as the allocation of the transaction price for certain Liquids Pipelines revenue contracts, may result in changes to the pattern or timing of revenue recognition for those contracts. While EIPLP has not yet completed the assessment, EIPLP's preliminary view is that it does not expect these changes will have a material impact on revenue or earnings/(loss). EIPLP is also developing processes to generate the disclosures required under the new standard.

3. SEGMENTED INFORMATION

Three months ended March 31, 2017	Liquids Pipelines	Gas Pipelines	Green Power	Eliminations and Other	Consolidated
<i>(millions of Canadian dollars)</i>					
Revenues	938	-	83	-	1,021
Operating and administrative	(311)	-	(16)	(3)	(330)
Depreciation and amortization	(132)	-	(27)	-	(159)
Environmental costs, net of recoveries	4	-	-	-	4
	499	-	40	(3)	536
Income from equity investments	-	58	1	-	59
Other income	19	1	-	4	24
Earnings before interest and income taxes	518	59	41	1	619
Interest expense					(98)
Income taxes					(80)
Special interest rights distributions					(78)
Earnings attributable to general and limited partners					363
Additions to property, plant and equipment	400	-	1	-	401

Three months ended March 31, 2016	Liquids Pipelines	Gas Pipelines	Green Power	Eliminations and Other	Consolidated
<i>(millions of Canadian dollars)</i>					
Revenues	1,459	-	81	-	1,540
Operating and administrative	(326)	-	(16)	-	(342)
Depreciation and amortization	(134)	-	(27)	-	(161)
Environmental costs, net of recoveries	5	-	-	-	5
	1,004	-	38	-	1,042
Income from equity investments	-	52	-	-	52
Other income/(expense)	33	9	1	(40)	3
Earnings/(loss) before interest and income taxes	1,037	61	39	(40)	1,097
Interest expense					(96)
Income taxes					(221)
Special interest rights distributions					(75)
Earnings attributable to general and limited partners					705
Additions to property, plant and equipment	707	-	-	-	707

TOTAL ASSETS

	March 31, 2017	December 31, 2016
<i>(millions of Canadian dollars)</i>		
Liquids Pipelines	23,979	23,659
Gas Pipelines	431	423
Green Power	2,240	2,254
Eliminations and Other	1,036	926
	27,686	27,262

4. PARTNERS' INTERESTS

EXCHANGEABLE UNITS

Class C Units

	2017		2016	
	Number of units	Amount	Number of units	Amount
Three months ended March 31, <i>(millions of Canadian dollars; number of units in millions)</i>				
Balance at beginning of period	443	15,104	443	12,189
Excess purchase price over historical carrying value acquired allocation	-	-	-	(7)
Earnings allocation	-	184	-	384
Class C unit distribution	-	(238)	-	(237)
	443	15,050	443	12,329
Fair market value adjustment	-	(677)	-	520
Balance at end of period	443	14,373	443	12,849

Class D Units

	2017		2016	
	Number of units	Amount	Number of units	Amount
Three months ended March 31, <i>(millions of Canadian dollars; number of units in millions)</i>				
Balance at beginning of period	10	341	1	38
Class D units issued ¹	2	72	2	58
Earnings allocation	-	5	-	3
Class D unit distribution ²	-	(6)	-	(1)
	12	412	3	98
Fair market value adjustment	-	(21)	-	3
Balance at end of period	12	391	3	101

¹ Class D units issued on payment of Temporary Performance Distribution Right distributions.

² 0.2 million Class D units issued on payment of Class D unit distributions.

5. COMPONENTS OF ACCUMULATED OTHER COMPREHENSIVE LOSS

Changes in accumulated other comprehensive loss (AOCI) for the three months ended March 31, 2017

	Cash Flow Hedges	Cumulative Translation Adjustment	Total
<i>(millions of Canadian dollars)</i>			
Balance at January 1, 2017	(269)	73	(196)
Other comprehensive income/(loss) retained in AOCI	10	(4)	6
Other comprehensive (income)/loss reclassified to earnings			
Interest rate contracts ¹	6	-	6
Commodity contracts ²	(2)	-	(2)
	14	(4)	10
Tax impact			
Income tax on amounts retained in AOCI	(3)	-	(3)
Income tax on amounts reclassified to earnings	(1)	-	(1)
	(4)	-	(4)
Balance at March 31, 2017	(259)	69	(190)

	Cash Flow Hedges	Cumulative Translation Adjustment	Total
<i>(millions of Canadian dollars)</i>			
Balance at January 1, 2016	(172)	88	(84)
Other comprehensive loss retained in AOCI	(137)	(34)	(171)
Other comprehensive (income)/loss reclassified to earnings			
Interest rate contracts ¹	3	-	3
Commodity contracts ²	(3)	-	(3)
	(137)	(34)	(171)
Tax impact			
Income tax on amounts retained in AOCI	37	-	37
	37	-	37
Balance at March 31, 2016	(272)	54	(218)

¹ Reported within Interest expense in the Consolidated Statements of Earnings.

