



Enbridge Pipelines Inc.
30th Floor
425 – 1st Street S.W.
Calgary, AB T2P 3L8
Canada
www.enbridge.com

Chantal Robert
Supervisor Regulatory Affairs
Regulatory Law & Affairs
Tel: 403-718-3551
Fax: 403-767-3863
Email: chantal.robert@enbridge.com

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E-FILE

National Energy Board
444 – 7th Avenue SW
Calgary, AB T2P 0X8

Attention: Sheri Young, Secretary of the Board

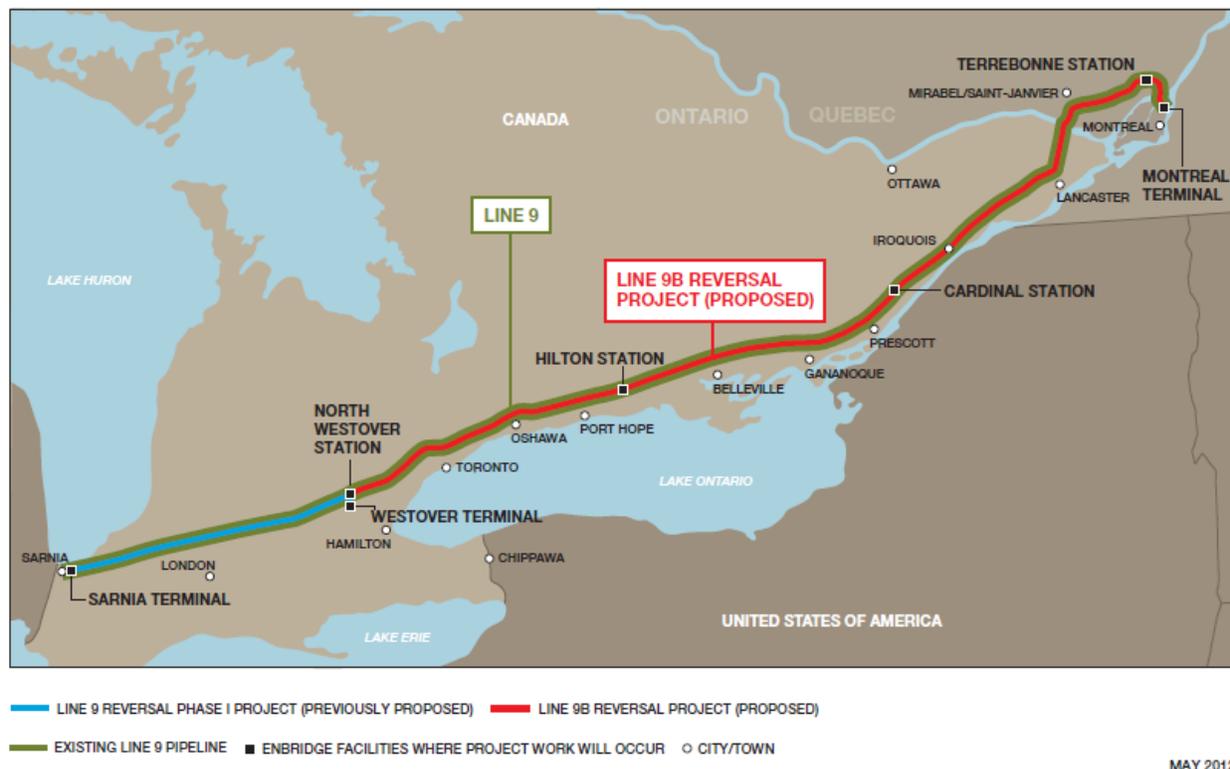
Dear Ms. Young:

**Re: Enbridge Pipelines Inc. (“Enbridge”)
Proposed Line 9B Reversal Project
Pre-Application Information**

Enbridge received a request from the National Energy Board (“Board” or “NEB”) in late May 2012 to provide pre-application information for the Line 9B Reversal and Line 9 Capacity Expansion Project (“Project”). Enbridge is in the process of finalizing the design of the Project, and therefore the scope of work outlined below may differ from the application to be submitted to the Board for approval. Enbridge plans to file the Project application, which will contain engineering and environmental and socio-economic impact assessments, in late Fall 2012.

Project Overview

Enbridge is proposing to reverse a section of Line 9 between North Westover, Ontario and Montreal, Quebec and expand overall capacity on Line 9 from Sarnia, Ontario to Montreal to accommodate customer requests for greater pipeline capacity and access to North American crude oil. Increasing the supply of lower-priced North American oil to Canadian refineries benefits the refining industry and the Canadian economy overall, including the economies of Ontario and Quebec.



