

ENBRIDGE INC  
Form 6-K  
September 27, 2013

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

WASHINGTON, D.C. 20549

**FORM 6-K**

**Report of Foreign Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

**Dated September 27, 2013**

**Commission file number 001-15254**

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**ENBRIDGE INC.**

(Exact name of Registrant as specified in its charter)

**Canada**  
(State or other jurisdiction  
of incorporation or organization)

**None**  
(I.R.S. Employer Identification No.)

**3000, 425 1st Street S.W.**

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

(Address of principal executive offices and postal code)

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**(403) 231-3900**

(Registrants telephone number, including area code)

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Indicate by check mark whether the Registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes

No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes

No

Indicate by check mark whether the Registrant by furnishing 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.

Yes

No

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If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT ON FORM F-10 (FILE NO. 333-189157) OF ENBRIDGE INC. AND TO BE PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

The following documents are being submitted herewith:

1. Underwriting Agreement dated September 25, 2013 between Enbridge Inc. and the underwriters listed therein.

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ENBRIDGE INC.  
(Registrant)

Date: September 27, 2013

By: /s/ Tyler W. Robinson  
Tyler W. Robinson  
Vice President & Corporate Secretary

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f directors should be sent to it in care of the Secretary. AUDIT COMMITTEE The Corporation has a standing audit committee, with a written charter which is attached as Appendix A , within the Board of Directors which currently consists of Messrs. Daniel S. Tamkin, Dennis P. McConnell and Henry Schnurbach. The Board of Directors has determined that, for the fiscal year ended September 30, 2004, each of Messrs. McConnell and Schnurbach is an "independent director," as such term is defined by Rule 4200(a)(15) of the National Association of Securities Dealers' listing standards. Report of the Audit Committee The following "Report of the Audit Committee" shall not be deemed incorporated by reference by any general statement incorporating this Proxy Statement into any filing under the Securities Act of 1933 (Securities Act), or under the Exchange Act, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under the Securities Act or the Exchange Act. The Audit Committee has reviewed and discussed the audited financial statements with management. The Audit Committee has discussed with the independent registered public accountants the matters required to be

discussed by Statement of Auditing Standards No. 61, "Communication with Audit Committees," as may be modified or supplemented. The Audit Committee has received the written disclosures and the letter from the independent registered public accountants required by Independence Standards Board Standard No. 1, as may be modified or supplemented, and has discussed with the independent registered public accountants their independence. Based on the review and discussions referred to above in this report, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the last fiscal year for filing with the SEC. **AUDIT COMMITTEE** Daniel S. Tamkin, Chairman Henry Schnurbach Dennis P. McConnell **MANAGEMENT** The following table sets forth certain information with respect to the Executive Officers of the Company: **DATE SERVICE NAME AGE OFFICE COMMENCED** Daniel S. Tamkin 45 Chairman, Chief October 1990 Executive Officer, General Counsel, Director, and Audit Committee Joseph Vitale 58 President, Chief May 1994 Operating Officer and Director John A. Poserina 64 Treasurer, Vice January 1997 President, Chief Financial Officer, Secretary and Director Mr. Tamkin's biographical information is included under "Information Concerning Current Directors and Nominees for Directors" in this Proxy Statement. Mr. Vitale's biographical information is included under "Information Concerning Current Directors and Nominees for Directors" in this Proxy Statement. Mr. Poserina's biographical information is included under "Information Concerning Current Directors and Nominees for Directors" in this Proxy Statement. **EXECUTIVE COMPENSATION** The following table sets forth certain information with respect to compensation paid or accrued by the Company for services rendered to it for each of the three fiscal years ended September 30, 2004, as to Daniel S. Tamkin, the Company's present Chief Executive Officer, Joseph Vitale, the Company's President and Chief Operating Officer, and John A. Poserina, the Company's Chief Financial Officer and Secretary; none of the Company's other Executive Officers had aggregate remuneration in excess of \$100,000. **SUMMARY COMPENSATION TABLE LONG ANNUAL COMPENSATION TERM COMPENSATION All Other Year Salary (\$) Bonus(\$) Other(\$) Option/SAR Compensation**

