Check appropriate box:

☐ An Initial (Original) Submission

☐ Resubmission No. _____

Form 6 Approved
OMB No. 1902-0022
(Expires 2/29/2016)
Form 6-Q Approved
OMB No. 1902-0206
(Expires 6/30/2016)

FERC Financial Report
FERC Form No. 6: ANNUAL REPORT OF OIL PIPELINE COMPANIES and Supplemental Form 6-Q: Quarterly Financial Report

(Formerly ICC Form P)

These reports are mandatory under the Interstate Commerce Act, Sections 20 and 18 CFR Parts 357.2 and 357.4. Failure to report may result in criminal fines, civil penalties and other sanctions as provided by law. The Federal Energy Regulatory Commission does not consider this report to be of a confidential nature.

Exact Legal Name of Respondent (Company)	Year/Period of Report
Enbridge Energy, Limited Partnership	End of 2013/Q4

INSTRUCTIONS FOR FILING FERC FORMS 6 AND 6-Q
GENERAL INFORMATION

I. Purpose

The FERC Form No. 6 (FERC Form 6) is an annual regulatory reporting requirement (18 C.F.R. § 357.2). The FERC Form No. 6-Q (FERC Form 6-Q) is a quarterly regulatory reporting requirement (18 C.F.R. §357.4). These reports are designed to collect both financial and operational informational from oil pipeline companies subject to the jurisdiction of the Federal Energy Regulatory Commission. These reports are also considered to be non-confidential public use forms.

II. Who Must File

(a) Each oil pipeline carrier whose annual jurisdictional operating revenues has been $500,000 or more for each of the three previous calendar years must file FERC Form 6 (18 C.F.R. § 357.2 (a)). Oil pipeline carriers submitting FERC Form 6 must submit FERC Form 6-Q (18 C.F.R. § 357.4(a)). Newly established entities must use projected data to determine whether FERC Form No. 6 must be filed.

(b) Oil pipeline carriers exempt from filing FERC Form 6 whose annual jurisdictional operating revenues have been more than $350,000 but less than $500,000 for each of the three previous calendar years must prepare and file page 301, "Operating Revenue Accounts (Account 600), and page 700, "Annual cost of Service Based Analysis Schedule," of FERC Form 6. When submitting pages 301 and 700, each exempt oil pipeline carrier must include page 1 of the FERC Form 6, the Identification and Attestation schedules (18 C.F.R. § 357.2 (a)(2)).

(c) Oil pipeline carriers exempt from filing FERC Form 6 and pages 301 and whose annual jurisdictional operating revenues were $350,000 or less for each of the three previous calendar years must prepare and file page 700, "Annual Cost of Service Based Analysis Schedule," of FERC Form 6. When submitting page 700, each exempt oil pipeline carrier must include page 1 of FERC Form 6, the Identification and Attestation schedule (18 C.F.R. § 357.2 (a)(3)).

III. What and Where to Submit

(a) Submit FERC Form 6 and 6-Q electronically through the forms submission software available at http://www.ferc.gov/docs-filing/eforms/form-6/elec-subm-soft.asp. Retain one copy of this report for your files.

(b) The Corporate Officer Certification must be submitted electronically as part of FERC Form 6 and 6-Q filings.

(c) Indicate by checking the appropriate box on Page 3, List of Schedules, if the Annual Report to Stockholders will be submitted, or if no Annual Report to Stockholders has been prepared.

(d) Submit immediately upon publication, by either eFiling or mail, two (2) copies of the latest Annual Report to Stockholders to the Secretary of the Commission at:

Secretary of the Commission
Federal Energy Regulatory Commission
888 First Street, NE
Washington, DC 20426

(e) Filers are encouraged to file their Annual Report to Stockholders using eFiling at http://www.ferc.gov/docs-filing/efiling.asp.To further that effort, a new selection, "Annual Report to Stockholders," has been added to the dropdown "pick list" from which companies must choose when eFiling. Further instructions are posted to the Commission's website at http://www.ferc.gov/help/how-to.asp.

(f) Federal, State and Local Governments and other authorized users may obtain additional blank copies of FERC Forms 6 and 6-Q free of charge from http://www.ferc.gov/docs-filing/eforms.asp#6 and http://www.ferc.gov/docs-filing/eforms.asp#6Q .

IV. When to Submit

FERC Forms must be filed by the following schedule:

(a) FERC Form 6 for each year ending December 31 must be filed by April 18th of the following year (18C.F.R. § 357.2), and

(b) FERC Form 6-Q for each calendar quarter must be filed within 70 days after the end of the reporting quarter (18 C.F.R. § 357.4).

V. Where to Send Comments on Public Reporting Burden

(a) The public reporting burden for the FERC Form 6 is estimated to average 186 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. The public reporting burden for the FERC Form 6-Q is estimated to average 150 hours per response. Send comments regarding these burden estimates or any aspect of these information collections, including suggestions for reducing this burden, to the Federal Energy Regulatory Commission, at *DataClearance@FERC.gov*, or to 888 First Street, NE, Washington DC 20426 (Attention: Information Clearance Officer); and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503 (Attention: Desk Officer for the Federal Energy Regulatory Commission). For security reasons, comments should be sent by e-mail to OMB at *oira_submission@omb.eop.gov*.

(b) You shall not be penalized for failure to respond to this collection of information unless the collection of information displays a valid OMB control number.

GENERAL INSTRUCTIONS

I. Prepare these reports in conformity with the Uniform System of Accounts (18 C.F.R. Part 352) (USofA). Interpret all accounting words and phrases in accordance with the USofA.

II. Enter in whole numbers (dollars) only, except where otherwise noted. Enter cents for averages where cents are important. The amounts shown on all supporting pages must agree with the amounts entered on the statements that they support. When applying thresholds to determine significance for reporting purposes, use for balance sheet accounts the balances at the end of the current reporting period, and use for income statement accounts the current year's amounts. Quarterly reporting should be consistent with the previous year's reporting.

III. Complete each question fully and accurately, even if it has been answered in a previous period. Enter the word "None" where it truly and completely states the fact.

IV. For any page(s) that is not applicable to the Filer, either Enter the words "Not Applicable" on the particular page(s), or Omit the page(s) and enter "NA", "None", or "Not Applicable" in column (d) on the List of Schedules, pages 2 and 3.

V. Enter the month, day, and year for all dates. Use customary abbreviations. **The "Date of Report" at the top of each page is applicable only to resubmissions**.

VI. Generally, except for certain schedules, all numbers, whether they are expected to be debits or credits, must be reported in the positive. Numbers having a sign that is different from the expected sign should be entered with a negative (-) sign.

VII. Resubmit any revised FERC Form 6 data via the Internet using the forms submission software only. Please explain the reason for the resubmission in a footnote to the data field.

VIII. Do not make references to reports of previous periods or to other reports in lieu of required entries, except as specifically authorized.

IX. Whenever (schedule) pages refer to figures from a previous period the figures reported must be based upon those shown by the report of the previous period or an appropriate explanation given as to why different figures were used.

DEFINITIONS

1. Active Corporation - A corporation which maintains an organization for operating property or administering its financial affairs.

2. Actually Issued - For the purposes of this report, capital stock and other securities are considered to be actually issued when sold to a bona fide purchaser for a valuable consideration, and such purchaser holds free from control by the respondent.

3. Actually Outstanding - For the purposes of this report, capital stock and other securities actually issued and not reacquired by or for the respondent.

4. Affiliated Companies - The situation where one company directly or indirectly controls the other, or where they are subject to a common control.

5. Carrier - A common carrier by pipeline subject to the Interstate Commerce Act.

6. Commission - Means the Federal Energy Regulatory Commission.

7. Control (including the terms "controlling," "controlled by," and "under common control with") -

(a) The possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a company, whether such power is exercised through one or more intermediary companies, or alone, or in conjunction with, or pursuant to an agreement. Also, it is necessary whether such power is established through a majority or minority ownership or voting of securities, common directors, officers or stockholders, voting trusts, holding trusts, associated companies, contract or any other direct or indirect means. When there is doubt about an existence of control in any particular situation, the carrier shall report all pertinent facts to the Commission for determination. (18 CFR 352, Definition 10.)

(b) For the purposes of this report, the following are to be considered forms of control:

(1) Right through title to securities issued or assumed to exercise the major part of the voting power in the controlled company;

(2) Right through agreement of through sources other than title to securities to name the majority of the board of directors, managers, or trustees of the controlled company;

(3) Right to foreclose a priority lien upon all or a major part in value of the tangible property of the controlled company;

(4) Right to secure control in consequence of advances made for construction of the property of the controlled company. Indirect control is that exercised through an intermediary.

(c) A leasehold interest in the property of a company is not for the purpose of these accounts to be classed as a form of control over the lessor company.

8. Crude Oil - Oil in its natural state (including natural gas and other similar natural constituents), not altered, refined, or prepared for use by any process.

9. Inactive Corporation - A corporation which has been practically absorbed in a controlling corporation, and which neither operates property nor administers its financial affairs; if it maintains an organization it does so only for the purpose of complying with legal requirements and maintaining title to property or franchises.

10. Nominally Issued - For the purposes of this report, capital stock and other securities are considered to be nominally issued when certificates are signed and sealed and placed with the proper officer for sale and delivery or are pledged or otherwise placed in some special fund of the respondent.

11. Nominally Outstanding - For the purposes of this report, those capital stock and other securities reacquired by or for the
respondent under such circumstances require them to be considered held alive and not canceled or retired.

12. Products - Oils that have been refined, altered, or processed for use, such as fuel oil and gasoline.

13. Undivided Joint Interest Pipeline - Physical pipeline property owned in undivided joint interest by more than one person/entity.

14. Undivided Joint Interest Property - Carrier property owned as part of an undivided joint interest pipeline.

EXCERPTS FROM THE LAW

Interstate Commerce Act, Part I

Section 20

(1) The Commission is hereby authorized to require annual, periodical, or special reports from carriers, lessors, * * * (as defined in this section), to prescribe the manner and form in which such reports shall be made, and to require from such carriers, lessors, * * * specific and full, true, and correct answers to all questions upon which the Commission may deem information to be necessary, classify such carriers, lessors, * * * as it may deem proper for any of these purposes. Such annual reports shall give an account of the affairs of the carrier, lessor, * * * in such form and detail as may be prescribed by the Commission.

(2) Said annual reports shall contain all the required information for the period of twelve months ending on the 31st day of December in each year, unless the Commission shall specify a different date, and shall be made out under oath and filed with the Commission at its office in Washington within three months after the close of the year for which report is made, unless additional time be granted in any case by the Commission.

GENERAL PENALTIES

Section 20

(7)(b) Any person who shall knowingly and willfully make, cause to be made, or participate in the making of any false entry in any annual or other report required under this section to be filed, * * * or shall knowingly or willfully file with the Commission any false report, or other document, shall be deemed guilty of a misdemeanor and shall be subject, upon conviction in any court of the United States of competent jurisdiction to a fine of not more than five thousand dollars or imprisonment for not more than two years, or both such fine and imprisonment: * * *

(7)(c) Any carrier or lessor, or any officer, agent, employee, or representative thereof, who shall fail to make and file an annual or other report with the Commission within the time fixed by the Commission, or to make specific and full true and correct answer to any question within thirty days from the time it is lawfully required by the Commission so to do, shall forfeit to the United States the sum of one hundred dollars for each and every day it shall continue to be in default with respect thereto.

FERC FORM NO. 6/6-Q:
REPORT OF OIL PIPELINE COMPANIES

IDENTIFICATION

01 Exact Legal Name of Respondent Enbridge Energy, Limited Partnership	02 Year/Period of Report End of 2013 / Q4
03 Previous Name and Date of Change (if name changed during year)	
04 Address of Principal Office at End of Year (street, City, State, Zip Code) 1100 Louisiana Street, Suite 3300, Houston, TX 77002	
05 Name of Contact Person Rachel Rogers	06 Title of Contact Person Lead, Internal Reporting
07 Address of Contact Person (Street, City, State, Zip Code) 1100 Louisiana Street, Suite 3300, Houston, TX 77002	

08 Telephone of Contact Person, Including Area Code	09 This Report Is	10 Date of Report (Mo, Da, Yr)
832-214-9526	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013

ANNUAL CORPORATE OFFICER CERTIFICATION

The undersigned officer certifies that:

I have examined this report and to the best of my knowledge, information, and belief all statements of fact contained in this report are correct statements of the business affairs of the respondent and the financial statements, and other financial information contained in this report, conform in all material respects to the Uniform System of Accounts.

01 Name	02 Title
Howard Brown	Chief Accountant

03 Signature	04 Date Signed (Mo, Da, Yr)
Howard Brown	04/18/2014

Title 18, U.S.C. 1001, makes it a crime for any person knowingly and willingly to make to any Agency or Department of the United States any false, fictitious or fraudulent statements as to any matter within its jurisdiction.

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

List of Schedules

Enter in column (d) the terms "none," "not applicable," or "NA," as appropriate, where no information or amounts have been reported for certain pages.

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

List of Schedules (continued)

Enter in column (d) the terms "none," "not applicable," or "NA," as appropriate, where no information or amounts have been reported for certain pages.