² Reported within Electricity sales revenues and Other income/(expense) in the Consolidated Statements of Earnings.

6. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

MARKET RISK

EIPLP's earnings, cash flows and other comprehensive income (OCI) are subject to movements in foreign exchange rates, interest 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 EIPLP is exposed and the risk management instruments used to mitigate them. EIPLP uses a combination of qualifying and non-qualifying derivative instruments to manage the risks noted below.

Interest Rate Risk

EIPLP'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 commercial paper. Pay fixed-receive floating interest rate swaps are used to hedge against the effect of future interest rate movements. EIPLP has implemented a program to significantly mitigate the volatility of short-term interest rates on interest expense with the execution of floating to fixed rate interest rate swaps with an average swap rate of 2.0%.

EIPLP'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 are used to hedge against the effect of future interest rate movements. EIPLP has implemented a program to significantly mitigate its exposure to long-term interest rate variability on select forecast term debt issuances with the execution of floating to fixed rate interest rate swaps with an average swap rate of 3.1%.

EIPLP's portfolio mix of fixed and variable rate debt instruments is managed at the Fund Group level, which is comprised of Enbridge Income Fund, Enbridge Commercial Trust, EIPLP and its subsidiaries and investees.

Foreign Exchange Risk

EIPLP generates certain revenues, incurs expenses and holds investments and subsidiaries that are denominated in currencies other than Canadian dollars. As a result, EIPLP's earnings, cash flows and OCI are exposed to fluctuations resulting from foreign exchange rate variability.

EIPLP has implemented a policy whereby, at a minimum, it hedges a level of foreign currency denominated cash flow exposures over a five year forecast horizon. A combination of qualifying and non-qualifying derivative instruments is used to hedge anticipated foreign currency denominated revenues and expenses, and to manage variability in cash flows.

Commodity Price Risk

EIPLP's earnings, cash flows and OCI are exposed to changes in commodity prices as a result of its ownership interest in certain assets and investments. These commodities primarily consist of crude oil and power. EIPLP employs financial derivative instruments to fix a portion of the variable price exposures that arise from physical transactions involving these commodities. EIPLP may use a combination of qualifying and non-qualifying derivative instruments to manage commodity price risk.

TOTAL DERIVATIVE INSTRUMENTS

The following table summarizes the Consolidated Statements of Financial Position location and carrying value of EIPLP's derivative instruments.

EIPLP generally has a policy of entering into individual International Swaps and Derivatives Association, Inc. agreements, or other similar derivative agreements, with the majority 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 EIPLP'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.

	Derivative Instruments Used as Cash Flow Hedges	Non-Qualifying Derivative Instruments	Total Gross Derivative Instruments as Presented	Amounts Available for Offset	Total Net Derivative Instruments
March 31, 2017					
<i>(millions of Canadian dollars)</i>					
Accounts receivable and other					
Foreign exchange contracts	1	1	2	(1)	1
Commodity contracts	10	1	11	(7)	4
	11	2	13 ¹	(8)	5
Deferred amounts and other assets					
Foreign exchange contracts	1	1	2	(1)	1
Commodity contracts	25	-	25	(25)	-
	26	1	27	(26)	1
Accounts payable and other					
Foreign exchange contracts	-	(388)	(388)	1	(387)
Interest rate contracts	(2)	-	(2)	-	(2)
Commodity contracts	-	(38)	(38)	7	(31)
	(2)	(426)	(428) ²	8	(420)
Other long-term liabilities					
Foreign exchange contracts	-	(1,208)	(1,208)	1	(1,207)
Interest rate contracts	(136)	-	(136)	-	(136)
Commodity contracts	-	(164)	(164)	25	(139)
	(136)	(1,372)	(1,508)	26	(1,482)
Total net derivative asset/(liability)					
Foreign exchange contracts	2	(1,594)	(1,592)	-	(1,592)
Interest rate contracts	(138)	-	(138)	-	(138)
Commodity contracts	35	(201)	(166)	-	(166)
	(101)	(1,795)	(1,896)	-	(1,896)

