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ENBRIDGE INC  
Form 40-F  
February 23, 2011

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

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

For the fiscal year ended December 31, 2010

Commission file number 001-15254

**ENBRIDGE INC.**

*(Exact name of Registrant as specified in its charter)*

Not Applicable

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

<b>Canada</b>	<b>4923</b>	<b>None</b>
<i>(Province or other jurisdiction of incorporation or organization)</i>	<i>(Primary Standard Industrial Classification Code Number (if applicable))</i>	<i>(I.R.S. Employer Identification Number (if applicable))</i>

**3000 Fifth Avenue Place**

**425 1st Street S.W.**

**Calgary, Alberta, Canada T2P 3L8**

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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:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
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

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:

385,292,508 Common shares (as at December 31, 2010)

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.

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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

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## **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 operation 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 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.

## **MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The information provided under the heading "Management's Report on Internal Control over Financial Reporting" contained in the Management's Discussion and Analysis, filed as exhibit 99.7 to this annual report on Form 40-F, is incorporated herein by reference.

## **AUDIT COMMITTEE FINANCIAL EXPERT**

The Registrant's Board of Directors has determined that Messrs. J.H. England and D.A. Leslie and Ms. C.L. Williams, 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. England and Leslie and Ms. Williams as an audit committee financial expert does not make any one of them an "expert" for any purpose, impose any duties, obligations or liability on any one 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](http://www.enbridge.com) and is available in print to any shareholder upon written request to the Corporate Secretary of the Registrant.

**PRINCIPAL ACCOUNTANT FEES AND SERVICES**

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

The information provided under the headings Pre-Approval Policies and Procedures and External Auditor Services Fees contained in the Annual Information Form, filed as exhibit 99.5 to this annual report on Form 40-F, is incorporated herein by reference.

**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**

The information provided in the Management's Discussion and Analysis under the heading "Contingencies or Commitments Contractual Obligations", filed as exhibit 99.7 to this annual report on Form 40-F, is incorporated herein by reference.

**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 D.A. Leslie and the other members at year-end were J.H. England, G.K.Petty, C.E. Shultz and C.L. Williams.

**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 under the heading "Forward-Looking Information" in the Annual Information Form of Enbridge Inc. for the year ended December 31, 2010, dated February 18, 2011, 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: February 22, 2011

By: signed  
Alison T. Love



**EXHIBIT INDEX**

- 99.1 Certificate of the Chief Executive Officer under Section 302 of the *Sarbanes-Oxley Act of 2002*.
- 99.2 Certificate of the Chief Financial Officer under Section 302 of the *Sarbanes-Oxley Act of 2002*.
- 99.3 Certificate of the Chief Executive Officer under Section 906 of the *Sarbanes-Oxley Act of 2002*.
- 99.4 Certificate of the Chief Financial Officer under Section 906 of the *Sarbanes-Oxley Act of 2002*.
- 99.5 Annual Information Form of the Registrant dated February 18, 2011.
- 99.6 Audited financial statements of the Registrant and notes thereto for the fiscal years ended December 31, 2009 and 2010 and Auditor's Report thereon.
- 99.7 Management's Discussion and Analysis of the Registrant for the year ended December 31, 2010 dated February 18, 2011.
- 99.8 Consent of PricewaterhouseCoopers LLP, independent auditors of the Registrant.