Title of Schedule (a)	Reference Page No. (b)	Date Revised (c)	Remarks (d)
Additional Paid-in Capital	254	ED 12-87	N/A
INCOME ACCOUNT SUPPORTING SCHEDULES			
Operating Revenue Accounts	301	REV 12-00	
Operating Expense Accounts	302-303	REV 12-00	
Pipeline Taxes	305	ED 12-87	
Income from Noncarrier Property	335	ED 12-91	N/A
Interest and Dividend Income	336	REV 12-95	
Miscellaneous Items in Income and Retained Income Accounts for the Year	337	ED 12-96	
Payments for Services Rendered by Other Than Employees	351	REV 12-95	
PLANT STATISTICAL DATA			
Statistics of Operations	600-601	REV 12-00	
Miles of Pipeline Operated at End of Year	602-603	REV 12-00	
Footnotes	604	ED 12-91	
Annual Cost of Service Based Analysis Schedule	700	REV 12-00	
Stockholders' Reports (check appropriate box) [ ] Two copies will be submitted [ ] No annual report to stockholders is prepared			

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

General Information

1.) For item No. 1, give the exact full name of the respondent. Use the words "The" and "Company" only when they are parts of the corporate name. The corporate name should also be given uniformly throughout the report, notably on the cover, on the title page, and in the "Verification" (p. 1). If the report is made by receivers, trustees, a committee of bondholders, or individuals otherwise in possession of the property, state names and facts with precision.

2.) For item No. 2, if incorporated under a special charter, give date of passage of the act; if under a general law, give date of filing certificate of organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and full names of present partners.

3.) For item No. 3, give specific reference to laws of each State or Territory under which organized, citing chapter and section. Include all grants of corporate powers by the United States, or by Canada or other foreign country; also, all amendments to charter. It in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers of trustees.

4.) For item No. 4, give specific reference to special or general laws under which each consolidation or merger or combination of other form was effected during the year, citing chapter and section. Specify Government, State, Territory under the laws of which each company consolidated or merged or otherwise combined during the year into the present company was organized; give reference to the charters of each, and to all amendments of them. Carefully distinguish between mergers and consolidations. For the purpose of this report, a merger may be defined as the absorption of one of two existing corporations by the other so the absorbed or merged corporation ceases to exist as a legal entity, its property passing to the merging or absorbing corporation, which assumes all of the merged corporation's obligations. A consolidation may be defined as the union of two or more existing corporations into a new corporation, which, through the consolidation, acquires all of the property of the uniting corporations, assumes all of their obligations, and issues its capital stock in exchange for those of the uniting corporations in ratios fixed in the agreement for consolidations, after completion of which both or all of the consolidating corporations cease to exist as legal entities. In a footnote, explain combinations that are not classifiable as mergers or consolidations. Cases in which corporations have become inactive and have been practically absorbed through ownership or control of their entire capital stock, through leases of long duration (under which the lessor companies so not keep up independent organizations for financial purposes), or otherwise, so that no distinction is made in operating or in accounting by reason of the original separate incorporation, should be included in a separate list and fully explained in answering this and the following page.

1. Give exact name of pipeline company making this report.

Enbridge Energy, Limited Partnerhsip

2. Give date of incorporation.

10/09/1991

3. Give reference to laws of the Government, State, or Territory under which the company is organized. If more than one, name all.

State of Delaware

4. If a consolidated or a merged company, name all constituent and all merged companies absorbed during the year.

None

5. Give date and authority for each consolidation and for each merger effected during the year.

None

6. If a reorganized company, give name of original corporation, refer to laws under which it was organized, and state the occasion fo any reorganization effected during the year.

N/A

7. State whether or not the respondent during the year conducted any part of its businesss under a name or names other than that shown in response to inquiry No. 1, above; if so, give full particulars (details).

None

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Control Over Respondent

1.) Report in Column (a) the names and state of incorporation of all corporations, partnerships, business trusts, and similar organizations that indirectly held control (see page iii for definition of control) over the respondent at end of year by means of intermediaries. Report only the names of those companies that held ultimate control over the respondent. If control is in a holding company organization, report in a footnote the chain of organization only if there are two or more intermediary companies in the chain of ownership.

2.) Report in column (b) the names and state of incorporation and in column (c) the percent of the respondent's voting stock owned by all corporations, partnerships, business trusts, and similar organizations that directly held control over the respondent at end of year.

3.) If control is held by trustees, state in a footnote the names of the trustees, the names of beneficiaries for whom the trust is maintained, and the purpose of the trust.

Line No.	Controlling Company or Main Parent (a)	Intermediate or Direct Parent (b)	Percent Voting Stock Owned (c)
1		Enbridge Energy Partners, L.P.	99.99
2		- Organized in Delaware	
3		- Limited Parnership Interests	
4			
5		- Series LH Interests 99%	
6		- Series AC Interests 33%	
7		- Related to Alberta Clipper	
8		Expansion	
9		- Series EA Interests 24%	
10		- Related to Eastern Access	
11		Expansion	
12		- Series ME Interests 24%	
13		- Related Mainline Expansion	
14			
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Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Companies Controlled by Respondent

1.) Report in column (a) the names and state of incorporation of all corporations, partnerships, and similar organizations controlled (see page iii for definition of control) directly by respondent at end of year.

2.) If control is held jointly with one or more other interests, state the fact in a footnote and name the other interests.

Line No.	Name of Company Controled (a)	Kind of Business (b)	Percent Voting Stock Owned (c)
1	Tri-State Holdings, LLC	Real Property Holdings	100.00
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Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Principal General Officers

1.) Give the title, name, and address of the principal general officers as follows: Executive, Legal, Fiscal and Accounting, Purchasing, Operating, Construction, Maintenance, Engineering, Commercial, and Traffic. If there are receivers, trustees, or committees, who are recognized as in the controlling management of the company or of some department of it, also give their names and titles, and the location of their offices. If the duties of an officer extend to more than one department, or if his duties are not in accordance with the customary acceptance of his given title, briefly state the facts under Explanatory Remarks below.

Line No.	Title of General Officer (a)	Name of Person Holding Office at End of Year (b)	Office Address (c)
1	President	Mark A. Maki	1100 Louisiana St., Ste. 3300
2			Houston, Texas 77002-5217
3			
4	Senior Vice President	Terrance L. McGill	1100 Louisiana St., Ste. 3300
5			Houston, Texas 77002-5217
6			
7	VP, U.S. Operations, Liquids	Bradley F. Shamla	7701 France Ave S., Suite 600
8	Pipelines		Edina, MN 55435
9			
10	VP, Business Development	Vern D. Yu	3000, 425 - 1st Street, SW
11			Calgary, AB T2P 3L8, Canada
12			
13	VP, Assistant Secretary	Chris E. Kaitson	1100 Louisiana St., Ste. 3300
14			Houston, Texas 77002-5217
15			
16	Vice President, Finance and	Stephen J. Neyland	1100 Louisiana St., Ste. 3300
17	Accounting		Houston, Texas 77002-5217
18			
19	Vice President - Liquids	Stephen J. Wuori	3000, 425 - 1st Street, SW
20	Pipelines		Calgary, AB T2P 3L8, Canada
21			
22	Vice President - Major	Mark S. Sitek	1409 Hammond Avenue
23	Projects, Execution		Superior, Wisconsin 54880
24			
25	Treasurer	Darren J. Yaworsky	3000, 425 - 1st Street, SW
26			Calgary, AB T2P 3L8, Canada
27			
28	Chief Accountant	Howard Brown	1100 Louisiana St., Ste. 3300
29			Houston, Texas 77002-5217
30			
31	Secretary	Bruce A. Stevenson	1100 Louisiana St., Ste. 3300
32			Houston, Texas 77002-5217

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Principal General Officers (continued)

1.) Give the title, name, and address of the principal general officers as follows: Executive, Legal, Fiscal and Accounting, Purchasing, Operating, Construction, Maintenance, Engineering, Commercial, and Traffic. If there are receivers, trustees, or committees, who are recognized as in the controlling management of the company or of some department of it, also give their names and titles, and the location of their offices. If the duties of an officer extend to more than one department, or if his duties are not in accordance with the customary acceptance of his given title, briefly state the facts under Explanatory Remarks below.

Line No.	Title of General Officer (a)	Name of Person Holding Office at End of Year (b)	Office Address (c)
1			
2	Assistant Secretary	Joel W. Kanvik	26 East Superior Street, Ste 3
3			Duluth, MN 55802
4			
5	Tax Officer	Kenneth C. Lanik	1100 Louisiana St., Ste. 3300
6			Houston, Texas 77002-5217
7			
8	Assistant Treasurer	Noor S. Kaissi	1100 Louisiana St., Ste. 3300
9			Houston, Texas 77002-5217
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Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Directors

1.) Report below the information called for concerning each director of the respondent who held office at any time during the year. Include in column (a), abbreviated titles of the directors who are officers of the respondent.
2.) Designate members of the Executive Committee by an asterisk and the Chairman of the Executive Committee by a double asterisk.

Line No.	Name and Title of Director (a)	Offices Address (Street, city, state, zip) (b)
1	Enbridge Energy Partners, L.P.	1100 Louisiana St., Ste. 3300
2		Houston, TX 77002-5217
3		
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Important Changes During the Quarter/Year

Give particulars (details) concerning the matters indicated below. Make the statements explicit and precise, and number these in accordance with the inquiries. Each inquiry should be answered. Enter "none" or "not applicable" where applicable. If information which answers an inquiry is given elsewhere in the report, make a reference to the schedule in which it appears.

1.) Changes and important additions to franchise rights: Describe the actual consideration given therefor and state from whom the franchise rights were acquired. State if no consideration was given.

2.) Acquisition of ownership in other carrier operations by reorganization, merger, or consolidation with other companies: Give names of companies involved, particulars concerning the transactions, and reference to dates of Commission authorization and journal entries filed if applicable.

3.) Important extension or reduction of carrier pipeline operations: State territory added or relinquished and date operations began or ceased and give reference to Commission authorization, if any was required.

4.) State briefly the status of any materially important legal proceedings pending at the end of the year, and the results of any such proceedings culminated during the year.

5.) If the important changes during the year relating to the respondent company appearing in the respondent's annual report to stockholders are applicable in every respect and furnish the data required by instructions 1 to 4 above, such notes may be attached to this page.

THIS PAGE INTENTIONALLY LEFT BLANK SEE PAGE 109

Name of Respondent	This Report is:	Date of Report (Mo, Da, Yr)	Year of Report
Enbridge Energy, Limited Partnership	(1) X An Original (2) __ A Resubmission	12/31/2013	2013/Q4

Important Changes During the Quarter/Year (continued)

1. None
2. None
3. None
4. None
5. N/A

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Comparative Balance Sheet Statement

For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S. of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

1.) For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S. of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

2.) On line 30, include depreciation applicable to investment in system property.

For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S. of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

Line No.	Item (a)	Reference Page No. for Annual (b)	Current Year End of Quarter/Year Balance (in dollars) (c)	Prior Year End Balance 12/31 (in dollars) (d)
	CURRENT ASSETS			
1	Cash (10)			215,000,937
2	Special Deposits (10-5)			
3	Temporary Investments (11)			
4	Notes Receivable (12)			
5	Receivables from Affiliated Companies (13)	200	18,748,139	1,336,160
6	Accounts Receivable (14)		16,547,437	83,995,553
7	Accumulated Provision For Uncollectible Accounts (14-5)			(7,078)
8	Interest and Dividends Receivable (15)			
9	Oil Inventory (16)		3,149,122	34,924
10	Material and Supplies (17)		1,556,524	1,510,232
11	Prepayment (18)		14,025,725	12,378,340
12	Other Current Assets (19)		3,015,387	1,949,488
13	Deferred Income Tax Assets (19-5)	230-231		
14	TOTAL Current Assets (Total of lines 1 thru 13)		57,042,334	316,198,556
	INVESTMENTS AND SPECIAL FUNDS			
	Investments in Affiliated Companies (20):			
15	Stocks	202-203	100	100
16	Bonds	202-203		
17	Other Secured Obligations	202-203		
18	Unsecured Notes	202-203		
19	Investment Advances	202-203		
20	Undistributed Earnings from Certain Invest. in Acct. 20	204		
	Other Investments (21):			
21	Stocks			
22	Bonds			
23	Other Secured Obligations			
24	Unsecured Notes			
25	Investment Advances			
26	Sinking and other funds (22)			
27	TOTAL Investment and Special Funds (Total lines 15 thru 26)		100	100
	TANGIBLE PROPERTY			
28	Carrier Property (30)	213 & 215	9,134,500,750	7,166,655,365

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Comparative Balance Sheet Statement (continued)

For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S. of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

1.) For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S. of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

2.) On line 30, include depreciation applicable to investment in system property.

For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S. of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

Line No.	Item (a)	Reference Page No. for Annual (b)	Current Year End of Quarter/Year Balance (in dollars) (c)	Prior Year End Balance 12/31 (in dollars) (d)
29	(Less) Accrued Depreciation-Carrier Property (31)	216 & 217	1,480,519,539	1,299,256,101
30	(Less) Accrued Amortization-Carrier Property (32)			
31	Net Carrier Property (Line 28 less 29 and 30)		7,653,981,211	5,867,399,264
32	Operating Oil Supply (33)			
33	Noncarrier Property (34)	220	1,125,049	1,125,049
34	(Less) Accrued Depreciation-Noncarrier Property			
35	Net Noncarrier Property (Line 33 less 34)		1,125,049	1,125,049
36	TOTAL Tangible Property (Total of lines 31, 32, and 35)		7,655,106,260	5,868,524,313
	OTHER ASSETS AND DEFERRED CHARGES			
37	Organization Costs and Other Intangibles (40)		7,960,483	
38	(Less) Accrued Amortization of Intangibles (41)		2,031,966	
39	Reserved			
40	Miscellaneous Other Assets (43)		29,997,293	24,243,258
41	Other Deferred Charges (44)	221	1,804,914	1,331,309
42	Accumulated Deferred Income Tax Assets (45)	230-231		
43	Derivative Instrument Assets (46)			
44	Derivative Instrument Assets - Hedges (47)		3,557,785	5,366,246
45	TOTAL Other Assets and Deferred Charges (37 thru 44)		41,288,509	30,940,813

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Comparative Balance Sheet Statement (continued)

For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S. of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

1.) For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S. of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

2.) On line 30, include depreciation applicable to investment in system property.