Year	Salary (\$)	Bonus (\$)	Other (\$)	Option/SAR Compensation
2004	\$111,000	\$20,000	\$2,000	\$2,000
2003	102,000	25,000	2,000	2,000
2002	97,000	2,000	-	-
2004	\$156,000	\$20,000	\$9,000	\$9,000
2003	147,000	25,000	7,000	7,000
2002	140,000	6,000	-	-
2004	\$168,000	\$20,000	\$9,000	\$9,000
2003	158,000	25,000	6,000	6,000
2002	151,000	5,600	-	-

The following table details, as of September 30, 2004, the number and value of option exercises and value of unexercised in-the-money options held by Daniel S. Tamkin, Joseph Vitale and John A. Poserina: **Number of Value Number of Securities Value of Unexercised Shares Acquired Realized Underlying Unexercised Options In-The-Money Options(1) On Exercise Exercisable/Unexercisable Exercisable/Unexercisable**

Name	Number of Options	Value of Options	Number of Shares	Value of Shares	Realized	Underlying
Daniel S. Tamkin	10,000	\$25,575	11,668	\$36,337	\$	\$
Joseph Vitale	10,000	\$28,000	24,252	75,549	-	-
John A. Poserina	10,000	\$28,375	7,334	29,169	-	-

(1) Net value, calculated as the difference between the exercise price and the market price reported for September 30, 2004 (\$2.83-bid, \$3.09-ask). In December 1995, the Board of Directors voted to institute a 401(k) plan for nonunion employees to be effective January 1, 1996. The plan includes a profit sharing provision at the discretion of the Board of Directors. In the years ending September 30, 2004 and 2003, the Board of Directors approved a payment totaling \$43,000 and \$29,000, respectively, for participants of the non-union 401(k) plan. The Company currently has issued and outstanding options to purchase 72,246 shares of its Common Stock, at various exercise prices ranging between \$0.50 and \$0.56 per share, to certain of its officers, Directors and employees. See "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT." Section 16(a) Beneficial Ownership Reporting Compliance Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and certain officers and persons who own more than 10% of a registered class of the Company's equity securities to file within certain specified time periods reports of ownership and changes in ownership with the SEC. Such officers, directors and shareholders are required by SEC regulations to furnish the Company with copies of all such reports that they file. Based solely on a review of copies of reports filed with the SEC since October 1, 2003, and written representations by certain officers and directors, all persons subject to the reporting requirements of Section 16(a) filed the required reports on a timely basis during the Company's fiscal year 2004 with the exception of the following: (i) On January 15, 2004, Investors Money Management Corporation filed a late Form 4 detailing five transactions selling an aggregate of 225,000 shares of common stock; and (ii) on May 12, 2004, Dennis P. McConnell filed a late Form 4 detailing two exercises of Company issued stock purchase options aggregating 8,334 shares of common stock. Code of Business Conduct and Ethics On January 24, 2005, the Company adopted a Code of Business Conduct and Ethics that applies to our directors, officers and employees in the performance of their responsibilities with respect to the

Company's business. The Company's Code of Business Conduct and Ethics is available on the Company's website at [www.synergxsystems.com](http://www.synergxsystems.com) under the Corporate Governance section, and are available in print to any shareholder upon written request to the Secretary of the Company. Certain Relationships and Related Transactions In 1985, Casey Systems Inc, a wholly owned subsidiary of the Company, entered into a royalty agreement with Joseph Vitale, prior to his becoming the President and Chief Operating Officer of the Company. The agreement pays Mr. Vitale a royalty on certain systems marketed and serviced by Casey. In fiscal year ended September 30, 2004, Casey paid \$75,852 pursuant to the terms of the agreement. Management believes the foregoing transaction was entered into on terms at least as favorable as could be obtained from unrelated parties negotiating at arms-length. The following table summarizes fees for professional services rendered by the principal accountant for the most recent fiscal years: Audit Fees 2003 2004 Audit-Related Fees \$53,500 \$53,163 Tax Fees \$22,000 \$23,030 All Other Fees \$12,865 \$ 2,268