December 31, 2016	Derivative Instruments Used as Cash Flow Hedges	Non-Qualifying Derivative Instruments	Total Gross Derivative Instruments as Presented	Amounts Available for Offset	Total Net Derivative Instruments
<i>(millions of Canadian dollars)</i>					
Accounts receivable and other					
Foreign exchange contracts	-	5	5	(1)	4
Interest rate contracts	1	-	1	(1)	-
Commodity contracts	9	-	9	(6)	3
	10	5	15 ¹	(8)	7
Deferred amounts and other assets					
Foreign exchange contracts	2	-	2	-	2
Commodity contracts	8	-	8	(7)	1
	10	-	10	(7)	3
Accounts payable and other					
Foreign exchange contracts	-	(405)	(405)	1	(404)
Interest rate contracts	(2)	-	(2)	1	(1)
Commodity contracts	-	(36)	(36)	6	(30)
	(2)	(441)	(443) ²	8	(435)
Other long-term liabilities					
Foreign exchange contracts	-	(1,355)	(1,355)	-	(1,355)
Interest rate contracts	(128)	-	(128)	-	(128)
Commodity contracts	-	(164)	(164)	7	(157)
	(128)	(1,519)	(1,647)	7	(1,640)
Total net derivative asset/(liability)					
Foreign exchange contracts	2	(1,755)	(1,753)	-	(1,753)
Interest rate contracts	(129)	-	(129)	-	(129)
Commodity contracts	17	(200)	(183)	-	(183)
	(110)	(1,955)	(2,065)	-	(2,065)

¹ Reported within Accounts receivable and other (2017 - \$8 million; 2016 - \$10 million) and Accounts receivable from affiliates (2017 - \$5 million; 2016 - \$5 million) on the Consolidated Statements of Financial Position.

² Reported within Accounts payable and other (2017 - \$12 million; 2016 - \$10 million) and Accounts payable to affiliates (2017 - \$416 million; 2016 - \$433 million) on the Consolidated Statements of Financial Position.

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

March 31, 2017	2017	2018	2019	2020	2021	Thereafter
Interest rate contracts - short-term borrowings <i>(millions of Canadian dollars)</i>	517	1,227	81	25	25	191
Interest rate contracts - long-term debt <i>(millions of Canadian dollars)</i>	-	1,170	200	-	-	-
Foreign exchange contracts - United States dollar forwards - sell <i>(millions of United States dollars)</i>	1,503	1,612	1,807	1,826	565	222
Foreign exchange contracts - United States dollar forwards - purchase <i>(millions of United States dollars)</i>	338	2	2	2	-	-
Commodity contracts - power <i>(megawatt hours (MWH))</i>	42	30	31	35	(3)	(43)
December 31, 2016	2017	2018	2019	2020	2021	Thereafter
Interest rate contracts - short-term borrowings <i>(millions of Canadian dollars)</i>	736	1,227	81	25	25	191
Interest rate contracts - long-term debt <i>(millions of Canadian dollars)</i>	-	1,170	200	-	-	-
Foreign exchange contracts - United States dollar forwards - sell <i>(millions of United States dollars)</i>	1,859	1,612	1,807	1,826	565	222
Foreign exchange contracts - United States dollar forwards - purchase <i>(millions of United States dollars)</i>	317	2	2	2	-	-
Commodity contracts - power <i>(MWH)</i>	40	30	31	35	(3)	(43)

The Effect of Derivative Instruments on the Statements of Earnings and Comprehensive Income

The following table presents the effect of cash flow hedges on EIPLP's consolidated earnings and consolidated comprehensive income, before the effect of income taxes.

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Amount of unrealized gains/(loss) recognized in OCI		
Cash flow hedges		
Foreign exchange contracts	-	(1)
Interest rate contracts	(12)	(148)
Commodity contracts	20	12
	8	(137)
Amount of (gains)/loss reclassified from AOCI to earnings		
<i>(effective portion)</i>		
Interest rate contracts ¹	5	3
Commodity contracts ²	(2)	(3)
	3	-
Amount of loss reclassified from AOCI to earnings		
<i>(ineffective portion and amount excluded from effectiveness testing)</i>		
Interest rate contracts ¹	1	-
	1	-

¹ Reported within Interest expense in the Consolidated Statements of Earnings.