For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S. of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

Line No.	Item (a)	Reference Page No. for Annual (b)	Current Year End of Quarter/Year Balance (in dollars) (c)	Prior Year End Balance 12/31 (in dollars) (d)
46	TOTAL Assets (Total of lines 14, 27, 36 and 45)		7,753,437,203	6,215,663,782
	CURRENT LIABILITIES			
47	Notes Payable (50)			
48	Payables to Affiliated Companies (51)	225	1,207,117,682	606,986,553
49	Accounts Payable (52)		55,779,561	12,239,863
50	Salaries and Wages Payable (53)			
51	Interest Payable (54)		13,886,040	14,152,506
52	Dividends Payable (55)			
53	Taxes Payable (56)		41,738,999	40,278,708
54	Long-Term Debt - Payable Within One Year (57)	226-227	39,000,000	
55	Other Current Liabilities (58)		585,384,158	256,186,374
56	Deferred Income Tax Liabilities (59)	230-231		
57	TOTAL Current Liabilities (Total of lines 47 thru 56)		1,942,906,440	929,844,004
	NONCURRENT LIABILITIES			
58	Long-Term Debt - Payable After One Year (60)	226-227	1,969,000,000	2,026,000,000
59	Unamortized Premium on Long-Term Debt (61)			
60	(Less) Unamortized Discount on Long-Term Debt-Dr. (62)		213,810	237,344
61	Other Noncurrent Liabilities (63)		25,743,859	17,982,072
62	Accumulated Deferred Income Tax Liabilities (64)	230-231		
63	Derivative Instrument Liabilities (65)			
64	Derivative Instrument Liabilities - Hedges (66)		63,540	817,187
65	Asset Retirement Obligations (67)			
66	TOTAL Noncurrent Liabilities (Total of lines 58 thru 65)		1,994,593,589	2,044,561,915
67	TOTAL Liabilities (Total of lines 57 and 66)		3,937,500,029	2,974,405,919
	STOCKHOLDERS' EQUITY			
68	Capital Stock (70)	251	5,563,489,129	4,658,489,299
69	Premiums on Capital Stock (71)			
70	Capital Stock Subscriptions (72)			
71	Additional Paid-In Capital (73)	254		
72	Appropriated Retained Income (74)	118		
73	Unappropriated Retained Income (75)	119	(1,747,551,955)	(1,417,231,436)
74	(Less) Treasury Stock (76)			
75	Accumulated Other Comprehensive Income (77)	116		
76	TOTAL Stockholders' Equity (Total of lines 68 thru 75)		3,815,937,174	3,241,257,863
77	TOTAL Liabilities and Stockholders' Equity (Total of lines 67 and 76)		7,753,437,203	6,215,663,782

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Income Statement

1. Enter in column (c) the year to date operations for the period, and enter in column (d) the year to date operations for the same period of the prior year.

2. Enter in column (e) the operations for the reporting quarter and enter in column (f) the operations for the same three month period for the prior year. Do not report Annual data in columns (e) and (f)

Line No.	Item (a)	Reference Page No. in Annual Report (b)	Total current year to date Balance for Quarter/Year (c)	Total prior year to date Balance for Quarter/Year (d)	Current 3 months ended Quarterly only no 4th Quarter (e)	Prior 3 months ended Quarterly only no 4th Quarter (f)
	ORDINARY ITEMS - Carrier Operating Income					
1	Operating Revenues (600)	301	1,184,951,863	1,079,353,058		
2	(Less) Operating Expenses (610)	302-303	943,289,816	471,763,577		
3	Net Carrier Operating Income		241,662,047	607,589,481		
	Other Income and Deductions					
4	Income (Net) from Noncarrier Property (620)	335				
5	Interest and Dividend Income (From Investment under Cost Only) (630)	336		4,706		
6	Miscellaneous Income (640)	337	43,685,509	11,576,694		
7	Unusual or Infrequent Items--Credits (645)					
8	(Less) Interest Expense (650)		89,543,736	107,876,965		
9	(Less) Miscellaneous Income Charges (660)	337	547,207	1,390,700		
10	(Less) Unusual or Infrequent Items--Debit (665)					
11	Dividend Income (From Investments under Equity Only)					
12	Undistributed Earnings (Losses)	205				
13	Equity in Earnings (Losses) of Affiliated Companies (Total lines 11 and 12)					
14	TOTAL Other Income and Deductions (Total lines 4 thru 10 and 13)		(46,405,434)	(97,686,265)		
15	Ordinary Income before Federal Income Taxes (Line 3 +/- 14)		195,256,613	509,903,216		
16	(Less) Income Taxes on Income from Continuing Operations (670)					
17	(Less) Provision for Deferred Taxes (671)	230-231				
18	Income (Loss) from Continuing Operations (Total lines 15 thru 17)		195,256,613	509,903,216		
	Discontinued Operations					
19	Income (Loss) from Operations of Discontinued Segments (675)*					
20	Gain (Loss) on Disposal of Discontinued Segments (676)*					
21	TOTAL Income (Loss) from Discontinued Operations (Lines 19 and 20)					
22	Income (Loss) before Extraordinary Items (Total lines 18 and 21)		195,256,613	509,903,216		
	EXTRAORDINARY ITEMS AND ACCOUNT CHANGES					
23	Extraordinary Items -- Net -- (Debit) Credit (680)	337				
24	Income Taxes on Extraordinary Items -- Debit (Credit) (695)	337				
25	Provision for Deferred Taxes -- Extraordinary Items (696)	230-231				
26	TOTAL Extraordinary Items (Total lines 23 thru 25)					
27	Cumulative Effect of Changes in Accounting Principles (697)*					
28	TOTAL Extraordinary Items and Accounting Changes -- (Debit) Credit (Line 26 + 27)					
29	Net Income (Loss) (Total lines 22 and 28)		195,256,613	509,903,216		

* Less applicable income taxes as reported on page 122

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Statement of Accumulated Comprehensive Income and Hedging Activities

1. Report in columns (b) (c) (d) and (e) the amounts of accumulated other comprehensive income items, on a net-of-tax basis, where appropriate.

2. Report in columns (f) and (g) the amounts of other categories of other cash flow hedges.

3. For each category of hedges that have been accounted for as "fair value hedges," report the accounts affected and the related amounts in a footnote.

Line No.	Item (a)	Unrealized Gains and Losses on available-for-sale securities (b)	Minimum Pension liabililty Adjustment (net amount) (c)	Foreign Currency Hedges (d)	Other Adjustments (e)
1	Balance of Account 219 at Beginning of Preceding Year				
2	Preceding Quarter/Year to Date Reclassifications from Account 219 to Net Income				
3	Preceding Quarter/Year to Date Changes in Fair Value				
4	Total (lines 2 and 3)				
5	Balance of Account 219 at End of Preceding Quarter/Year				
6	Balance of Account 219 at Beginning of Current Year				
7	Current Quarter/Year to Date Reclassifications from Account 219 to Net Income				
8	Current Quarter/Year to Date Changes in Fair Value				
9	Total (lines 7 and 8)				
10	Balance of Account 219 at End of Current Quarter/Year				

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Statement of Accumulated Comprehensive Income and Hedging Activities(continued)

Line No.	Other Cash Flow Hedges [Specify] (f)	Other Cash Flow Hedges [Specify] (g)	Totals for each category of items recorded in Account 77 (h)	Net Income (Carried Forward from Page 114, Line 29) (i)	Total Comprehensive Income (j)
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Appropriated Retained Income

Give an analysis of the amount in Account No. 74, Appropriated Retained Income, at the end of the year.

Line No.	Class of Appropriation (a)	Balance at End of Current Year (in Dollars) (b)	Balance at End of Previous Year (in dollars) (c)
1	Additions to Property Through Retained Income		
2	Debt Retained Through Retained Income		
3	Sinking Funds		
4	Other Funds		
5	Appropriated Retained Income Not Specifically Invested		
6	Other Appropriations (Specify)		
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20	**Total**		

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Unappropriated Retained Income Statement

1.) Report items of the Retained Income Accounts of the respondents for the period, classified in accordance with the U.S.of A.
2.) Report on lines 15 and 16 the amount of assigned Federal income tax consequences, Account Nos. 710 and 720.
3.) Report on lines 17 through 20 all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting.
4.) Line 18 should agree with Line 12, Schedule 114. The total of lines 2, 6, and 18 should agree with line 29, Schedule 114
5.) Include on lines 1 through 12 only amounts applicable to Retained Income exclusive of any amounts included on lines 17 through 20.

Line No.	Item (a)	Reference page no. for Year (b)	Current Quarter/Year (in dollars) (c)	Previous Quarter/Year (in dollars) (d)
	UNAPPROPRIATED RETAINED INCOME			
1	Balances at Beginning of Year		(1,417,231,436)	(1,385,231,395)
	CREDITS			
2	Net Balance Transferred from Income (700)	114	195,256,613	509,903,216
3	Prior Period Adjustments to Beginning Retained Income (705)			
4	Other Credits to Retained Income (710)*	337		
5	TOTAL (Lines 2 thru 4)		195,256,613	509,903,216
	DEBITS			
6	Net Balance Transferred from Income (700)	114		
7	Other Debits to Retained Income (720)*	337		
8	Appropriations of Retained Income (740)	118		
9	Dividend Appropriations of Retained Income (750)	121	525,577,132	541,903,257
10	TOTAL (lines 6 thru 9)		525,577,132	541,903,257
11	Net Increase (Decrease) During Year (Line 5 minus line 10)		(330,320,519)	(32,000,041)
12	Balances at End of Year (Lines 1 and 11)		(1,747,551,955)	(1,417,231,436)
13	Balance from Line 20			
14	TOTAL Unapprop. Retained Inc. and Equity in Undistr. Earnings. (Losses) of Affil. Comp. at End of Year (Lines 12 & 13)		(1,747,551,955)	(1,417,231,436)
	*Amount of Assigned Federal Income Tax Consequences			
15	Account No. 710			
16	Account No. 720			
	EQUITY IN UNDISTRIBUTED EARNINGS (LOSSES) OF AFFILIATED COMPANIES			
17	Balances at Beginning of Year	204		
18	Net Balance transferred from Income (700)	114		
19	Other Credits (Debits)			
20	Balances at End of Year	205		

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Statement of Cash Flows

(1) Codes to be used: (a) Net Proceeds or Payments; (b) Bonds, debentures and other long-term debt; (c) Include commercial paper; and (d) Identify separately such items as investments, fixed assets, intangibles, etc.
(2) Information about noncash investing and financing activities must be provided on Page 122 Notes to the Financial Statements. Also provide a reconciliation between "Cash and Cash Equivalents at End of Period" with related amounts on the Balance Sheet.
(3) Operating Activities - Other: Include gains and losses pertaining to operating activities only. Gains and losses pertaining to investing and financing activities should be reported in those activities. Show on Page 122 Notes to the Financial Statements the amounts of interest paid (net of amount capitalized) and income taxes paid.

Line No.	Description (See Instructions No. 5 for Explanation of Codes) (a)	Current Quarter/Year Amount (b)	Previous Quarter/Year Amount (c)
1	Cash Flow from Operating Activities:		
2	Net Income	195,256,613	509,903,216
3	Noncash Charges (Credits) to Income:		
4	Depreciation	189,509,848	172,237,810
5	Amortization		
6			
7			
8	Deferred Income Taxes		
9	Net (Increase) Decrease in Prepaids	(1,647,385)	(1,285,300)
10	Net (Increase) Decrease in Receivables	50,029,059	55,760,455
11	Net (Increase) Decrease in Inventory	(3,160,489)	6,564
12	Net Increase (Decrease) in Payables and Accrued Expenses	221,868,311	(217,097,866)
13	Net Increase (Decrease) in Other Noncurrent Liabilities	(31,214,679)	(13,141,707)
14	Other:		
15	Other Short Term Assets	(1,065,899)	(1,949,488)
16	Interest Payble	8,163,326	4,035,458
17	Other Long Term Assets	(12,156,157)	5,697,033
18	Derivative Instrument Hedge	1,054,814	(397,907)
19	Allowance for Funds Used During Construction	(43,133,419)	(11,226,745)
20			
21	Net Cash Provided by (Used in) Operating Activities		
22	(Total of lines 2 thru 20)	573,503,943	502,541,523
23			
24	Cash Flows from Investment Activities:		
25	Construction and Acquisition of Plant (including land):		
26	Gross Additions to Carrier Property:	(1,932,847,590)	(901,606,396)
27	Gross Additions to Noncarrier Property		
28	Other:		
29	Construction Payables	296,245,798	44,485,324
30	Contractor Holdbacks	52,923,551	269,570
31	Salvage	(110,787)	(111,437)
32	Dismantlement		
33			
34	Cash Outflows for Plant (Total of lines 26 thru 33)	(1,583,789,028)	(856,962,939)
35			
36	Acquisition of Other Noncurrent Assets (d)		
37	Proceeds from Disposal of Noncurrent Assets (d)		
38	Repayment from (Advance to) Affiliate in General Partner		
39	Investments in and Advances to Assoc. and Subsidiary Companies		
40	Contributors and Advances from Assoc. and Subsidiary Companies		
41	Disposition of Investments in (and Advances to)		
42	Associated and Subsidiary Companies		
43			
44	Purchase of Investment Securities (a)		
45	Proceeds from Sales of Investment Securities (a)		

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Statement of Cash Flows (continued)

(4) Investing Activities: Include at Other net cash outflow to acquire other companies. Providea reconciliation of assets acquired with liabilities assumed on Page 122 Notes to the Financial Statements. Do not include on this statement the dollar amount of leases capitalized; instead provide a reconciliation of the dollar amount of leases capitalized with the plant cost.
(5) Under "Other" specify significant amounts and group others.
(6) Enter on Page 122 clarifications and explanations.

