

ENBRIDGE INC
Form 40-F/A
November 24, 2006

**U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 40-F/A
(Amendment No. 1)**

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

OR

p 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))

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)

None

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

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:

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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:

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

EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 40-F of Enbridge Inc. (the Registrant), including exhibits hereto, is being filed by the Registrant to amend its Registration Statement on Form 40-F (the Original Form 40-F), filed with the Commission on March 7, 2006, by replacing in its entirety the Audited financial statements of the Registrant and notes thereto for the fiscal years ended December 31, 2004 and 2005 and Auditor s Report thereon filed as Exhibit 99.4 thereto with the Audited financial statements of the Registrant and notes thereto for the fiscal years ended December 31, 2004 and 2005 (the Audited Financial Statements) and Auditor s Report thereon (the Auditor s Report) attached hereto as Exhibit 99.7. The Auditor s Report and pages 50 and 51 of the Audited Financial Statements were inadvertently omitted from the Original Form 40-F filing and the attached Exhibit 99.7 includes the Audit Report and the Audited Financial Statements including pages 50 and 51, as both the Audit Report and the Audited Financial Statements existed at the time of the Original Form 40-F filing.

Other than as expressly set forth above, this Form 40-F/A does not, and does not purport to, update or restate the information in any Item of the Original Form 40-F or reflect any events that have occurred after the Original Form 40-F was filed.

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: November 24, 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.
- 99.5* Management's Discussion and Analysis of the Registrant for the year ended December 31, 2004 dated February 2, 2006.
- 99.6* Consent of PricewaterhouseCoopers LLP, independent auditors of the Registrant.
- 99.7 Audited financial statements of the Registrant and notes thereto for the fiscal years ended December 31, 2004 and 2005 and Auditor's Report thereon.
- 99.8 Certificates of the Chief Executive Officer and Chief Financial Officer under Section 302 of the *Sarbanes-Oxley Act of 2002*.
- 99.9 Certificates of the Chief Executive Officer and Chief Financial Officer under Section 906 of the *Sarbanes-Oxley Act of 2002*.

*PREVIOUSLY FILED