**PROPOSAL NUMBER 2 RATIFICATION OF SELECTION OF AUDITORS** The Board of Directors of Synergx selected Marcum & Kliegman LLP as auditors for the fiscal year ending September 30, 2005, subject to stockholder approval by ratification. Marcum & Kliegman LLP has been since September 2000, the independent auditors for Synergx. A representative of Marcum & Kliegman LLP is expected to be present at the Annual Meeting, at which time he or she will be afforded an opportunity to make a statement, and will be available to respond to questions. The Board of Directors of Synergx may, in its discretion, direct appointment of new independent auditors at any time during the fiscal year if the Board believes such change would be in the best interests of Synergx and its stockholders. No such change is anticipated. **YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE RATIFICATION OF MARCUM & KLIEGMAN LLP FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2005.**

**OTHER BUSINESS** The proxy confers discretionary authority on the proxies with respect to any other business which may come before the Annual Meeting. The Board of Directors of Synergx knows of no other matters to be presented at the Annual Meeting. The persons named in the proxy will vote the shares for which they hold proxies according to their best judgment if any matters not included in this Proxy properly come before the meeting, unless the contrary is indicated. **STOCKHOLDER PROPOSALS** Any stockholder proposal to be included in the proxy statement and form of proxy relating to the 2005 Annual Meeting of Synergx Stockholders must be received by the close of business on September 30, 2005 and must comply in all other respects with the rules and regulations of the Securities and Exchange Commission. Proposals received after that date will be considered untimely. Proposals should be addressed to: Corporate Secretary, Synergx Systems Inc., 209 Lafayette Drive, Syosset, NY 11791.

**APPENDIX A SYNERGX SYSTEMS INC. AUDIT COMMITTEE OF THE BOARD OF DIRECTORS CHARTER**

**I. PURPOSE** The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing: the financial reports and other financial information provided by the Corporation to any governmental body or the public; the Corporation's systems of internal controls regarding finance, accounting, legal compliance and ethics that management and the Board have established; and the Corporation's auditing, accounting and financial reporting processes generally. Consistent with this function, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the corporation's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

- o Serve as an independent and objective party to monitor the Corporation's financial reporting process and internal control system.
- o Review and appraise the audit efforts of the Corporation's independent accountants and internal auditing controls.
- o Provide an open avenue of communication among the independent accountants, financial and senior management, and the Board of Directors.

The Audit Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section IV. of this Charter. **II.COMPOSITION** The Audit Committee shall be comprised of three or more directors as determined by the Board, the majority of whom shall be independent directors, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. All members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Committee shall have accounting or related financial management expertise. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Corporation or an outside consultant. A director will not be considered "independent" if, among other things, he or she has:

- o been employed by the corporation or its affiliates in the current or past three years;
- o accepted any compensation from the corporation or its affiliates in excess of \$60,000 during the previous fiscal year (except for board service, retirement plan benefits, or non-discretionary compensation);
- o an immediate family member who is, or has been in the past three years, employed by the corporation or its affiliates as an executive

officer; or been a partner, controlling shareholder or an executive officer of any for-profit business to which the corporation made, or from which it received, payments (other than those which arise solely from investments in the corporation's securities) that exceed five percent of the organization's consolidated gross revenues for that year, or \$200,000, whichever is more, in any of the past three years; or or been employed as an executive of another entity where any of the company's executive serve on that entity's compensation committee. The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. III. MEETINGS The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee should meet at least annually with management, the Chief Financial Officer and the independent accountants in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee or at least its Chair should meet with the independent accountants and management quarterly to review the Corporation's financials consistent with IV.4 below. IV.