Line No.	Description (See Instructions No. 5 for Explanation of Codes) (a)	Current Quarter/Year Amount (b)	Previous Quarter/Year Amount (c)
46	Loans Made or Purchased		
47	Collections on Loans		
48			
49	Net (Increase) Decrease in Receivables		
50	Net (Increase) Decrease in Inventory		
51	Net Increase (Decrease) in Payables and Accrued Expenses		
52	Other:		
53			
54			
55			
56	Net Cash Provided by (Used in) Investing Activities		
57	(Total of Lines 34 thru 55)	(1,583,789,028)	(856,962,939)
58			
59	Cash Flows from Financing Activities:		
60	Proceeds from Issuance of:		
61	Long-Term Debt (b)		
62	Capital Stock		
63	Other:		
64	Less Financing Costs		
65	Long-term affiliate debt		
66	Net Increase in Short-Term Debt (c)		
67	Other:		
68	Short Term Debt from Affiliate - Payments	(1,513,085,100)	(1,883,925,842)
69	Short Term Debt from Affiliate	1,946,946,550	2,028,309,341
70	Cash Provided by Outside Sources (Total of lines 61 thru 69)	433,861,450	144,383,499
71			
72	Payment for Retirement of:		
73	Long-term Debt (b)	(18,000,000)	(18,000,000)
74	Capital Stock		
75	Other:		
76	Annual Repayment of FMN		
77	Net Adjustment to Retained Earnings		
78	Net Decrease in Short-Term Debt (c)		
79	Capital Contributions from Partner	905,000,000	834,950,842
80	Dividends on Capital Stock	(525,577,132)	(541,903,257)
81	Other:	(170)	
82	Net Cash Provided by (Used in) Financing Activities		
83	(Total of lines 70 thru 81)	795,284,148	419,431,084
84			
85	Net Increase (Decrease) in Cash and Cash Equivalents		
86	(Total of Lines 22, 57, and 83)	(215,000,937)	65,009,668
87			
88	Cash and Cash Equivalents at Beginning of Year	215,000,937	149,991,269
89			
90	Cash and Cash Equivalents at End of Year		215,000,937

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Notes to Financial Statements

Quarterly Notes

(1) Respondent must provide in the notes sufficient disclosures so as to make the interim information not misleading. Disclosures which would substantially duplicate the disclosures contained in the most recent FERC Annual Report may be omitted.

(2) Disclosures shall be provided where events subsequent to the end of the most recent year have occurred which have a material effect on the respondent. Respondent must include in the notes significant changes since the most recently completed year in such items as: accounting principles and practices; estimates inherent in the preparation of the financial statements; status of long-term contracts; capitalization including significant new borrowings or modifications of existing financing agreements; and changes resulting from business combinations or dispositions. However where material contingencies exist, the disclosure of such matters shall be provided even though a significant change since year end may not have occurred.

(3) Finally, if the notes to the financial statements relating to the respondent appearing in the annual report to the stockholders are applicable and furnish the data required by the above instructions, such notes may be included herein.

Annual Notes

(1) Use the space below for important notes regarding the Balance Sheet, Statement of Income for the year, Statement of Retained Earnings for the year, and Statement of Cash Flows, or any account therefor. Classify the notes according to each basic statement, providing a subheading for each statement, except where a note is applicable to more than one statement.
(2) Furnish details as to any significant commitments or contingent assets or liabilities existing at end of year, including a brief explanation of any action initiated by the Internal Revenue Service involving possible assessments of additional income taxes of a material amount, or of a claim for refund of income taxes of a material amount initiated by the respondent. State whether such commitments or contingencies will have a material adverse effect upon the financial position or results of operations of the respondent.
(3) Furnish details on the accounting for the respondent's pensions and postretirement benefits and explain any changes in the method of accounting for them. Include in the details a concise breakdown of the effects of the various components on income for the year, funding for the plans and accumulated obligations at year end.
(4) Provide an explanation of any significant changes in operations during the year. Give the financial statement effects of acquiring oil pipelines by purchase or merger or by participating in joint ventures or similar activities.
(5) Furnish details on the respondent's accounting for income taxes and provide an explanation of any changes in the methods of accounting for income taxes and give the financial statement effects resulting from these changes.
(6) Provide an explanation of any significant rate or other regulatory matters involving the respondent during the year and give the effects, if any, on the respondent's financial statements.

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1. PARTNERSHIP ORGANIZATION AND NATURE OF OPERATIONS

General

Enbridge Energy, Limited Partnership (Lakehead) and its consolidated subsidiary, referred to herein as we, us and our, is a Delaware limited partnership and a direct subsidiary of Enbridge Energy Partners, L.P. (the Partnership). In July 2009, we amended and restated our limited partnership agreement, referred to as the Partnership Agreement, to establish two series of partnership interests, known as the Series AC and Series LH interests. The creation of the two distinct series of partnership interests was to facilitate the financing and funding of construction costs for the United States segment of the Alberta Clipper crude oil pipeline project, referred to as the Alberta Clipper Pipeline, which was placed into service on April 1, 2010. All assets, liabilities and operations related to the Alberta Clipper Pipeline are designated by the Series AC interests, while all of our other operations are captured by the Series LH interests. Enbridge Energy Company, Inc., or Enbridge Energy, the general partner of the Partnership, holds a 66.67 percent limited partner interest in the Series AC interests and the Partnership holds a 33.329 direct limited partner interest and a 0.001 percent indirect general partner interest in the Series AC interests. The Partnership holds a 99.999 percent direct limited partner interest and a 0.001 percent indirect general partner interest in the Series LH interests. We have and will continue to rely on the Partnership, which has stated it will provide funding for our operations and capital expenditures.

We are primarily engaged in the transportation of crude oil and liquid petroleum through a common carrier pipeline system, referred to as the Lakehead system. A majority of the crude oil and liquid petroleum shipments originate in western Canada and enter our Lakehead system at the international border near Neche, North Dakota, through a connection with the Canadian portion of the pipeline system that is owned by Enbridge Pipelines Inc., a subsidiary of Enbridge Inc., or Enbridge. Deliveries are made in the Great Lakes and Midwest regions of the United States and to the Province of Ontario, Canada, principally to refineries, either directly or through connecting pipelines of other companies.

Our crude oil and liquid petroleum transportation activities are subject to regulation by the Federal Energy Regulatory Commission, or the FERC, and various state authorities. Regulatory bodies exercise statutory authority over matters such as rates and underlying accounting practices, and ratemaking agreements with customers.

Enbridge Energy Partners, L.P.

The Partnership is a publicly-traded Delaware limited partnership that owns and operates crude oil and liquid petroleum transportation and storage assets, and natural gas gathering, treating, processing, transmission and marketing assets in the United States of America. The Class A common units of the Partnership are traded on the New York Stock Exchange, or NYSE, under the symbol "EEP." Through its ownership of Enbridge Pipelines Inc., or Enbridge Pipelines, Enbridge indirectly controls the general partner of the Partnership.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Use of Estimates

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, or GAAP. Our preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and the disclosure of contingent assets and liabilities. We regularly evaluate these estimates utilizing historical experience, consultation with experts and other methods we consider reasonable in the circumstances. Nevertheless, actual results may differ significantly from these estimates. We record the effect of any revisions to these estimates in our consolidated financial statements in the period in which the facts that give rise to the revision become known.

Accounting for Regulated Operations

Certain of our liquids operations are subject to the authoritative accounting provisions applicable to regulated operations. Accordingly, we record costs that are allowed in the ratemaking process in a period different from the period in which the costs would be charged to expense by a nonregulated entity. We also record assets and liabilities that result from the regulated ratemaking process that would not be recorded under GAAP for nonregulated entities.

Allowance for Funds Used During Construction

During the construction of our pipelines that qualify for regulated accounting, we are allowed to capitalize costs that represent the estimated debt and equity costs of capital necessary to finance the construction of our pipelines. The debt and equity costs, referred to collectively as Allowance for Funds Used During Construction, or AFUDC, are capitalized as part of the costs of pipeline construction in "Property, plant and equipment" in our Comparative Balance Sheet Statement. The equity return component and interest costs related to the AFUDC are credited to "Miscellaneous Income" and "Interest Expense," respectively, on our Income Statement. Entities that do not qualify for regulated accounting are only allowed to capitalize interest costs related to its construction activities, while a component for equity is prohibited.

Deferred Return

Under our cost-of-service tolling methodology, we calculate tolls based on forecast volumes and costs. A difference between forecast and actual results causes an under or over collection of revenue in any given year. Under the authoritative accounting provisions applicable to our regulated operations, over or under collections of revenue are recognized in the financial statements currently and these amounts are realized or settled as cash the following year. This accounting model matches earnings to the period with which they relate and conforms to how we recover our costs associated with these expansions through the annual cost-of-service filings with our customers and the regulator. The amounts we have under or over collected are included in "Prepaid and other current assets" or "Accounts payable and other," respectively, on our Comparative Balance Sheet Statement.

Revenue Recognition

Our revenues are derived from the interstate transportation of crude oil and liquid petroleum under tariffs regulated by the FERC. The tariffs established for our interstate pipelines specify the amounts to be paid by shippers for transportation services we provide between receipt and delivery locations and the general terms and conditions of transportation services on the respective pipeline systems. We recognize revenue upon delivery of products to our customers when pricing is determinable and collectability is reasonably assured. We generally do not own the crude oil and liquid petroleum that we transport and therefore, we do not assume significant direct commodity price risk.

Cash and Cash Equivalents

Cash and cash equivalents are defined as all highly marketable securities with maturities of three months or less when purchased. The carrying value of cash and cash equivalents approximates fair value because of the short term to maturity of these investments. As of December 31, 2013 and 2012, we did not have any marketable securities. Cash is held in major banks in the United States of America, which from time to time may exceed federally insured limits. Management periodically assesses the financial condition of the financial institution and believes that any possible credit loss is minimal.

Sale of Accounts Receivable

On June 28, 2013, we and certain of our subsidiaries entered into a Receivables Purchase Agreement, which we refer to as the Receivables Agreement, with an indirect wholly owned subsidiary of Enbridge, in exchange for cash, which is classified as Level 1 under the fair value hierarchy. The Receivables Agreement and the transactions contemplated thereby were approved by a special committee of the board of directors of Enbridge Management. Pursuant to the Receivables Agreement, the Enbridge subsidiary will purchase on a monthly basis, current accounts receivables and net accrued receivables, or the Receivables, of the Partnership's respective subsidiaries up to a monthly maximum of $350.0 million, net of receivables from prior months that have not been collected, through December 2016. Following the sale and transfer of the Receivables to the Enbridge subsidiary, the Receivables are deposited in an account of that subsidiary, and ownership and control are vested in that subsidiary.

Consideration for the Receivables sold is equivalent to the carrying value of the Receivables less a discount for credit risk and the time value of money. The difference between the carrying value of the Receivables sold and the cash proceeds received is recognized in expense in our income statement. For the twelve month period ended December 31, 2013, the loss stemming from the discount on the Receivables sold was not material. As of December 31, 2013, we sold and derecognized $84 million of trade receivables to the Enbridge subsidiary.

Allowance for Doubtful Accounts

We establish provisions for losses on accounts receivable if we determine that we will not collect all or part of an outstanding balance. Collectability is reviewed regularly and an allowance is established or adjusted, as necessary, using the specific identification method.

Inventory

Inventory includes product inventory and materials and supplies. We record all product inventories at the lower of cost, as determined on a weighted average basis, or market. Our product inventory consists of crude oil and liquid petroleum. Upon disposition, product inventory is recorded to operating and administrative expense at the weighted average cost of inventory, including any adjustments recorded to reduce the product inventory to net realizable value.

Materials and supplies inventory is either used during operations and charged to operating expense as incurred, or used for capital projects and new construction, and capitalized to property, plant and equipment.

Oil Measurement Adjustments

Oil measurement adjustments occur as part of the normal operations associated with our liquid petroleum operations. The three types of oil measurement adjustments that routinely occur on our Lakehead system include:

- Physical, which result from evaporation, shrinkage, differences in measurement (including sediment and water measurement) between receipt and delivery locations and other operational conditions;
- Degradation resulting from mixing at the interface within our pipeline systems or terminal and storage facilities between higher quality light crude oil and lower quality heavy crude oil in pipelines; and
- Revaluation, which are a function of crude oil prices, the level of our carriers inventory and the inventory positions of customers.

Quantifying oil measurement adjustments are difficult because: (1) physical measurements of volumes are not practical, as products continuously move through our pipelines, which are primarily located underground; (2) the extensive length of our pipeline systems; and (3) the numerous grades and types of crude oil products we carry. We utilize engineering-based models and operational assumptions to estimate product volumes in our systems and associated oil measurement adjustments. Material changes in our assumptions may result in revisions to our oil measurement estimates in the period determined.