² Reported within Electricity sales revenues and Other expense in the Consolidated Statements of Earnings.

EIPLP estimates that a gain of \$9 million of AOCI related to cash flow hedges will be reclassified to earnings in the next 12 months. 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 mature. For all forecasted transactions, the maximum term over which EIPLP is hedging exposures to the variability of cash flows is 33 months at March 31, 2017.

Non-Qualifying Derivatives

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

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Foreign exchange contracts ¹	161	641
Commodity contracts ²	(1)	(14)
Total unrealized derivative fair value gain	160	627

¹ Reported within Transportation and other services revenues (2017 - \$158 million gain; 2016 - \$584 million gain) and Other expense (2017 - \$3 million gain; 2016 - \$57 million gain) in the Consolidated Statements of Earnings.

² Reported within Transportation and other services revenues (2017 - \$5 million gain; 2016 - \$1 million loss), and Operating and administrative expense (2017 - \$6 million loss; 2016 - \$13 million loss) in the Consolidated Statements of Earnings.

LIQUIDITY RISK

Liquidity risk is the risk EIPLP will not be able to meet its financial obligations, including commitments and guarantees, as they become due. In order to manage this risk, EIPLP forecasts cash requirements over the near and long term to determine whether sufficient funds will be available when required. EIPLP generates cash from operations, commercial paper issuances and credit facility draws, through the periodic issuance of public term debt and issuance of units to its partners. Additionally, to ensure ongoing liquidity and to mitigate the risk of market disruption, EIPLP maintains a level of committed bank credit facilities. EIPLP actively manages its bank funding sources to optimize pricing and other terms. Additional liquidity, if necessary, is expected to be available through intercompany transactions with Enbridge Inc. (Enbridge) or other related entities.

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. In order to mitigate this risk, EIPLP enters into risk management transactions primarily with institutions that possess investment grade credit ratings. Credit risk relating to derivative counterparties is mitigated by credit exposure limits and contractual requirements, netting arrangements and ongoing monitoring of counterparty credit exposure using external credit rating services and other analytical tools.

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

	March 31, 2017	December 31, 2016
<i>(millions of Canadian dollars)</i>		
Canadian financial institutions	1	1
United States financial institutions	-	1
European financial institutions	-	2
Other ¹	4	5
	5	9

¹ Other is comprised of primarily Enbridge and its affiliates.

Derivative assets are adjusted for non-performance risk of EIPLP's counterparties using their credit default swap spread rates, and are reflected in the fair value. For derivative liabilities, EIPLP's non-performance risk is considered in the valuation.

Credit risk also arises from trade and other long-term receivables, and is mitigated through credit exposure limits, contractual requirements, assessment of credit ratings and netting arrangements. Generally, EIPLP classifies and provides for receivables older than 30 days as past due. The maximum exposure to credit risk related to non-derivative financial assets is their carrying value.

FAIR VALUE MEASUREMENTS

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

FAIR VALUE OF FINANCIAL INSTRUMENTS

EIPLP categorizes its derivative instruments 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 derivatives 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 derivative is considered to be a market where transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis. EIPLP does not have any financial instruments valued using Level 1 inputs.

Level 2

Level 2 includes derivative valuations determined using directly or indirectly observable inputs other than quoted prices included within Level 1. Derivatives 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 derivative. Derivatives valued using Level 2 inputs include non-exchange traded derivatives such as over-the-counter foreign exchange forward contracts and interest rate swaps for which observable inputs can be obtained.

EIPLP has also categorized the fair value of its Investment in affiliated company and long-term debt as Level 2. The fair value is based on quoted market prices for instruments of similar yield, credit risk and tenor.

Level 3

Level 3 includes derivative valuations based on inputs which are less observable, unavailable or where the observable data does not support a significant portion of the derivatives' fair value. Generally, Level 3 derivatives 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. EIPLP has developed methodologies, benchmarked against industry standards, to determine fair value for these derivatives based on extrapolation of observable future prices and rates. Derivatives valued using Level 3 inputs include long-dated derivative power contracts, basis swaps, commodity swaps, power and energy swaps, options and long-dated commodity derivative contracts.

EIPLP uses the most observable inputs available to estimate the fair value of its derivatives. When possible, EIPLP estimates the fair value of its derivatives based on quoted market prices. If quoted market prices are not available, EIPLP uses estimates from third party brokers. For non-exchange traded derivatives classified in Levels 2 and 3, EIPLP uses standard valuation techniques to calculate the estimated fair value. These methods include discounted cash flows for forwards and swaps and Black-Scholes-Merton pricing models for options. Depending on the type of derivative and nature of the underlying risk, EIPLP uses observable market prices (interest, foreign exchange and commodity) and volatility as primary inputs to these valuation techniques. Finally, EIPLP 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.