RESPONSIBILITIES AND DUTIES To fulfill its responsibilities and duties the Audit Committee shall:

Documents/Reports Review 1. Review and update this Charter periodically, at least annually, as conditions dictate 2. Review the organization's annual financial statements and any reports or other financial information submitted to any governmental body, or the public, including any certification, report, opinion, or review rendered by the independent accountants. 3. Review the regular internal reports to management prepared by the Chief Financial Officer and management's response. 4. Review with financial management and the independent accountants the 10-Q prior to its filing or prior to the release of earnings. The Chair of the Committee may represent the entire Committee for purposes of this review. Independent Accountants 5. Recommend to the Board of Directors the selection of the independent accountants, considering independence and effectiveness and approve the fees and other compensation to be paid to the independent accountants. On an annual basis, the Committee should review and discuss with the accountants all significant relationships the accountants have with the Corporation to determine the accountants' independence. 6. Review the performance of the independent accountants and approve any proposed discharge of the independent accountants when circumstances warrant. 7. Periodically consult with the independent accountants out of the presence of management about internal controls and the fullness and accuracy of the organization's financial statements. Financial Reporting Processes 8. In consultation with the independent accountants and the Chief Financial Officer, review the integrity of the organization's financial reporting processes, both internal and external. 9. Consider the independent accountants' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting. 10. Consider and approve, if appropriate, major changes to the Corporation's auditing and accounting principles and practices as suggested by the independent accountants, management, or the internal auditing department. Process Improvement 11. Establish regular and separate systems of reporting to the Audit Committee by each of management, the independent accountants and the Chief Financial Officer regarding any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgements. 12. Following completion of the annual audit, review separately with each of management, the independent accountants and the Chief Financial Officer any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information. 13. Review any significant disagreement among management and the independent accountants in connection with the preparation of the financial statements. 14. Review with the independent accountants, the Chief Financial Officer and management the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented. (This review should be conducted at an appropriate of time subsequent to implementation of changes or improvements, as decided by the Committee.) Legal Compliance 15. Ensure that management has the proper review system in place to ensure that Corporation's financial statements, reports and other financial information disseminated to governmental organizations, and the public satisfy legal requirements. 16. Review activities, organizational structure, and qualifications of the finance department. 17. Review, with the organization's counsel, legal compliance matters including corporate securities trading policies. 18. Review, with the organization's counsel, any legal and regulatory matters that could have a significant impact on the organization's financial statements. 19. Perform any other activities consistent with this Charter, the Corporation's By-laws and governing law as the Committee or the Board deems necessary or appropriate. Reviewed and Accepted: Daniel S. Tamkin, Chairman Audit Committee Dennis McConnell, Member Audit Committee Henry Schnurbach, Member

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Audit Committee SHARES SYNERGX SYSTEMS INC. PROXY NO. 209 Lafayette Drive, Syosset, New York 11791 THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS The undersigned hereby appoints Daniel S. Tamkin and Dennis P. McConnell as Proxies, each with the power to appoint his substitute and hereby authorizes them to represent and to vote, as designated below and on the reverse hereof, all shares of common stock of Synergx Systems Inc. ("Synergx") held of record by the undersigned on January 31, 2005 at the annual meeting of stockholders of Synergx to be held on March 10, 2005 or any adjournments thereof. The undersigned hereby revokes any proxies heretofore given to vote said shares. The undersigned hereby acknowledges receipt of Synergx's Annual Report for 2004 and of the Notice of Annual Meeting of Stockholders and attached Proxy Statement dated February 2, 2005. This proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder. If no direction is made, this proxy will be voted FOR Proposals 1, and 2. Please sign exactly as your name appears to the left hereof. When signing as corporate officer, partner, attorney, administrator, trustee or guardian, please give your full title as such. Dated , 2005 Authorized Signature Title Please mark boxes on reverse hereof in blue or black ink. Please date, sign and return this Proxy Card promptly using the enclosed envelope. -

----- 1. Election of Directors. For all nominees o  
Withhold Authority o listed below (except as to vote for all nominees marked to the contrary listed below)  
(Instruction: To withhold authority to vote for any individual nominee strike a line through the nominee's name below.) Daniel S. Tamkin Dennis P. McConnell Henry Schnurbach Joseph Vitale John A. Poserina Mark I. Litwin J. Ian Dalrymple 2. To ratify the appointment of Marcum & Kliegman LLP as independent public accountants for Synergx for the fiscal year ending September 30, 2005. For Against Abstain