Capitalization Policies, Depreciation Methods and Impairment of Property, Plant and Equipment

We capitalize expenditures related to property, plant and equipment, subject to a minimum rule, that have a useful life greater than one year for: (1) assets purchased or constructed; (2) existing assets that are replaced, improved, or the useful lives have been extended; or (3) all land, regardless of cost. Acquisitions of new assets, additions, replacements and improvements (other than land) costing less than the minimum rule in addition to maintenance and repair costs, including any planned major maintenance activities, are expensed as incurred.

During construction, we capitalize direct costs, such as labor and materials, and other costs, such as direct overhead and interest at our weighted average cost of debt, and, in our regulated businesses that apply the authoritative accounting provisions applicable to regulated operations, an equity return component.

We categorize our capital expenditures as either core maintenance or enhancement expenditures. Core maintenance expenditures are necessary to maintain the service capability of our existing assets and include the replacement of system components and equipment that are worn, obsolete or near the end of their useful lives. Examples of core maintenance expenditures include valve automation programs, cathodic protection, zero-hour compression overhauls and electrical switchgear replacement programs. Enhancement expenditures improve the service capability of our existing assets, extend asset useful lives, increase capacities from existing levels, reduce costs or enhance revenues, and enable us to respond to governmental regulations and developing industry standards. Examples of enhancement expenditures include costs associated with installation of seals, liners and other equipment to reduce the risk of environmental contamination from crude oil storage tanks, costs of sleeving a major segment of a pipeline system following an integrity tool run, crude oil well-connects and pipeline construction and expansion.

Regulatory guidance issued by the FERC requires us to expense certain costs associated with implementing the pipeline integrity management requirements of the United States Department of Transportation's Office of Pipeline Safety. Under this guidance, costs to: (1) prepare a plan to implement the program; (2) identify high consequence areas; (3) develop and maintain a record keeping system; and (4) inspect, test and report on the condition of affected pipeline segments to determine the need for repairs or replacements, are required to be expensed. Costs of modifying pipelines to permit in-line inspections, certain costs associated with developing or enhancing computer software and costs associated with remedial mitigation actions to correct an identified condition continue to be capitalized. We typically expense the cost of initial in-line inspection programs, crack detection tool runs and hydrostatic testing costs conducted for the purposes of detecting manufacturing or construction defects consistent with industry practice and the regulatory guidance issued by the FERC. However, we capitalize initial construction hydrostatic testing cost and subsequent hydrostatic testing programs conducted for the purpose of increasing pipeline capacity in accordance with our capitalization policies. Also capitalized are certain costs such as sleeving or recoating existing pipelines, unless the expenditures are incurred as a single event and not part of a major program, in which case we expense these costs as incurred.

We record property, plant and equipment at its original cost, which we depreciate on a straight-line basis over its estimated remaining useful life. Our determination of the useful lives of property, plant and equipment requires us to make various assumptions, including the supply of and demand for crude oil and liquid petroleum in the markets served by our assets, normal wear and tear of the facilities, and the extent and frequency of maintenance programs. We routinely utilize consultants and other experts to assist us in assessing the remaining useful lives of our property, plant and equipment.

We record depreciation using the group method of depreciation, which is commonly used by pipelines, utilities and similar entities. Under the group method, the net book value less net proceeds is typically charged to accumulated depreciation and no gain or loss on disposal is recognized upon the disposition of property, plant and equipment. However, when a separately identifiable group of assets, such as a stand-alone pipeline system is sold, we recognize a gain or loss in our consolidated statements of income for the difference between the cash received and the net book value of the assets sold. Changes in any of our assumptions may alter the rate at which we recognize depreciation in our consolidated financial statements. At regular intervals, we retain the services of independent consultants to assist us with assessing the reasonableness of the useful lives we have established for the property, plant and equipment of our Lakehead system. Based on the results of these assessments we may make modifications to the assumptions we use to determine our depreciation rates.

We evaluate the recoverability of our property, plant and equipment when events or circumstances such as economic obsolescence, the business climate, legal and other factors indicate we may not recover the carrying amount of the assets. We continually monitor our business, the market and operating environment to identify indicators that could suggest an asset may not be recoverable. We evaluate the asset for recoverability by estimating the undiscounted future cash flows expected to be derived from operating the asset as a going concern. These cash flow estimates require us to make projections and assumptions for many years into the future for pricing, demand, competition, operating cost, and other factors. We recognize an impairment loss when the carrying amount of the asset exceeds its fair value as determined by quoted market prices in active markets or present value techniques. The determination of the fair value using present value techniques requires us to make projections and assumptions regarding future cash flows and weighted average cost of capital. Any changes we make to these projections and assumptions could result in significant revisions to our evaluation of the recoverability of our property, plant and equipment and the recognition of an impairment loss in our Income Statement.

Income Taxes

We are not a taxable entity for United States federal income tax purposes or for the majority of states that impose an income tax. Taxes on our net income generally are borne by our unitholders through the allocation of taxable income. Our income tax expense results from the enactment of state income tax laws that apply to entities organized as partnerships by the State of Texas. This tax is computed on our modified gross margin and we have determined the tax to be income taxes as set forth in the authoritative accounting guidance. Effective January 1, 2012, the State of Michigan repealed its former partnership tax laws and replaced them with a corporate income tax law, which the Partnership is not subject to.

Commitments, Contingencies and Environmental Liabilities

We expense or capitalize, as appropriate, expenditures for ongoing compliance with environmental regulations that relate to past or current operations. We expense amounts we incur for remediation of existing environmental contamination caused by past operations that do not benefit future periods by preventing or eliminating future contamination. We record liabilities for environmental matters when assessments indicate that remediation efforts are probable, and the costs can be reasonably estimated. Estimates of environmental liabilities are based on currently available facts, existing technology and presently enacted laws and regulations taking into consideration the likely effects of inflation and other factors. These amounts also consider prior experience in remediating contaminated sites, other companies' clean-up experience and data released by government organizations. Our estimates are subject to revision in future periods based on actual costs or new information and are included in both Other Current Liabilities and Other Noncurrent Liabilities in our Comparative Balance Sheet Statement at their undiscounted amounts. We evaluate recoveries from insurance coverage separately from the liability and, when recovery is probable, we record and report an asset separately from the associated liability in our Balance Sheet.

We recognize liabilities for other commitments and contingencies when, after fully analyzing the available information, we determine it is either probable that an asset has been impaired, or that a liability has been incurred and the amount of impairment or loss can be reasonably estimated. When a range of probable loss can be estimated, we accrue the minimum of the range of probable loss. We typically expense legal costs associated with loss contingencies as such costs are incurred.

3. PROPERTY, PLANT & EQUIPMENT

Lakehead Capital Projects Include:

A. Eastern Access Projects

Since October 2011, Lakehead has announced multiple expansion projects that will provide increased access to refineries in the United States Upper Midwest and the Canadian provinces of Ontario and Quebec for light crude oil produced in western Canada and the United States. One of the projects involves the expansion of the Line 5 light crude line between Superior, Wisconsin and Sarnia, Ontario by 50,000 Bpd. The Line 5 expansion was placed into service in May 2013.

In May 2012, Lakehead announced further plans to expand access to Eastern markets. The plans include: 1) expansion of the Spearhead North pipeline, or Line 62, between Flanagan, Illinois and the Terminal at Griffith, Indiana by adding horsepower to increase capacity from 130,000 Bpd to 235,000 Bpd; and (2) replacement of additional sections of the Partnership's Line 6B in Indiana and Michigan, referred to as the Line 6B Replacement project, including the addition of new pumps and terminal upgrades at Hartsdale, Griffith and Stockbridge, as well as tanks at Flanagan, Stockbridge and Hartsdale, to increase capacity from 240,000 Bpd to 500,000 Bpd. Portions of the existing 30-inch diameter pipeline are being replaced with 36-inch diameter pipe. The Line 62 expansion was put into service in November 2013. The target in-service date for the remaining Line 6B Replacement project is split into two phases, with the segment between Griffith and Stockbridge expected to be completed in the first quarter of 2014 and the segment from Ortonville, Michigan to Sarnia, Ontario expected to be completed in the third quarter of 2014. These projects, including the previously discussed Line 5 and Line 62 expansion completions, will cost approximately $2.1 billion and will be undertaken on a cost-of-service basis with shared capital cost risk, such that the toll surcharge will absorb 50% of any cost overruns over $1.85 billion during the Competitive Toll Settlement, or CTS, term, which runs until July 2021.

As part of The Light Oil Market Access Program announced in December 2012, the Partnership will upsize the Eastern Access projects, which includes further expansion of the Line 6B component with increasing capacity from 500,000 Bpd to 570,000 Bpd, at an expected cost of approximately $365 million. This further expansion of the Line 6B component is expected to begin service in early-2016.

These projects collectively referred to as the Eastern Access Projects, will cost approximately $2.4 billion and will be undertaken on a cost-of-service basis. From May 2012 through June 27, 2013, the projects were funded 60% by our General Partner and 40% by the Partnership under the Eastern Access Joint Funding Agreement. On June 28, 2013, we and our affiliates entered into an agreement with our General Partner pursuant to which we exercised our option to decrease our economic interest and funding of the Eastern Access Projects from 40% to 25%. Additionally, within one year of the in-service date, scheduled for early 2016, we will have the option to increase our economic interest by up to 15 percentage points.

B. Lakehead Mainline

In May 2012, we also announced further expansion of our mainline pipeline system which included: (1) increasing capacity on the existing 36-inch diameter Alberta Clipper pipeline, or Line 67, between Neche, North Dakota into the Superior, Wisconsin Terminal from 450,000 Bpd to 570,000 Bpd; and (2) expanding of the existing 42-inch diameter Southern Access pipeline, or Line 61, between the Superior Terminal and the Flanagan Terminal near Pontiac, Illinois from 400,000 Bpd to 560,000 Bpd. These projects require only the addition of pumping horsepower and crude oil tanks at existing sites with no pipeline construction, at a cost of approximately $420 million. Subject to regulatory and other approvals, including an amendment to the current Presidential border crossing permit to allow for operation of the Line 67 pipeline at its currently planned operating capacity of 800,000 Bpd, the expansions will be undertaken on a full cost-of-service basis and are expected to be available for service in third quarter of 2014 for the initial expansion to 570,000 Bpd and 2015 for the expansion to 800,000 Bpd. It is now anticipated that it will take longer to obtain regulatory approval than planned. A number of temporary system optimization actions are being undertaken to substantially mitigate any impact on throughput.

As part of the Light Oil Market Access Program announced in December 2012, the capacity of our Lakehead System between Flanagan, Illinois, and Griffith, Indiana will be expanded by constructing a 76-mile, 36-inch diameter twin of the Spearhead North pipeline, or Line 62, with an initial capacity of 570,000 Bpd, at an estimated cost of $495 million. Additionally, the capacity of our Southern Access pipeline, or Line 61, will be expanded to its full 1,200,000 Bpd potential and additional tankage requirements at an estimated cost of approximately $1.25 billion. Subject to regulatory and other approvals, the expansions are expected to begin service in 2015, with additional tankage expected to be completed in 2016.

On January 4, 2013, we announced further expansion of our Alberta Clipper pipeline, or Line 67, which will add an additional 230,000 Bpd of capacity at an estimated cost of approximately $240 million. The expansion involves increased pumping horsepower, with no pipeline construction. Subject to regulatory and other approvals, including an amendment to the current Presidential border crossing permit to allow for operation of the Line 67 pipeline at its currently planned operating capacity of 800,000 Bpd, the expansion is expected to be available for service in 2015.

These projects collectively referred to as the U.S. Mainline Expansions projects, will cost approximately $2.4 billion and will be undertaken on a cost-of-service basis. From December 2012 through June 27, 2013, the projects were jointly funded by our General Partner at 60% and the Partnership at 40%, under the Mainline Expansion Joint Funding Agreement, which parallels the Eastern Access Joint Funding. On June 28, 2013, we and our affiliates entered into an agreement with our General Partner pursuant to which we exercised our option to decrease our economic interest and funding of the U.S. Mainline Expansions projects from 40% to 25%. Additionally, within one year of the in-service date, scheduled for 2016, the Partnership will have the option to increase its economic interest by up to 15 percentage points.

C. Line 6B 75-mile Replacement Program

On May 12, 2011, we announced plans to replace 75-miles of non-contiguous sections of Line 6B of our Lakehead system. Our Line 6B pipeline runs from Griffith, Indiana through Michigan to the international border at the St. Clair River. The new segments are being completed in components, with approximately 65 miles of segments placed in service since the first quarter of 2013. The two remaining 5-mile segments in Indiana are expected to be placed in service in components in April 2014. The replacement program has been carried out in consultation with, and to minimize impact to, refiners and shippers served by Line 6B crude oil deliveries. The total capital for this replacement program is now estimated to cost $390 million. These costs will be recovered through our Facilities Surcharge Mechanism, or FSM, which is part of the system-wide rates of the Lakehead system.

4. PARTNERS' CAPITAL

Distributions Paid

The partnership makes quarterly distributions of cash, less reserves, to the Enbridge Partnership. In 2013 and 2012, the partnership paid cash distributions of $525.6 million and $541.9 million, respectively to the Enbridge Partnership.

Capital Contributions

In 2013 and 2012, Lakehead received $905.0 million and $835.0 million, respectively, to capital contribution from the Partnership for the purpose of financing the Partnership's ongoing capital and operating requirements and to ensure compliance with all regulatory guidelines regarding its capital structure.

5. RELATED PARTY TRANSACTIONS

Administrative and Workforce Related Services

Affiliate companies provide management and administrative, operations and workforce related services to the Partnership. Enbridge does not record profit or margin for the services charged to the Partnership.