Line 9 is an existing Enbridge 762 mm (30-inch) diameter pipeline with a current capacity of approximately 240,000 barrels per day (bpd), extending from Sarnia to Montreal. Currently, the pipeline transports crude oil from areas such as the North Sea, West Africa and the Middle East, in a westbound direction. As a result of a successful open season for the Project, Enbridge proposes to reverse the flow of Line 9B in an eastward direction and to **increase the capacity of the entire Line 9 to approximately 300,000 bpd**. The increase in capacity will be achieved largely through the use of Drag Reducing Agent (“DRA”). DRA is a tested and safe polymer compound, (found in wool, nylon and silicone), that will be injected into the crude oil flowing through Line 9, allowing it to flow with less friction. This commonly used technology allows for increased capacity with minimal requirement for new infrastructure, ensuring we can use existing Enbridge facilities to meet changing industry requirements and minimize impact to the environment and to stakeholders. Although it is expected Line 9 will continue to flow a predominately light crude oil slate, **shippers will have the option to nominate and ship heavy crude oil to Montreal**. Enbridge will seek NEB approval for a **revised Line 9 tariff** as part of the Project application.

With the exception of some temporary workspace required for the installation of a relocated densitometer building on the Line 9B right of way (“ROW”) near Enbridge’s North Westover Station, the Project will take place within existing Enbridge properties and rights of way. Project work at Sarnia Terminal, North Westover Station, Hilton Station, Cardinal Station (in Ontario), and Terrebbonne Station and Montreal Terminal (in Quebec) includes the modification or replacement of existing equipment and the installation of

pumps and piping within the facility boundaries. Higher than normal vehicle traffic and noise at these facilities may occur during the Project construction period.

Project Scope Summary Table

Facility	Scope of Work
SARNIA TERMINAL	<ul style="list-style-type: none"> • New mainline pump • New booster pumps • New DRA skids • New piping and valves • Electrical upgrades • New sump tank and drain system
NEW DENSITOMETER at MP 1857.47	<ul style="list-style-type: none"> • Relocation of existing densitometer and building located at MP 1860 to a new location at MP 1857.47. <ul style="list-style-type: none"> - Densitometer to be installed on existing ROW - Temporary workspace will be required for installation
NORTH WESTOVER STATION	<ul style="list-style-type: none"> • New mainline pump • Mainline pumps modifications • Pump building modification • New DRA skids • New above ground piping
HILTON STATION	<ul style="list-style-type: none"> • New mainline pump • Mainline pumps modification • Pump building modification • New DRA skids • New above ground piping
CARDINAL STATION	<ul style="list-style-type: none"> • New mainline pump • Mainline pumps modification • Pump building modification • New DRA skids • New piping and valves
TERREBONNE STATION	<ul style="list-style-type: none"> • New densitometer complete with densitometer pump and instrumentation • Piping modifications
MONTREAL TERMINAL	<ul style="list-style-type: none"> • New piping and valves • New metering facilities • Upgrades to the existing surge relief system.

Project Participant Involvement Program

Enbridge believes in open and transparent communication with all landowners, communities and Aboriginal groups along the ROW. A Participant Involvement Program

for the proposed Project is now underway to build public awareness and understanding, gather and incorporate input, and answer questions.

Enbridge's Participant Involvement Program was designed and implemented to ensure all potentially affected parties were engaged early and were provided with detailed and timely information respecting the Project. In addition, the consultation program for the Project was designed to ensure that interested parties had sufficient opportunity to respond with comments, questions or concerns and, if they chose, to meet in person with Enbridge representatives to discuss issues or obtain further information.

The overall objectives of the public consultation for the Project are to:

- identify all parties who may be potentially impacted by the Project;
- provide detailed and timely Project information to potentially affected stakeholders;
- identify stakeholder issues, provide the means for comment and input and, where possible, resolve their concerns;
- provide opportunities for interested parties - even if they are not potentially affected - to meet with an Enbridge representative to discuss issues or receive further information;
- document issues raised during the consultation program and how they were factored into the Project planning process;
- develop and maintain an ongoing dialogue with stakeholders through all Project stages to increase their knowledge regarding the Project, to generate and reinforce support for the Project, to manage standards and expectations, and to seek solutions to issues raised;
- explore ways in which the Project may be able to contribute positively to surrounding communities; and
- proactively manage and respond to stakeholder issues and mitigate risks associated with potential opposition to the Project.

