

ENBRIDGE GAS DISTRIBUTION INC. AND UNION GAS LIMITED

Undertaking of Mr. Kitchen
To Mr. Shepherd

REF: Tr.1, p.76

Please provide a corporate structure chart for Enbridge Inc.

Response:

The Applicants undertook to provide any corporate organizational charts (“org charts”) that are disclosed publicly. The Applicants filed a current and post-amalgamation simplified org charts as part of the Applications at Exhibit B, Tab 1, Attachment 4.

Enbridge Inc. does not disclose full org charts publicly. However, under Canadian securities rules, Enbridge Inc. was required to publicly disclose an org chart showing its material subsidiaries. As such, Enbridge Inc.’s annual information form for the year ended December 31, 2016, at Attachment 1, provides the required org. As of January 1, 2018, Enbridge Inc. became a U.S. domestic issuer subject to U.S. securities disclosure rules, not Canadian rules. The U.S. rules do not require the disclosure of org charts.

Spectra Energy Corp. (“Spectra”) did not produce or disclose similar org charts to Enbridge Inc. because it was subject to U.S. securities rules. However, for the special meeting of shareholders held on December 15, 2016 to approve the Spectra merger, Enbridge Inc. under the Canadian rules was required to disclose a chart showing the Spectra structure. This was done on page F-2 of Enbridge Inc.’s proxy circular for the special meeting, at Attachment 2.