Joint Funding Arrangement for Alberta Clipper Pipeline

In July 2009, we and the Partnership entered into a joint funding arrangement to finance construction of the United States segment of the Alberta Clipper Pipeline, with several of its affiliates and affiliates of Enbridge. This joint funding arrangement is pursuant to a Contribution Agreement by and among us, Enbridge Energy, Enbridge Pipelines (Alberta Clipper) L.L.C., Partnership, Enbridge Pipelines (Lakehead) L.L.C., and Enbridge Pipelines (Wisconsin) Inc. Under the terms of the Contribution Agreement, the parties have agreed to jointly fund, construct and operate the Alberta Clipper Pipeline. To effect the provisions of the Contribution Agreement, the Partnership Agreement was amended and restated to establish two distinct series of partnership interests. All the assets, liabilities and operations related to the Alberta Clipper Pipeline are designated specifically by the Series AC interests while all of our other assets and operations are designated by the Series LH interests. Our liabilities have recourse to both the Series AC and Series LH assets. In exchange for a 66.67 percent ownership interest in the Series AC interests, Enbridge, through Enbridge Energy, is funding approximately two-thirds of both the debt financing and equity requirement for the Alberta Clipper Pipeline in return for approximately two-thirds of the Alberta Clipper Pipeline's earnings and cash flows. For the Partnership's 33.33 percent ownership of the Series AC interests, it will fund approximately one-third of the debt financing and required equity of the Alberta Clipper Pipeline, for which it is entitled to approximately one-third of the pipeline's earnings and cash flows. The Partnership and Enbridge Energy each have a right of first refusal on the other's investment in the Alberta Clipper Pipeline, and the Enbridge Partnership retains the right to fund up to 100 percent of any expansion of the Alberta Clipper Pipeline, which would result in a corresponding adjustment of Enbridge Energy's interest.

Under the terms of the Partnership Agreement, allocations of earnings and losses to the Series AC and Series LH interests are allocated based on each item of income, gain, loss, deduction and credit directly attributable to each series respective assets and liabilities, then allocated in accordance with their respective percentage interests.

The funding of the construction costs for the Alberta Clipper Pipeline provided by the Partnership were facilitated through two credit facilities with an aggregate capacity of $600.0 million with the Enbridge Partnership, known as the B1 and C1 Credit Agreements, as well as capital contributions directly by the holders of the Series AC interests. In March 2010, we refinanced $486.9 million of amounts we had outstanding and payable to the Enbridge Partnership under the B1 and C1 Credit Agreements, by issuing promissory notes payable to the Enbridge Partnership, at which time we also terminated the B1 and C1 Credit Agreements. The promissory notes payable, which we refer to as the B1 and C1 Term Notes, both mature on March 15, 2020, and bear interest at a fixed rate of 5.20% and have a combined maximum loan amount of $600 million.

Under the terms of the B1 and C1 Term Notes, we have the ability to increase the principal amount outstanding to finance the debt portion of the Alberta Clipper Pipeline that the Partnership is obligated to make pursuant to the Alberta Clipper Joint Funding Arrangement, for any additional costs associated with our construction of the Alberta Clipper Pipeline that we incur after the date the original B1 and C1 Term Notes were issued. The increases we make to the principal balances of the B1 and C1 Term Notes will also mature on March 15, 2020. Pursuant to the terms of the B1 and C1 Term Notes, we are required to make semi-annual payments of principal and accrued interest. The semi-annual principal payments are based upon a straight-line amortization of the principal balance over a 30 year period as set forth in the approved terms of the cost of service recovery model associated with the Alberta Clipper Pipeline. The approved terms of the Alberta Clipper Pipeline are described in the "Alberta Clipper United States Term Sheet," which is included as Exhibit I to the June 27, 2008 Offer of Settlement that we filed with the FERC and was approved on August 28, 2008 (Docket No. OR08-12-000).

Joint Funding Arrangement for Eastern Access Projects

In May 2012, we amended and restated partnership agreement of the OLP to establish an additional series of partnership interests, which we refer to as the EA interests. The EA interests were created to finance projects to increase access to refineries in the United States Upper Midwest and in Ontario, Canada for light crude oil produced in western Canada and the United States, which we refer to as the Eastern Access Projects. From May 2012 through June 27, 2013, our General Partner indirectly owned 60% all assets, liabilities and operations related to the Eastern Access Projects. On June 28, 2013, we and our affiliates entered into an agreement with our General Partner pursuant to which we exercised our option to decrease our economic interest and funding of the Eastern Access Projects from 40% to 25%. Additionally, within one year of the in-service date, scheduled for early 2016, we have the option to increase our economic interest by up to 15 percentage points. We received $90.2 million from our General Partner in consideration for our assignment to it of this portion of our interest, determined based on the capital we had funded prior to June 28, 2013 pursuant to Eastern Access Projects.

Our General Partner has made equity contributions totaling $609.2 million and $347.9 million to the OLP for the year ended December 31, 2013 and 2012, respectively to fund its equity portion of the construction costs associated with the Eastern Access Projects.

We allocated earnings from the Eastern Access Projects in the amount of $32.1 million to our General Partner for its 60% ownership of the EA interest for the year ended December 31, 2013. We allocated earnings derived from the Eastern Access Projects in the amount of $3.4 million to our General Partner for the year ended 2012.

Joint Funding Arrangement for the U.S. Mainline Expansion

In December 2012, the OLP further amended and restated its limited partnership agreement to establish another series of partnership interests, which we refer to as the ME interests. The ME interests were created to finance projects to increase access to the markets of North Dakota and western Canada for light oil production on our Lakehead System between Neche, North Dakota and Superior, Wisconsin, which we refer to as our Mainline Expansion Projects. From December 2012 through June 27, 2013, the projects were jointly funded by our General Partner at 60% and the Partnership at 40%, under the Mainline Expansion Joint Funding Agreement, which parallels the Eastern Access Joint Funding Agreement. On June 28, 2013, we and our affiliates entered into an agreement with our General Partner pursuant to which we exercised our option to decrease our economic interest and funding in the projects from 40% to 25%. Additionally, within one year of the in-service date, currently scheduled for 2016, we have the option to increase our economic interest held at that time by up to 15 percentage points. All other operations are captured by the Lakehead interests. We received $12.0 million from our General Partner in consideration for our economic interest.

Our General Partner has made equity contributions totaling $159.9 million and $3.0 million to the OLP for the year ended December 31, 2013 and year ended 2012, respectively to fund its equity portion of the construction costs associated with the U.S. Mainline Expansion Projects.

We allocated earnings from the Mainline Expansion Projects in the amount of $4.3 to our General Partner for its ownership of the ME interest for the year ended December 31, 2013.

6. COMMITMENTS AND CONTINGENCIES

Environmental Liabilities

We are subject to federal and state laws and regulations relating to the protection of the environment. Environmental risk is inherent to liquid hydrocarbon and natural gas pipeline operations, and we could, at times, be subject to environmental cleanup and enforcement actions. We manage this environmental risk through appropriate environmental policies and practices to minimize any impact our operations may have on the environment. To the extent that we are unable to recover environmental liabilities through insurance or other potentially responsible parties, we will be responsible for payment of liabilities arising from environmental incidents associated with the operating activities of our crude oil business. Our General Partner has agreed to indemnify us from and against any costs relating to environmental liabilities associated with our system assets prior to the transfer of these assets to us in 1991. This excludes any liabilities resulting from a change in laws after such transfer. We continue to voluntarily investigate past leak sites on our systems for the purpose of assessing whether any remediation is required in light of current regulations.

Rights-of-Way

As part of our pipeline construction process, we must obtain certain right-of-way agreements from landowners whose property our pipeline will cross. Right-of-way agreements that we buy are capitalized as part of “Property, plant and equipment, net.” Right-of-way agreements that are leased from third parties are expensed. We recorded $1.6 million and $1.5 million, respectively, to expense for the leased right-of-way agreements for the years ended December 31, 2013 and 2012.

Fines and Penalties

Our estimated costs for Line 6A do not include an estimate for fines and penalties at December 31, 2013, which may be imposed by the EPA and PHMSA, in addition to other federal, state and local governmental agencies. For the year ended December 31, 2013, our estimated costs to the Line 6B crude oil release included in the total $29.6 million in fines and penalties. Included in this total is $3.7 million in civil penalties assessed by PHMSA that we paid during the third quarter of 2012. The total also includes $22.0 million we recognized in the fourth quarter of 2013 related to an estimate of the minimum amount of civil penalties under the Clean Water Act of the United States in respect of the Line 6B crude oil release. While no final fine or penalty has been assessed or agreed to date, we believe that, based on the best information available at this time, the $22.0 million represents the minimum estimated amount which may be assessed, excluding costs of injunctive relief, if any, that may be agreed to with the relevant governmental agencies. The Clean Water Act assesses a minimum fine of $1,100 per barrel, when no gross negligence is found. The $22.0 million represents the 20,082 barrels of oil that EEP acknowledges was spilled times the $1,100 per barrel fine assessed by the Clean Water Act. Given the complexity of settlement negotiations, which we expect will continue, and the limited information available to assess the matter, we are unable to reasonably estimate the final penalty which might be incurred or to reasonably estimate a range of outcomes at this time. Discussions with governmental agencies regarding fines and penalties are ongoing.

Due to the absence of sufficient information, we cannot provide a reasonable estimate of our liability for potential additional fines and penalties that could be assessed in connection with each of the releases. As a result, except for the penalties discussed above, we have not recorded any liability for expected fines and penalties.

Legal and Regulatory Proceedings

We are a participant in various legal and regulatory proceedings arising in the ordinary course of business. Some of these proceedings are covered, in whole or in part, by insurance. We are also directly, or indirectly, subject to challenges by special interest groups to regulatory approvals and permits for certain of our expansion projects.

A number of governmental agencies and regulators have initiated investigations into the Line 6A and Line 6B crude oil releases. Approximately 30 actions or claims have been filed against us and our affiliates, in state and federal courts in connection with the Line 6B crude oil release, including direct actions and actions seeking class status. Based on the current status of these cases, we do not expect the outcome of these actions to be material. On July 2, 2012, PHMSA announced a NOPV related to the Line 6B crude oil release, including a civil penalty of $3.7 million that we paid during the third quarter of 2012.

Governmental agencies and regulators have also initiated investigations into the Line 6A crude oil release. One claim has been filed against us and our affiliates by the Illinois state court in connection with this crude oil release, and the parties are currently operating under an agreed interim order. The costs associated with this order are included in the estimated environmental costs accrued for the Line 6A crude oil release. We are also pursuing recovery of the costs associated with the Line 6A crude oil release from third parties; however, there can be no assurance that any such recovery will be obtained.

We have accrued a provision for future legal costs and probable losses associated with the Line 6A and Line 6B crude oil releases as described above in the section titled ***Lakehead Lines 6A & 6B Crude Oil Releases*** of this footnote.

On July 25, 2013, the U.S. Department of Justice, or DOJ, and the EPA filed a complaint against us related to permit violations for the discharge of hydrotest water in 2010 related to the Alberta Clipper Pipeline and one of our affiliates. We have agreed to settle with the DOJ and EPA for $254 thousand related to the Alberta Clipper Pipeline portion of the permit violation.

Lakehead Lines 6A & 6B Crude Oil Releases

Line 6B Crude Oil Release

On July 26, 2010, a release of crude oil on Line 6B of our Lakehead system was reported near Marshall, Michigan. We currently estimate that approximately 20,000 barrels of crude oil were leaked at the site, a portion of which reached the Talmadge Creek, a waterway that feeds the Kalamazoo River. The released crude oil affected approximately 38 miles of area along the Talmadge Creek and Kalamazoo River waterways, including residential areas, businesses, farmland and marshland between Marshall and downstream of Battle Creek, Michigan. In response to the release, a unified command structure was established under the jurisdiction of the Environmental Protection Agency, or EPA, the Michigan Department of Natural Resources and Environment, or MDNRE, and other federal, state and local agencies.

During the second quarter 2012, local authorities allowed the Kalamazoo River and Morrow Lake, which were affected by the Line 6B crude oil release, to be re-opened for recreational use. We continue to perform necessary remediation, restoration and monitoring of the areas affected by the Line 6B crude oil release. All the initiatives we are undertaking in the monitoring and restoration phase are intended to restore the crude oil release area to the satisfaction of the appropriate regulatory authorities.

As of December 31, 2013, we have revised our total cost estimate to $1,122.0 million, primarily due to an estimate of extended period of oversight by regulators and increased dredging activity, which is an increase of $302.0 million as compared to December 31, 2012. This total estimate is before insurance recoveries and excluding additional fines and penalties other than the fines and penalties of $29.6 million discussed in Lines 6A & 6B Fines and Penalties below. On March 14, 2013, we received an order from the EPA, or the Environmental Protection Agency, which we refer to as the Order, that defined the scope which requires additional containment and active recovery of submerged oil relating to the Line 6B crude oil release. We submitted our initial proposed work plan required by the EPA on April 4, 2013, and we resubmitted the workplan on April 23, 2013. The EPA approved the Submerged Oil Recovery and Assessment workplan, or SORA, with modifications on May 8, 2013. We incorporated the modification and submitted an approved SORA on May 13, 2013. The Order states that the work must be completed by December 31, 2013. At this time we have completed substantially all of the SORA, with the exception of required dredging in and around Morrow Lake and its delta. We are in the process of working with the EPA to ensure this work is completed as soon as reasonably possible, inclusive of obtaining the necessary state and local permitting that is required and considering weather conditions.