Design of the Consultation Program

In designing the public consultation program for the Project, Enbridge first assessed the potential impacts of the Project to determine expected levels and areas of public interest. In addition, Enbridge considered our recent consultation process for the Line 9 Reversal Phase I Project and the wider interest that was expressed from some stakeholder groups and individuals not directly affected by that project.

Enbridge also took into account the nature and type of work to be undertaken as part of the construction and operation of the Project. Factors considered included:

- With the exception of some temporary workspace required for the installation of a small densitometer facility near Enbridge's North Westover Station, the Project will take place within existing Enbridge properties and ROW.
- Minimal construction work will be required at Enbridge's existing facilities. Project work at Sarnia Terminal, North Westover Station, Westover Terminal, Hilton Station, Cardinal Station (in Ontario), and Terrebonne Station and Montreal Terminal (in Quebec) includes the modification or replacement of existing equipment and the installation of piping within the facility boundaries.
- For the majority of stakeholders, the reversal will have no noticeable impact since it involves reversing the flow and increasing capacity, but no change to maximum operating pressure of an existing pipeline, and any impacts arising from construction (noise, dust, traffic, and disruptions due to equipment movement) are expected to be temporary and minor in nature.

Stakeholder Groups Consulted

Early in the planning process for the Project, potentially affected groups and individuals (listed below) were identified, and appropriate levels and methods of consultation were determined for each.

- Directly affected landowners, tenants and residents along the existing pipeline ROW;
- Communities and municipalities along or near the existing pipeline corridor and facilities, including:
 - City of Belleville
 - City of Brockville
 - City of Burlington
 - City of Cambridge
 - City of Cornwall
 - City of Etobicoke
 - City of Hamilton
 - City of Kingston
 - City of London
 - City of Oshawa
 - City of Pickering
 - City of Quinte West
 - City of Sarnia
 - City of Scarborough
 - City of Toronto
 - City of Mississauga

- County of Leeds & Grenville –
Township of Leeds & Thousand
Islands
- Front of Yonge
- Lambton County
- Lennox & Addington County
- Loyalist Township
- Middlesex County
- County of Frontenac
- County of Halton
- County of Lennox & Addington
- County of Northumberland
- County of Ontario
- County of Oxford
- Loyalist Township
- Municipality of Brighton
- Municipality of Lambton Shores
- Municipality of North Middlesex
- Municipality of Port Hope
- Municipality of Tweed
- Municipality of Centre Hastings
- Municipality of Clarington
- Municipality of Strathroy-Caradoc
- Municipality of Thames Centre
- Regional Municipality of Durham
- Regional Municipality of Halton
- Town of Alexandria
- Town of Ajax
- Town of Bowmanville
- Town of Deseronto
- Town of Greater Napanee
- Town of Milton
- Town of Oakville
- Town of Plympton-Wyoming
- Town of Shelburne
- Town of Whitby
- Augusta Township
- Township of Adelaide Metcalfe
- Township of Alnwick-Haldimand
- Township of Clarke
- Township of Cornwall
- Township of Cramahe
- Township of Darlington
- Township of Dawn Euphemia
- Township of East Hawkesbury
- Township of East Whitby
- Township of East Zorra-Tavistock
- Township of
Edwardsburg/Cardinal
- Township of Elizabethtown
- Township of Ernestown
- Township of Lancaster
- Township of Leeds and the
Thousand Islands
- Township of Lansdowne
- Township of Matilda
- Township of Murray
- Township of North Dumfries
- Township of North Glengarry
- Township of North York
- Township of Osnabruck
- Township of Pittsburgh
- Township of Richmond
- Township of Sidney – City of
Quinte West
- Township of South Dundas
- Township of South Glengarry
- Township of South Stormont
- Township of St. Clair
- Township of Thurlow
- Township of Tyendinaga
- Township of Warwick
- Township of Whitby
- Township of Williamsburg
- Village of Point Edward
- Ville de Laval
- Ville de Mirabel
- Ville de Montreal
- Ville de Montreal-Est
- Ville de Rigaud