Fair Value of Derivatives

EIPLP has categorized its derivative assets and liabilities measured at fair value as follows:

	Level 1	Level 2	Level 3	Total Gross Derivative Instruments
March 31, 2017				
<i>(millions of Canadian dollars)</i>				
Financial assets				
Current derivative assets				
Foreign exchange contracts	-	2	-	2
Commodity contracts	-	-	11	11
	-	2	11	13
Long-term derivative assets				
Foreign exchange contracts	-	2	-	2
Commodity contracts	-	-	25	25
	-	2	25	27
Financial liabilities				
Current derivative liabilities				
Foreign exchange contracts	-	(388)	-	(388)
Interest rate contracts	-	(2)	-	(2)
Commodity contracts	-	-	(38)	(38)
	-	(390)	(38)	(428)
Long-term derivative liabilities				
Foreign exchange contracts	-	(1,208)	-	(1,208)
Interest rate contracts	-	(136)	-	(136)
Commodity contracts	-	-	(164)	(164)
	-	(1,344)	(164)	(1,508)
Total net financial liability				
Foreign exchange contracts	-	(1,592)	-	(1,592)
Interest rate contracts	-	(138)	-	(138)
Commodity contracts	-	-	(166)	(166)
	-	(1,730)	(166)	(1,896)

	Level 1	Level 2	Level 3	Total Gross Derivative Instruments
December 31, 2016				
<i>(millions of Canadian dollars)</i>				
Financial assets				
Current derivative assets				
Foreign exchange contracts	-	5	-	5
Interest rate contracts	-	1	-	1
Commodity contracts	-	-	9	9
	-	6	9	15
Long-term derivative assets				
Foreign exchange contracts	-	2	-	2
Commodity contracts	-	-	8	8
	-	2	8	10
Financial liabilities				
Current derivative liabilities				
Foreign exchange contracts	-	(405)	-	(405)
Interest rate contracts	-	(2)	-	(2)
Commodity contracts	-	(2)	(34)	(36)
	-	(409)	(34)	(443)
Long-term derivative liabilities				
Foreign exchange contracts	-	(1,355)	-	(1,355)
Interest rate contracts	-	(128)	-	(128)
Commodity contracts	-	-	(164)	(164)
	-	(1,483)	(164)	(1,647)
Total net financial liability				
Foreign exchange contracts	-	(1,753)	-	(1,753)
Interest rate contracts	-	(129)	-	(129)
Commodity contracts	-	(2)	(181)	(183)
	-	(1,884)	(181)	(2,065)

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

March 31, 2017	Fair Value	Unobservable Input	Minimum Price	Maximum Price	Weighted Average Price	Unit of Measurement
<i>(fair value in millions of Canadian dollars)</i>						
Commodity contracts - financial ¹						
Power	(166)	Forward power price	18.50	63.70	42.64	\$/MWH

¹ Financial and physical 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 EIPLP's Level 3 derivative instruments. The significant unobservable inputs used in the fair value measurement of Level 3 derivative instruments include forward commodity prices and for option contracts, price volatility. Changes in forward commodity prices could result in significantly different fair values for EIPLP's Level 3 derivatives. Changes in price volatility would change the value of the option contracts. Generally, a change in the estimate of forward commodity prices is unrelated to a change in the estimate of price volatility.

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

	Three months ended March 31,	
	2017	2016
<i>(millions of Canadian dollars)</i>		
Level 3 net derivative liability at beginning of period	(181)	(173)
Total gains/(loss), unrealized		
Included in earnings ¹	(4)	(11)
Included in OCI	19	7
Level 3 net derivative liability at end of period	(166)	(177)

¹ Reported within Transportation and other services revenues and Operating and administrative expense in the Consolidated Statements of Earnings.

EIPLP's policy is to recognize transfers as at the last day of the reporting period. There were no transfers between levels as at March 31, 2017 or 2016.

Fair Value of Other Financial Instruments

EIPLP has Restricted long-term investments held in trust totalling \$96 million as at March 31, 2017 (December 31, 2016 - \$83 million) which are recognized at fair value.