The $175.0 million increase in the total cost estimate during the three month period ending March 31, during 2013, was attributable to additional work required by the Order. The $40.0 million increase during the three month period ending June 30, 2013 was attributable to further refinement and definition of the additional dredging scope per the Order and associated environmental, permitting, waste removal and other related costs. The $87.0 million increase during the three month period ending December 31, 2013 was attributable to increased dredge activity in and around Morrow Lake and the delta area and civil penalties under the Clean Water Act of the United States as discussed in Lines 6A & 6B Fines and Penalties. The actual costs incurred may differ from the foregoing estimate as we complete the work plan with the EPA related to the Order and work with other regulatory agencies to assure that our work plan complies with their requirements. Any such incremental costs will not be recovered under our insurance policies as our costs for the incident at December 31, 2013 exceeded the limits of our insurance coverage.

For purposes of estimating our expected losses associated with the Line 6B crude oil release, we have included those costs that we considered probable and that could be reasonably estimated at December 31, 2013. Our estimates do not include amounts we have capitalized or any claims associated with the release that may later become evident and is before any insurance recoveries and excludes fines and penalties from other governmental agencies other than the fines and penalties discussed in Lines 6A & 6B Fines and Penalties. Our assumptions include, where applicable, estimates of the expected number of days the associated services will be required and rates that we have obtained from contracts negotiated for the respective service and equipment providers. As we receive invoices for the actual personnel, equipment and services, our estimates will continue to be further refined. Our estimates also consider currently available facts, existing technology and presently enacted laws and regulations. These amounts also consider our and other companies' prior experience remediating contaminated sites and data released by government organizations. Despite the efforts we have made to ensure the reasonableness of our estimates, changes to the recorded amounts associated with this release are possible as more reliable information becomes available. We continue to have the potential of incurring additional costs in connection with this crude oil release due to variations in any or all of the categories described above, including modified or revised requirements from regulatory agencies in addition to fines and penalties as well as expenditures associated with litigation and settlement of claims.

The material components underlying our estimated loss for the cleanup, remediation and restoration associated with the Line 6B crude oil release include the following:

	(in millions)
Response personnel & equipment	$ 508
Environmental consultants	200
Professional, regulatory and other	414

Total	$ 1,122

For the years ended December 31, 2013, 2012 and 2011, we made payments of $156.3 million, $134.0 million and $276.6 million, respectively, for costs associated with the Line 6B crude oil release. For the year ended December 31, 2013, we recognized a $3.0 million impairment for homes purchased due to the Line 6B crude oil release which is included in the Operating Expense on our Income Statement. For the years ended December 31, 2013 and 2012, we had a remaining estimated liability of $258.9 million and $115.8 million, respectively. Additionally, we recognized $42.0 million, $170.0 million and $335.0 million, respectively, of insurance recoveries in our Income Statement for the years ended December 31, 2013, 2012 and 2011, respectively.

We expect to make payments for additional costs associated with extended submerged oil recovery operations including reassessment, remediation and restoration of the area and air and groundwater monitoring, scientific studies and hydrodynamic modeling, along with legal, professional and regulatory costs through future periods. All the initiatives we will undertake in the monitoring and restoration phase are intended to restore the crude oil release area to the satisfaction of the appropriate regulatory authorities.

Line 6A Crude Oil Release

A release of crude oil from Line 6A of our Lakehead system was reported in an industrial area of Romeoville, Illinois on September 9, 2010. We estimate that approximately 9,000 barrels of crude oil were released, of which approximately 1,400 barrels were removed from the pipeline as part of the repair. Some of the released crude oil went onto a roadway, into a storm sewer, a waste water treatment facility and then into a nearby retention pond. All but a small amount of the crude oil was recovered. We completed excavation and replacement of the pipeline segment and returned it to service on September 17, 2010.

We are continuing to monitor the areas affected by the crude oil release from Line 6A of our Lakehead system for any additional requirements. We have completed the cleanup, remediation and restoration of the areas affected by the release. On October 21, 2013, the National Transportation Safety Board, or NTSB, publicly posted their final report related to the Line 6A crude oil release that occurred in Romeoville, Illinois on September 9, 2010, which states that the probable cause of the crude oil release was erosion caused by a leaking water pipe resulting from an improperly installed third-party water service line below our oil pipeline.

In connection with this crude oil release, the total cost estimate as of December 31, 2013 remains at approximately $48.0 million, before insurance recoveries and excluding fines and penalties. These costs included the emergency response, environmental remediation and cleanup activities associated with the crude oil release. For the years ended December 31, 2013, 2012 and 2011, we paid $1.5 million, $1.2 million and $11.0 million, respectively, related to the costs on the Line 6A release. For the year ended December 31, 2013, we had no remaining estimated liability and for the year ended December 31, 2012 we had liability of $1.4 million.

We continue to monitor this estimate based upon actual invoices received and paid for the personnel, equipment and services provided by our vendors and currently available facts specific to these circumstances, existing technology and presently enacted laws and regulations to determine if our estimate should be updated. We have the potential of incurring additional costs in connection with this crude oil release, including fines and penalties as well as expenditures associated with litigation. We are also pursuing recovery of the costs associated with the Line 6A crude oil release from third parties; however, there can be no assurance that any such recovery will be obtained.

We included those costs we considered probable and that we could reasonably estimate for purposes of determining our expected losses associated with the Line 6A release. Our estimates do not include consideration for any unasserted claims associated with the release that may later become evident, nor have we considered any potential recoveries from third-parties that may later be determined to have contributed to the release.

Insurance Recoveries

We are included in the comprehensive insurance program that is maintained by Enbridge for its subsidiaries and affiliates, which renews May of each year. The program includes commercial liability insurance coverage that is consistent with coverage considered customary for our industry and includes coverage for environmental incidents such as those we have incurred for the crude oil releases from Lines 6A and 6B, excluding costs for fines and penalties.

The claims for the crude oil release for Line 6B are covered by the insurance policy that expired on April 30, 2011, which had an aggregate limit of $650.0 million for pollution liability. Based on our remediation spending through December 31, 2013, we have exceeded the limits of coverage under this insurance policy. During the third quarter 2013, we received $42.0 million of insurance recoveries for a claim we filed in connection with the Line 6B crude oil release and recognized as a reduction to environmental cost in the second quarter of 2013. We recognized $170.0 million of insurance recoveries as reductions to Operating Expense in our Income Statement for the year ended December 31, 2012 for the Line 6B crude oil release. As of December 31, 2013, we have recorded total insurance recoveries of $547.0 million for the Line 6B crude oil release, out of the $650.0 million aggregate limit. We expect to record receivables for additional amounts we claim for recovery pursuant to our insurance policies during the period that we deem realization of the claim for recovery to be probable.

In March 2013, we and Enbridge filed a lawsuit against the insurers of our remaining $145.0 million coverage, as one particular insurer is disputing our recovery eligibility for costs related to our claim on the Line 6B crude oil release and the other remaining insurers assert that their payment is predicated on the outcome of our recovery with that insurer. We received a partial recovery payment of $42.0 million from the other remaining insurers and have since amended our lawsuit, such that it now includes only one insurer. While we believe that our claims for the remaining $103.0 million are covered under the policy, there can be no assurance that we will prevail in this lawsuit.

We are pursuing recovery of the costs associated with the Line 6A crude oil release from third parties; however, there can be no assurance that any such recovery will be obtained. Additionally, fines and penalties would not be covered under our existing insurance policy.

Effective May 1, 2013, Enbridge renewed its comprehensive property and liability insurance programs, under which we are insured through April 30, 2014, with a current liability aggregate limit of $685.0 million, including sudden and accidental pollution liability. In the unlikely event multiple insurable incidents occur which exceed coverage limits within the same insurance period, the total insurance coverage will be allocated among the Enbridge entities on an equitable basis based on an insurance allocation agreement the Partnership has entered into with Enbridge and another Enbridge subsidiary.

Line 6B Pipeline Integrity Plan

In connection with the restart of Line 6B of our Lakehead system in September 2010, we committed to accelerate a process we had initiated prior to the crude oil release to perform additional inspections, testing and refurbishment of Line 6B within and beyond the immediate area of the July 26, 2010 crude oil release. Pursuant to this agreement with PHMSA, we completed remediation of those pipeline anomalies identified by us between the years 2007 and 2009 that were scheduled for refurbishment and anomalies identified for action in a July 2010 PHMSA notification on schedule, within 180 days of the September 27, 2010 restart of Line 6B, as required. In addition to the required integrity measures, we also agreed to replace a 3,600-foot section of the Line 6B pipeline that lies underneath the St. Clair River in Michigan within one year of the restart of Line 6B, subject to obtaining required permits. A new line was installed beneath the St. Clair River in March 2011 and was tied into Line 6B during June 2011.

In February 2011, we filed a supplement to our Facilities Surcharge Mechanism, or FSM, which became effective on April 1, 2011 when it was approved by the FERC for recovery of $175.0 million of capital costs and $5.0 million of operating costs for the 2010 and 2011 Line 6B Pipeline Integrity Plan. The costs associated with the Line 6B Pipeline Integrity Plan, which include an equity return component, interest expense and an allowance for income taxes will be recovered over a 30-year period, while operating costs will be recovered through our annual tolls for actual costs incurred. These costs include costs associated with the PHMSA Corrective Action Order and other required integrity work.

Line Replacement Program

On May 12, 2011, we announced plans to replace 75-miles of non-contiguous sections of Line 6B of our Lakehead system at an estimated cost of $286 million. Our Line 6B pipeline runs from Griffith, Indiana through Michigan to the international border at the St. Clair River. Subject to regulatory approvals, the new segments of pipeline will be constructed mostly in 2012 and are targeted to be placed in-service by the first quarter of 2013 in consultation with, and to minimize impact to, refiners and shippers served by Line 6B crude oil deliveries. These costs will be recovered through our FSM that is part of the system-wide rates of the Lakehead system. We have subsequently revised the scope of this project to increase the cost by approximately $31 million, which will bring the total capital for this replacement program to an estimated cost of $317 million. The $31 million of additional costs do not currently have recovery under our FSM.

The total cost of these integrity measures is separate from the environmental liabilities discussed above. The pipeline integrity and replacement costs will be capitalized or expensed in accordance with our capitalization policies as these costs are incurred, the majority of which are expected to be capital in nature.

Lakehead Line 14 Crude Oil Release

On July 27, 2012, a release of crude oil was detected on Line 14 of our Lakehead system near Grand Marsh, Wisconsin. The estimate of volume of the oil released was approximately 1,700 barrels. We received a Corrective Action Order, or CAO, from PHMSA, on July 30, 2012 followed by an amended CAO, which we refer to as the PHMSA Corrective Action Orders, on August 1, 2012. Upon restart of Line 14 on August 7, 2012, PHMSA restricted the operating pressure to 80% of the pressure in place at the time immediately prior to the incident. During the fourth quarter of 2013 we received approval from the PHMSA to remove the pressure restrictions and to return to normal operating pressures for a period of twelve months. In December 2014, PHMSA will again consider the status of the pipeline in light of information they acquire throughout 2014.

Our estimate for repair and remediation related costs associated with this crude oil release as of December 31, 2013 remains at approximately $10.5 million, inclusive of approximately $1.6 million of lost revenue and excluding any fines and penalties. As of December 31, 2013, there was no liability remaining as compared to December 31, 2012, which had a remaining liability of $8.9 million. Despite the efforts we have made to ensure the reasonableness of our estimate, changes to the estimated amounts associated with this release are possible as more reliable information becomes available. We will be pursuing claims under our insurance policy, although we do not expect any recoveries to be significant.

7. REGULATORY MATTERS

Regulatory Accounting

We apply the authoritative accounting provisions applicable to the regulated operations of our Southern Access, Alberta Clipper, and Eastern Access pipelines as well as our Line 6B 75-mile Replacement Project. The rates for Southern Access, Alberta Clipper, and Eastern Access pipelines, as well as for our Line 6B 75-mile Replacement Project, are based on a cost-of-service recovery model that follows the FERC's authoritative guidance and is subject to annual filing requirements with the FERC. Under our cost-of-service tolling methodology we calculate tolls based on forecast volumes and costs. A difference between forecast and actual results causes an under or over collection of revenue in any given year. Under the authoritative accounting provisions applicable to our regulated operations, over or under collections of revenue are recognized in the financial statements currently and these amounts are realized or settled as cash the following year. This accounting model matches earnings to the period with which they relate and conforms to how we recover our costs associated with these expansions through the annual cost-of-service filings with our customers and the regulator.

FERC Transportation Tariffs

Effective April 1, 2013, we filed our Lakehead system annual tariff rate adjustment with the FERC to reflect our projected costs and throughput for 2013 and true-ups for the difference between estimated and actual costs and throughput data for the prior year. This tariff rate adjustment filing also included the recovery of costs related to the Flanagan Tank Replacement Project and the Eastern Access Phase 1 Mainline Expansion Project. The Lakehead system utilizes the System Expansion Project II and the Facility Surcharge Mechanism, or FSM, which are components of our Lakehead system's overall rate structure and allows for the recovery of costs for enhancements or modifications as well as certain integrity costs to our Lakehead system.

This tariff filing increased the average transportation rate for crude oil movements from the Canadian border to the Chicago, Illinois area by an average of approximately $0.26 per barrel, to an average of approximately $1.93 per barrel. The surcharge is applicable to each barrel of crude oil that is placed on our system beginning on the effective date of the tariff, which we recognize as revenue when the barrels are delivered, typically a period of approximately 30 days from the date shipped.

