

ENBRIDGE INC
Form 40-F
March 07, 2006

**U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 40-F**

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2005

Commission file number 0-21080

ENBRIDGE INC.

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's Name into English (if applicable))

Canada

(Province or other jurisdiction of incorporation or organization)

4923

(Primary Standard Industrial Classification Code Number (if applicable))

None

(I.R.S. Employer Identification Number (if applicable))

**3000 Fifth Avenue Place
425 1st Street S.W.**

**Calgary, Alberta, Canada T2P 3L8
Telephone Number: (403) 231-3900**

(Address and telephone number of Registrant's principal executive offices)

Enbridge (U.S.) Inc.

**1100 Louisiana, Suite 3200
Houston, Texas 77002**

Telephone Number: (713) 650-8900

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Shares

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

For annual reports, indicate by check mark the information filed with this Form:

Annual Information Form

Audited annual financial statements

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Indicate the number of outstanding shares of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

348,988,815 Common shares (as at December 31, 2005)

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If Yes is marked, indicate the filing number assigned to the Registrant in connection with such Rule.

Yes

No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

DISCLOSURE CONTROLS AND PROCEDURES

As of the end of the period covered by this report, an evaluation was carried out under the supervision of and with the participation of the Registrant's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operations of the Registrant's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective in ensuring that information required to be disclosed by the Registrant in reports that it files with or submits to the Securities and Exchange Commission is recorded, processed, summarized and reported within the time periods required.

No significant changes were made in the Registrant's internal control over financial reporting or in other factors during the period covered by this annual report on Form 40-F that have materially affected or are reasonably likely to materially affect the Registrant's internal control over financial reporting.

AUDIT COMMITTEE FINANCIAL EXPERT

The Registrant's Board of Directors has determined that Messrs. W.R. Fatt and D.A. Leslie, members of the Audit Committee, each qualify as an audit committee financial expert (as defined in Form 40-F under the Securities Exchange Act of 1934) and are independent as defined by the New York Stock Exchange corporate governance rules applicable to foreign private issuers. The SEC has indicated that the designation of each of Messrs. Fatt and Leslie as an audit committee financial expert does not make either an expert for any purpose, impose any duties, obligations or liability on either of them that are greater than those imposed on members of the audit committee and board of directors who do not carry this designation or affect the duties, obligations or liability of any other member of the audit committee.

CODE OF ETHICS

The Registrant has adopted a code of ethics (the Statement on Business Conduct) that applies to all employees and officers, including its principal executive officer, principal financial officer and principal accounting officer. The Statement on Business Conduct is available at the Registrant's Internet website, www.enbridge.com.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

PricewaterhouseCoopers LLP (or a predecessor firm, Price Waterhouse) (PwC) have been the auditors of the Registrant since 1992.

In response to legislative and regulatory requirements regarding auditor independence, the Registrant's Audit, Finance & Risk Committee adopted a policy that requires pre-approval by the Audit, Finance & Risk Committee of any services to be provided by the auditors, whether audit or non-audit services. During the years ended December 31, 2004 and 2005, all audit and non-audit services were pre-approved by the Audit, Finance & Risk Committee.

The following table sets forth all services rendered by the auditors by category, together with the corresponding fees billed by the auditors for each category of service for the financial years ended December 31, 2004 and 2005.

| | Years ended December 31 | |
|-----------------------------------|--------------------------------|---------------------|
| | 2005 | 2004 |
| Audit Fees ⁽¹⁾ | \$ 1,658,869 | \$ 1,096,423 |
| Audit-Related Fees ⁽²⁾ | 166,552 | 1,660,155 |
| Tax Fees ⁽³⁾ | 210,490 | 166,801 |
| All Other Fees ⁽⁴⁾ | 32,360 | 80,063 |
| Total Fees | \$ 2,068,271 | \$ 3,003,442 |

Notes:

- 1 Represents the aggregate fees billed by the Corporation's auditors for audit services.
- 2 Represents the aggregate fees billed for assurance and related services by the Corporation's auditors that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not included under Audit Fees . This amount includes \$1,280,000 for Sarbanes-Oxley Act related procedures in 2004.
- 3 Represents the aggregate fees billed for professional services rendered by the Corporation's auditors for tax compliance, tax advice and tax planning.
- 4 Represents the aggregate fees billed for products and services provided by the Corporation's auditors other than those services reported under Audit Fees , Audit Related Fees and Tax Fees .

OFF-BALANCE SHEET ARRANGEMENTS

The Registrant has no off-balance sheet arrangements as defined by Form 40-F under the Securities Act of 1934.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

Payments due for contractual obligations of the Registrant over the next five years and thereafter are as follows:

| (millions of Canadian dollars) | Total | Less than 1 year | 1-3 years | 3-5 years | After 5 years |
|-------------------------------------|--------------|-----------------------------|----------------------|----------------------|--------------------------|
| Long-term debt | 6,662.5 | 400.0 | 788.4 | 950.0 | 4,524.1 |
| Non-recourse long-term debt | 1,563.0 | 66.7 | 155.7 | 244.5 | 1,096.1 |
| Long-term contracts | 822.5 | 190.9 | 217.0 | 196.4 | 218.2 |
| Capital and operating leases | 85.0 | 5.1 | 10.3 | 11.0 | 58.6 |

IDENTIFICATION OF THE AUDIT COMMITTEE

The Registrant is required by Canadian law to have an audit committee. The Chair of the Audit, Finance & Risk Committee is R.W. Martin and the other members are E.S. Evans, W.R. Fatt, D.A. Leslie and L.D. Hyndman.

FORWARD-LOOKING STATEMENTS

A number of statements in the documents incorporated by reference in this Form 40-F constitute forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Please refer to the last paragraph on the Table of Contents in the Annual Information Form of Enbridge Inc. for the year ended December 31, 2005, dated March 3, 2006, incorporated herein and forming an integral part of this document, for a discussion of risks, uncertainties and assumptions that could cause actual results to vary from those forward-looking statements.

UNDERTAKING

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities in relation to which the obligation to file an annual report on Form 40-F arises or transactions in said securities.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

ENBRIDGE INC.

Date: March 6, 2006

By: /s/ Alison T. Love
Alison T. Love
Vice President & Corporate Secretary

EXHIBIT INDEX

- 99.1 Certificates of the Chief Executive Officer and Chief Financial Officer under Section 302 of the *Sarbanes-Oxley Act of 2002*.
- 99.2 Certificates of the Chief Executive Officer and Chief Financial Officer under Section 906 of the *Sarbanes-Oxley Act of 2002*.
- 99.3 Annual Information Form of the Registrant dated March 3, 2006.
- 99.4 Audited financial statements of the Registrant and notes thereto for the fiscal years ended December 31, 2004 and 2005 and Auditor's Report thereon.
- 99.5 Management's Discussion and Analysis of the Registrant for the year ended December 31, 2004 dated February 1, 2006.
- 99.6 Consent of PricewaterhouseCoopers LLP, independent auditors of the Registrant.