- Ville de Terrebonne
 - Ville de Point-Fortune
 - Ville de Saint Clet
 - Ville de Saint Janvier-de-Joly
 - Ville de Saint-Andre-D'Argenteuil
 - Ville de Sainte Anne-des-Plaines
 - Ville de Sainte-Justine-de-Newton
 - Municipalité de Très-Saint-Rédempteur
- Various provincial and federal government Ministries, Individual Members of Parliament, Members of the Ontario Parliament and Members of the Quebec National Assembly and Mayors of various municipalities where the Project work is being proposed.
 - Environmental Conservation Authorities:
 - St. Clair Region Conservation Authority
 - Grand River Conservation Authority
 - Hamilton Conservation Authority
 - South Nation Conservation Authority
 - Raisin Region Conservation Authority
 - Landowner Associations
 - Canadian Association of Energy and Pipeline Landowner Associations (“CAEPLA”)
 - Ontario Pipeline Landowners Association (“OPLA”)

Methods of Consultation

The methods employed to implement the consultation program varied by specific stakeholder group, depending on the anticipated impact that the Project could potentially have on that group as well as the expectations of stakeholders in this region. The public consultation program for the Project has and will continue to involve a number of activities including: mail outs of Project information packages, open houses, newspaper advertisement, face-to-face visits, communication materials such as fact sheets, establishment of a Project website and toll-free telephone number / message line, and distribution of subsequent Project updates.

Project Information Mail Outs

- Enbridge distributed Project consultation packages to 2,652 landowners and other stakeholders along the ROW to describe the proposed Project and inform them of how to communicate any concerns with either Enbridge or the NEB (May 17, 2012);
- invitations to Ontario Open Houses were mailed to stakeholders in Ontario on May 28, 2012;

- invitations to Quebec Open Houses were mailed to stakeholders in Quebec on September 11, 2012;
- update letters to stakeholders in Ontario and Quebec describing the proposed capacity expansion scope change were mailed on September 25, 2012; and,
- on-going update letters will be developed, to keep stakeholders informed as the project progresses.

Open Houses

- Open houses were successfully held at five Ontario locations between June 11-18, 2012: Port Hope, Corbyville, Gananoque, Maitland, and Martintown.
 - Attendance ranged from eight to 26 individuals, mostly landowners. Areas of interest about the Project included: pipeline safety, integrity digs, refineries/demand, history of Line 9, and sources of crude oil. No major concerns were raised. These open houses provided for an opportunity for guests to speak directly with Enbridge subject-matter experts and for Enbridge to listen and learn about the interests of some of our most engaged stakeholders.
- Open houses were successfully held October 2 in Montreal East and October 3 in Saint-Janvier de Mirabel.
 - Attendance was 33 in Montreal East and 19 in Saint-Janvier de Mirabel with a variety of guests, including the Montreal East Mayor, the Mirabel fire chief, representatives of government ministries representatives, a local chamber of commerce federation, ENGOs, unions, and landowners. Areas of interest about the Project included: benefits of the project, pipeline integrity, oil sands, and transporting oil sands crude. As in Ontario, these open houses provided an opportunity for guests to speak directly with Enbridge subject-matter experts and for Enbridge representatives to listen and learn about the interests of some of our most engaged stakeholders.

Personal Meetings and Consultation

- Enbridge has met in-person with interested Municipalities along the pipeline ROW, as follows:

• Municipality of Strathroy-Caradoc	• City of Quinte West
• Municipality of Thames Centre	• City of Sarnia
• Township of Edwardsburg/Cardinal	• Township of Dawn-Euphemia
• Augusta Township	• Loyalist Township
• City of Brockville	• Municipality of Brighton
• City of Cambridge	• Municipality of North Middlesex
• City of Cornwall	• Municipality of Tweed
	• City of Toronto

- Municipality of Center Hastings
 - Municipality of Clarington
 - Regional Municipality of Halton
 - Town of Shelburne
 - Town of Desoronto
 - Town of Plympton-Wyoming
 - Town of Whitby
 - Township of Alnwick-Haldimand
 - Township of Cramahae
 - Township of Leeds and the Thousand Islands
 - Ville de Laval
 - Ville de Terrebonne
 - Ville de Rigaud
 - Ville de Pointe Fortune
 - Ville de Saint-Janvier-de-Joly
 - Ville de Sainte-Anne-des-Plaines
 - Ville de Saint-André-d'Argenteuil
 - Ville de Mirabel
 - Municipalité de Très Saint Rédempteur
- A meeting was held with OPLA and CAEPLA on May 26, 2012 in London, Ontario; a follow up email was sent on behalf of Enbridge on June 12, 2012.

Toll-Free Telephone Message Line and E-mail address

- 20 e-mails and 28 calls to the toll-free line have been received to date
 - most of the inquiries are from landowners inquiring whether the Project will affect their property;
 - other inquiries include municipalities asking whether the pipeline runs through their jurisdiction and people voicing their concerns about oil sands, carbon dioxide / greenhouse emissions and pollution.

