

Edgar Filing: ENBRIDGE INC - Form FWP

ENBRIDGE INC  
Form FWP  
May 29, 2014

Filed Pursuant to Rule 433 under the Securities Act of 1933  
Registration Statement File No. 333-189157  
May 28, 2014

A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authority in each of the provinces of Canada. A copy of the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final base shelf prospectus, any amendment and any applicable shelf prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

May 28, 2014

**FINAL TERM SHEET**  
(Floating Rate Senior Notes due 2017)

<b>Issuer:</b>	Enbridge Inc.
<b>Issue of Securities:</b>	Floating Rate Senior Notes due 2017
<b>Principal Amount:</b>	US\$500,000,000
<b>Maturity:</b>	June 2, 2017
<b>Spread to LIBOR:</b>	+45 bps
<b>Designated LIBOR Page:</b>	Reuters Screen LIBOR01
<b>Interest Rate Basis:</b>	3-month US dollar LIBOR
<b>Interest Reset and Payment Dates:</b>	March 2, June 2, September 2 and December 2, commencing on September 2, 2014
<b>Interest Determination Dates:</b>	The second London Business Day preceding the first day of such interest period. The initial interest rate will be the 3-month US dollar LIBOR +45 bps, as determined on May 28, 2014.
<b>Day Count Basis:</b>	Actual/360
<b>Initial Price to Public:</b>	100%
<b>Minimum Denominations:</b>	US\$2,000 and integral multiples of US\$1,000 in excess thereof
<b>Optional Redemption:</b>	None

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**Trade Date:** May 28, 2014  
**Settlement Date:** June 4, 2014 (T+5)  
**CUSIP:** 29250N AK1  
**ISIN:** US29250NAK19

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**Joint Book-Running Managers:**

Citigroup Global Markets Inc.  
Deutsche Bank Securities Inc.  
HSBC Securities (USA) Inc.  
DNB Markets, Inc.  
BNP Paribas Securities Corp.  
Mitsubishi UFJ Securities (USA), Inc.  
Mizuho Securities USA Inc.  
Wells Fargo Securities, LLC

**Co-Managers:**

SMBC Nikko Securities America, Inc.  
RBS Securities Inc.  
Credit Agricole Securities (USA) Inc.  
U.S. Bancorp Investments, Inc.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-800-831-9146, Deutsche Bank Securities Inc. toll-free at 1-800-503-4611 or HSBC Securities (USA) Inc. toll-free at 1-866-811-8049.**

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May 28, 2014

### FINAL TERM SHEET (3.500% Senior Notes due 2024)

<b>Issuer:</b>	Enbridge Inc.
<b>Issue of Securities:</b>	3.500% Senior Notes due 2024
<b>Principal Amount:</b>	US\$500,000,000
<b>Coupon:</b>	3.500%
<b>Interest Payment Dates:</b>	Semi-annually on June 10 and December 10, commencing on December 10, 2014
<b>Maturity:</b>	June 10, 2024
<b>Treasury Benchmark:</b>	2.500% due May 15, 2024
<b>U.S. Treasury Yield:</b>	2.441%
<b>Spread to Treasury:</b>	+110 bps
<b>Re-offer Yield:</b>	3.541%
<b>Initial Price to Public:</b>	99.656%
<b>Minimum Denominations:</b>	US\$2,000 and integral multiples of US\$1,000 in excess thereof
<b>Optional Redemption:</b>	On any date more than three months prior to the maturity date for an amount equal to the principal amount of the notes redeemed plus a make-whole premium and accrued but unpaid interest to the redemption date.

On any date that is on or after the date that is three months prior to the maturity date for an amount equal to the principal amount of the notes redeemed plus accrued but unpaid interest to the redemption date.

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**Make-Whole Premium:** U.S. Treasury + 15 bps

**Trade Date:** May 28, 2014

**Settlement Date:** June 4, 2014 (T+5)

**CUSIP:** 29250N AH8

**ISIN:** US29250NAH89

**Joint Book-Running Managers:** Citigroup Global Markets Inc.  
Deutsche Bank Securities Inc.  
HSBC Securities (USA) Inc.  
DNB Markets, Inc.  
BNP Paribas Securities Corp.  
Mitsubishi UFJ Securities (USA), Inc.  
Mizuho Securities USA Inc.  
Wells Fargo Securities, LLC

**Co-Managers:** SMBC Nikko Securities America, Inc.  
RBS Securities Inc.  
Credit Agricole Securities (USA) Inc.  
U.S. Bancorp Investments, Inc.

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May 28, 2014

### FINAL TERM SHEET (4.500% Senior Notes due 2044)

<b>Issuer:</b>	Enbridge Inc.
<b>Issue of Securities:</b>	4.500% Senior Notes due 2044
<b>Principal Amount:</b>	US\$500,000,000
<b>Coupon:</b>	4.500%
<b>Interest Payment Dates:</b>	Semi-annually on June 10 and December 10, commencing on December 10, 2014
<b>Maturity:</b>	June 10, 2044
<b>Treasury Benchmark:</b>	3.625% due February 15, 2044
<b>U.S. Treasury Yield:</b>	3.281%
<b>Spread to Treasury:</b>	+125 bps
<b>Re-offer Yield:</b>	4.531%
<b>Initial Price to Public:</b>	99.493%
<b>Minimum Denominations:</b>	US\$2,000 and integral multiples of US\$1,000 in excess thereof
<b>Optional Redemption:</b>	On any date more than six months prior to the maturity date for an amount equal to the principal amount of the notes redeemed plus a make-whole premium and accrued but unpaid interest to the redemption date.

On any date that is on or after the date that is six months prior to the maturity date for an amount equal to the principal amount of the notes redeemed plus accrued but unpaid interest to the redemption date.

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**Make-Whole Premium:** U.S. Treasury + 20 bps

**Trade Date:** May 28, 2014

**Settlement Date:** June 4, 2014 (T+5)

**CUSIP:** 29250N AJ4

**ISIN:** US29250NAJ46

**Joint Book-Running Managers:** Citigroup Global Markets Inc.  
Deutsche Bank Securities Inc.  
HSBC Securities (USA) Inc.  
DNB Markets, Inc.  
BNP Paribas Securities Corp.  
Mitsubishi UFJ Securities (USA), Inc.  
Mizuho Securities USA Inc.  
Wells Fargo Securities, LLC

**Co-Managers:** SMBC Nikko Securities America, Inc.  
RBS Securities Inc.  
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U.S. Bancorp Investments, Inc.

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