At March 31, 2017, EIPLP's long-term debt had a carrying value of \$6,184 million (December 31, 2016 - \$6,078 million) before debt issuance costs and a fair value of \$6,735 million (December 31, 2016 - \$6,549 million).

At March 31, 2017, Enbridge Pipelines Inc., a subsidiary of EIPLP, had an investment of \$514 million (December 31, 2016 - \$514 million) in non-voting, redeemable Series A Preferred Shares in Enbridge Employee Services Canada Inc., a subsidiary of Enbridge. EIPLP has classified this investment in affiliated company as available-for-sale debt security and carries it at fair value, with changes in fair value recorded in OCI. As at March 31, 2017, the fair value of this investment approximates its cost and redemption value.

EIPLP holds Southern Lights Class A Units, providing defined, scheduled and fixed distributions that represent the equity cash flows derived from the core rate base of Southern Lights US until June 30, 2040. At March 31, 2017, EIPLP's investment had a carrying value of \$790 million (December 31, 2016 - \$801 million) included in Accounts receivable from affiliates and Long-term receivable from affiliate on the Consolidated Statements of Financial Position and a fair value of \$737 million (December 31, 2016 - \$756 million).

7. INCOME TAXES

The effective income tax rate for the three months ended March 31, 2017 was 15.4% compared to 22.1% for the same period of 2016. The period-over-period decrease is primarily due to the effects of rate-regulated accounting and other permanent items relative to earnings in 2017.

8. CONTINGENCIES

LITIGATION

EIPLP and its subsidiaries and investees are subject to various other legal and regulatory actions and proceedings which arise in the normal course of business, including interventions in regulatory proceedings and challenges to regulatory approvals and permits by special interest groups. While the final outcome of such actions and proceedings cannot be predicted with certainty, EIPLP believes that the resolution of such actions and proceedings will not have a material impact on its consolidated financial position or results of operations.

HIGHLIGHTS

	Three months ended March 31,	
	2017	2016
<i>(unaudited; millions of Canadian dollars, except per share amounts)</i>		
ENBRIDGE INCOME FUND HOLDINGS INC.		
Earnings		
Distribution and other income ¹	68	52
Income taxes	(1)	-
Earnings	67	52
Earnings per common share	0.54	0.54
Diluted earnings per common share	0.53	0.53
Cash flow data		
Cash provided by operating activities	68	48
Dividends		
Dividends declared	64	45
Dividends per common share	0.5133	0.4665
Shares outstanding (millions)		
Common shares outstanding	125	97
Weighted average common shares outstanding	124	97
AVAILABLE CASH FLOW FROM OPERATIONS		
EIPLP Adjusted EBIT		
Liquids Pipelines	361	447
Gas Pipelines	57	49
Green Power	39	37
Eliminations and Other	7	20
Adjusted earnings before interest and income taxes	464	553
Depreciation and amortization expense	159	161
Distributions from Southern Lights Class A units	5	5
Cash distributions less than equity earnings	(11)	(2)
Maintenance capital expenditures	(19)	(25)
Interest expense	(94)	(91)
Current income taxes	(24)	(18)
Special interest rights distributions - IDR	(12)	(11)
Other adjusting items	7	(3)
EIPLP ACFFO	475	569
Fund and ECT operating, administrative and interest expense	(53)	(54)
Fund Group ACFFO	422	515
Distributions to Enbridge ²	336	336
Distributions to ENF	67	52
Fund Group distributions declared	403	388
Fund Group payout ratio	95%	75%
EIPLP OPERATING RESULTS		
Liquids Pipelines - Average deliveries (<i>thousands of barrels per day</i>)		
Canadian Mainline ³	2,593	2,543
Regional Oil Sands System ⁴	1,318	1,151
Gas Pipelines - Average throughput (<i>millions of cubic feet per day</i>)		
Alliance Pipeline Canada	1,629	1,659
Alliance Pipeline US	1,724	1,757
Green Power (<i>thousands of megawatt hours produced</i>)		
Wind Facilities	706	720
Solar Facilities	26	27
Waste Heat Facilities	28	26

¹ Includes Fund Unit distributions.

² Includes EIPLP Class C unit, ECT Preferred Unit and Fund Unit distributions paid to Enbridge.

³ Canadian Mainline average throughput volume represents deliveries ex-Gretna, Manitoba which is made up of United States and eastern Canada deliveries originating from western Canada.

⁴ Volumes are for the Athabasca mainline, Athabasca Twin, Waupisoo Pipeline and Woodland Pipeline and exclude laterals on the Regional Oil Sands System.

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