Project Web Site

- Information about the Project is also available on the enbridge.com website, at: www.enbridge.com/Line9b. Project web pages are active in both English and French.

Aboriginal Engagement

The purpose of the Aboriginal engagement program is to implement the policies and procedures employed by Enbridge for effective and meaningful engagement and consultation with First Nation Communities (“Aboriginal Communities”) relating to the Project.

Enbridge has and will continue to seek to foster successful working relationships with Aboriginal Communities in the areas where we operate our pipelines. Aboriginal Communities are key stakeholders as Enbridge plans, constructs and operates its pipeline systems. Enbridge believes that positive relationships with Aboriginal Communities, based on shared respect, are of mutual benefit and importance.

To this end, Enbridge has instituted an enterprise-wide Aboriginal and Native American Policy (the "Policy"). This Policy outlines key principles for relations with Aboriginal Communities, including respect for traditional ways and land, heritage sites, the environment, and traditional knowledge. The Policy was also designed to ensure a consistent and thorough approach to consultation and engagement with Aboriginal Communities for proposed new pipeline projects. Enbridge is applying principles from the Policy to guide the Aboriginal engagement and consultation activities for the Project, including: developing relationships, exchanging information about the Project, hearing Aboriginal concerns, responding to such concerns, and ensuring on-going dialogue about the Project, its potential impacts and benefits.

Aboriginal engagement and consultation for the Project is also guided by federal and provincial government consultation policies and requirements.

Identification of Aboriginal Communities

Enbridge determined which Aboriginal Communities to engage with for the Project primarily by assessing which Aboriginal Communities are in proximity to the Project area (First Nations whose reserve lands are within approximately 50 km of the Line 9 ROW. Enbridge also relied upon its knowledge of the Aboriginal Communities in the area, based on its history of operating pipelines and facilities in southern Ontario and Quebec for over 30 years.

In addition, the Project will take place within existing Enbridge properties and ROW, involves no Crown lands, and minimal construction work will be required at Enbridge's existing facilities. Due to the nature and type of work to be undertaken as part of the construction and operation of the Project and the level of interest and heightened awareness of Enbridge activities in Eastern Canada, Enbridge decided to proactively engage other First Nations communities within a close proximity to the entire Line 9 ROW. In total, we identified 14 Aboriginal Communities with potential to be impacted by the Project:

- Aamjiwnaang First Nation
- Walpole Island First Nation
- Alderville First Nation
- Chippewas of Kettle and Stony Point
- Chippewas of the Thames First Nation
- Hiawatha First Nation
- Mississaugas of the New Credit First Nation
- Mohawks of Akwesasne
- Mohawks of the Bay of Quinte
- Munsee-Delaware First Nation
- Oneida Nation of the Thames
- Six Nations of the Grand River
- Kahnawake First Nation
- Kanasetake First Nation

Aboriginal Engagement Activities

Each Aboriginal Community identified above was mailed a Project information package on May 17, 2012. Since then, Enbridge has followed up with each First Nation by telephone and has distributed additional information by email. Enbridge has requested face-to-face meetings with each identified First Nation to introduce the Project and discuss any comments or concerns that they may have.

So far, Enbridge has had the opportunity to hold in-person meetings with 10 of the 14 First Nations engaged on the Project. These meetings included a meeting with the Iroquois Caucus representing six of the First Nations engaged on the Project.

Overall response to the Project has been neutral. Many communities expressed their appreciation for Enbridge's openness, transparency and willingness to meet with them in person to discuss projects and operations.

During these in-person meetings and phone conversations, Enbridge had the opportunity to provide information to First Nations on Enbridge's lines of business, introduce the proposed Project, and respond to questions. In general, issues raised by First Nations were focused on pipeline integrity and emergency response. To date, no Project-specific concerns have been raised.

Enbridge is continuing its efforts to connect with those four First Nations we have not yet had the opportunity to speak with about the Project. We also continue to explore the issues brought forward by the Aboriginal Communities and are working with them to mitigate their concerns.

Conclusion

As outlined above, no Project-specific concerns have been raised so far from our stakeholders and Aboriginal Communities. Enbridge will continue to implement its Consultation Program and ensure stakeholders and Aboriginal Communities are engaged in a meaningful way.

Yours truly,



Chantal Robert, P.Eng., PMP
Supervisor, Regulatory Affairs