On May 31, 2013, we filed FERC tariffs with effective dates of July 1, 2013, for our Lakehead system. We increased the rates in compliance with the indexed rate ceilings allowed by the FERC which incorporated the multiplier of 1.045923, which was issued by the FERC on May 15, 2013, in Docket No. RM93-11-000. The tariff filings are in part index filings in accordance with 18 C.F.R.342.3 and in part compliance filing with certain settlement agreements, which are not subject to FERC indexing. As an example, we increased the average transportation rate for crude oil movements on our Lakehead system from the Canadian border to Chicago, Illinois by $0.05 per barrel to an average of approximately $1.98 per barrel.

Effective April 1, 2012, we filed our annual tariff rate adjustment with the FERC to reflect our projected costs and throughput for 2012 and true-ups for the difference between estimated and actual costs and throughput data for the prior year. Also included was recovery of the costs related to the 2010 and 2011 Line 6B Integrity Program, including costs associated with the PHMSA Corrective Action Order as discussed in Note 13. Commitments and Contingencies—Line 6B Pipeline Integrity Plan. The Lakehead system utilizes the Facility Surcharge Mechanism, or FSM, which is a component of our Lakehead system's overall rate structure and allows for the recovery of costs for enhancements or modifications to our Lakehead system.

The tariff rate is applicable to each barrel of crude oil that is delivered on our system on or after the effective date of the tariff. This tariff filing decreased the average transportation rate for crude oil movements from the Canadian border to Chicago, Illinois by approximately $0.22 per barrel.

Effective July 1, 2012, we filed FERC tariffs for our Lakehead, system. We increased the rates in compliance with the indexed rate ceilings allowed by FERC which incorporates the multiplier of 1.086011, which was issued by FERC on May 15, 2012, in Docket No. RM93-11-000. The tariff filings are in part index filings in accordance with FERC filing 18 C.F.R.3423 and in part compliance filing with certain settlement agreements, which are not subject to FERC indexing. As an example, we increased the average transportation rate for crude oil movements on our Lakehead system from the Canadian border to Chicago, Illinois by approximately $0.07 per barrel.

The April 1, 2012 and July 1, 2012 tariff changes decreased the average transportation rate for crude oil movements on our Lakehead system from the Canadian border to Chicago, Illinois by $0.15 per barrel, to an average of approximately $1.67 per barrel.

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Receivables from Affiliated Companies

1.) Give particulars (details) of the various affiliated company debtors and the character of the transactions involved in the current asset Account No. 13, Receivables from Affiliated Companies.
2.) In column (a), list every item amounting to $500,000 or more. For debtors whose balances were less than $500,000, a single entry may be made under a caption "Minor accounts, less than $500,000."

Line No.	Name of Debtor (a)	Description of Assets or of Transaction (b)	Balance at End of Year (in dollars) (c)
1	Enbridge Energy Company, INC	Miscellaneous Services	7,142,272
2	Enbridge Receivables (US) LLC	Miscellaneous Services	5,111,808
3	Enbridge Pipelines Inc	Miscellaneous Services	2,613,315
4	Spearhead Pipelines	Miscellaneous Services	867,978
5	Enbridge Pipelines (FSP) LLC	Miscellaneous Services	747,878
6	Enbridge Pipelines (SU LGHTS)	Miscellaneous Services	723,664
7	Other	Minor Accounts, less than $500,000	1,541,224
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49		**Total**	18,748,139

GENERAL INSTRUCTIONS CONCERNING SCHEDULES 202 THRU 205

1.) In Schedules 202 thru 205, give particulars (details) of stocks, bonds, notes, advances, and miscellaneous securities of affiliated and nonaffiliated companies held by respondent at end of year specifically as investments; investments made or disposed of during the year; and dividends and interest credited to income. Exclude securities issued or assumed by respondent.

2.) Classify the investments in the following order by accounts. Show a total for each group.

(A) Stocks
(B) Bonds (Including U.S. Government Bonds)
(C) Other Secured Obligations
(D) Unsecured Notes
(E) Investment Advances

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Investments in Affiliated Companies

1.) Give particulars (details) of investments included in Account Nos. 20, Investments in Affiliated Companies and 22, Sinking and Other Funds.
2.) Refer to the General Instructions on page 201. Be sure to follow the classification of Investments. Give totals for each class and for each subclass, and a grand total for each account.
3.) Indicate in footnotes the obligation in support of which any security is pledged, mortgaged, or otherwise encumbered, giving names and other important particulars (details) of such obligations.
4.) Enter in column (c) date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (c) may be reported as "Serially 19 to 19 ". In making entries in this column, abbreviations in common use in standard financial publications may be used where necessary due to limited space.

Line No.	Account No. (a)	Class No. (From 201) (b)	Name of Issuing Comapny and Description of Security Held, Also Lien Reference, If Any (c)	Extent of Control (In percent) (d)
1			Tri-State Holdings, LLC	100.00
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Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Investments in Affiliated Companies (continued)

5.) If any of the companies included in this schedule are controlled by respondent, give the percent of control in column (d). In case any company listed is controlled other than through actual ownership of securities, give particulars (details) in a footnote. In cases of joint control, give in a footnote names of other parties and particulars (details) of control.
6.) If any advances are pledged, give particulars (details) in a footnote.
7.) Give particulars (details) of investments made, disposed of, or written down during the year in columns (f), (g) and (h). If the cost of any investment made during the year differs from the book value reported in column (f), explain the matter in a footnote. "Cost" means the consideration given minus accrued interest or dividends included therein. If the consideration given or received for such investments was other than cash, describe the transaction in a footnote.
8.) Do not include in this schedule issued securities or assumed by respondent.

Line No.	Total Book Value of Investments At End of Year (in dollars) (e)	Book Value of Investments of During Year (in dollars) (f)	INVST. DISP. WRITTEN Book Value (g)	INVST. DISP. WRITTEN Selling Price (h)	DIVIDENDS OR INTEREST Rate (in percent) (i)	DIVIDENDS OR INTEREST Amount Credited to Income (in dollars)
1	100					
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Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Invest in Com Stocks of Affiliated Co / Co Controlled Directly by Resp other than through Title to Securities

1.) Report below the particulars (details) of all investments in common stocks included in Account No. 20, Investments in Affiliated Companies, which qualify for the equity method under instruction 2-2 in the U.S. of A.
2.) Enter in column (c) the amount necessary to retroactively adjust those investments qualifying for the equity method of accounting in accordance with instruction 2-2 (c) (11) of the U.S. of A.

Line No.	Name of Issuing Company and Description of Security Held (a)	Balance at Beginning of Year (in dollars) (b)
	Carriers (List specifics for each company)	0
1		0
2		0
3		0
4		0
5		0
6		0
7		0
8		0
9		0
10		0
11		0
12		0
13	TOTAL	0
14	Noncarriers (Show totals only for each column)	0
15	TOTAL	0

COMPANIES CONTROLLED DIRECTLY BY RESPONDENT OTHER THAN THROUGH TITLE TO SECURITIES

Line No.	Name of Company Controlled (a)	Sole or Joint (b)
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Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Invest in Com Stocks of Affiliated Co / Co Controlled Directly by Resp other than through Title to Securities

3.) Enter in column (d) the share of undistributed earnings (i.e., less dividends) or losses.
4.) Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date of acquisition. See instruction 2-2 (c) (4) of the U.S. of A.
5). The cumulative total of column (g) must agree with column (c), line 19, Schedule 110.

Line No.	Adjustment for Investments Qualifying for Equity Method (in dollars) (c)	Equity in Undistributed Earnings (Losses during year in dollars) (d)	Amortization During Year (in dollars) (e)	Adjustment for Investments Disposed of or Written Down During Year (in dollars) (f)	Balance at End of Year (in dollars) (g)
	0	0	0	0	0
1	0	0	0	0	0
2	0	0	0	0	0
3	0	0	0	0	0
4	0	0	0	0	0
5	0	0	0	0	0
6	0	0	0	0	0
7	0	0	0	0	0
8	0	0	0	0	0
9	0	0	0	0	0
10	0	0	0	0	0
11	0	0	0	0	0
12	0	0	0	0	0
13	0	0	0	0	0
14	0	0	0	0	0
15	0	0	0	0	0

COMPANIES CONTROLLED DIRECTLY BY RESPONDENT OTHER THAN THROUGH TITLE TO SECURITIES (Continued)

Line No.	DESCRIP. OF CONTROL Other Parties, if Any, to Joint Agreement for Control (c)	DESC OF CONTROL How Established (d)	DESC OF CONTROL Extent of Control (In percent) (e)	Remarks (f)
1			0.00	
2			0.00	
3			0.00	
4			0.00	
5			0.00	
6			0.00	
7			0.00	
8			0.00	
9			0.00	
10			0.00	
11			0.00	
12			0.00	
13			0.00	
14			0.00	
15			0.00	
16			0.00	
17			0.00	
18			0.00	
19			0.00	
20			0.00	
21			0.00	
22			0.00	
23			0.00	
24			0.00	

INSTRUCTIONS FOR SCHEDULES 212-213

1.) Give an analysis of changes during the year in Account No. 30, *Carrier Property*, by carrier property accounts, excluding investments in undivided joint interest property reported on pages 214 and 215. The total carrier property reported on page 213 (column i, line 44) and the total undivided joint interest property reported on all pages 215 (column i, line 44) should represent all carrier property owned by the reporting entity at year end.

2.) Enter in column (c) the cost of newly constructed property, additions, and improvements made to existing property. Include amounts distributed to carrier property accounts during the year which were previously charged to Account No. 187, *Construction Work in Progress*. In column (d) enter expenditures for existing pipeline property purchased or otherwise acquired. Enter in column (e) property sold, abandoned, or otherwise retired during the year. This will generally be a positive number, so that the calculation in column (f) works properly.

3.) If pipeline operating property was acquired from or sold to some other company during the year, footnote the acquisition or sale if it exceeded $250,000. Include the following in the footnote: the name of the company the property was acquired from or sold to, the mileage acquired or sold, and the date of acquisition or sale. Include termini, the original cost of property acquired from an affiliate or other common carrier (see Instruction 3-1, Property acquired, Instructions for Carrier Property Accounts in Uniform System of Accounts), and the cost of the property to the respondent. Also give the amount debited or credited to each company account representing such property acquired or disposed of.

4.) Enter in column (g) for each account the net of all other accounting adjustments, transfers, and clearances applicable to prior years' accounting.

5.) Explain fully each adjustment, clearance, or transfer in excess of $500,000 in a footnote. Explain transfers to or from Account No. 34, *Noncarrier Property,* in Schedule 219.

6.) Indicate in parenthesis any entry in columns (f), (g), or (h) which represents an excess of credits over debits.

INSTRUCTIONS FOR SCHEDULES 214-215

1.) Give an analysis of changes during the year in Account No. 30, *Carrier Property*, by carrier property accounts, for investments in undivided joint interest property. The respondent will only report its portion of the carrier property of any undivided joint interest pipeline in which it has an interest. If the respondent owns an interest in multiple undivided joint interest pipelines, prepare and submit a separate schedule 214-215 for each undivided joint interest pipeline in which it has an interest. If multiple schedules 214-215 are submitted, number all schedules subsequent to the first with a number and letter page designator (For example ... 214, 215; 214a, 215a; 214b, 215b; etc...).

2.) Enter in column (c) the cost of newly constructed property, additions, and improvements made to existing property. Include amounts distributed to carrier property accounts during the year which were previously charged to Account No. 187, *Construction Work in Progress*. In column (d) enter expenditures for existing pipeline property purchased or otherwise acquired. Enter in column (e) property sold, abandoned, or otherwise retired during the year. This will generally be a positive number so that the calculation in column (f) works properly.

3.) If pipeline operating property was acquired from or sold to some other company during the year, footnote the acquisition or sale if it exceeded $250,000. Include the following in the footnote: the name of the company the property was acquired from or sold to, the mileage acquired or sold, and the date of acquisition or sale. Include termini, the original cost of property acquired from an affiliate or other common carrier (see Instruction 3-1, Property acquired, Instructions for Carrier Property Accounts in Uniform System of Accounts), and the cost of the property to the respondent. Also give the amount debited or credited to each company account representing such property acquired or disposed of.

4.) Enter in column (g) for each account the net of all other accounting adjustments, transfers, and clearances applicable to prior years' accounting.

5.) Explain fully each adjustment, clearance, or transfer in excess of $500,000 in a footnote. Explain transfers to or from Account No. 34, *Noncarrier Property,* in Schedule 219.

6.) Indicate in parenthesis any entry in columns (f), (g), or (h) which represents an excess of credits over debits.

INSTRUCTIONS FOR SCHEDULES 216-217

1.) On schedule 216, give an analysis of changes during the year in Account No. 31, *Accrued Depreciation - Carrier Property*, by carrier property accounts, excluding depreciation on undivided joint interest property reported on page 217.

On schedule 217, give an analysis of changes during the year in Account No. 31, *Accrued Depreciation - Carrier Property*, by carrier property accounts for property owned as part of an undivided joint interest pipeline. If the respondent owns an interest in multiple undivided joint interest pipelines, prepare and submit a separate schedule 217 for each undivided joint interest pipeline in which it has an interest. If multiple schedules 217 are submitted, number all schedules subsequent to the first with a number and letter page designator (For example ... 217, 217a, 217b, etc...).

2.) In column (c), enter debits by carrier property account to Account No. 540, *Depreciation and Amortization*, and 541, *Depreciation Expense for Asset Retirement Costs,* during the year.

3.) In column (d), enter all debits to Account No. 31, *Accrued Depreciation - Carrier Property*, during the year resulting from the retirement of carrier property.

4.) In column (e), enter the net of any other debits and credits made to Account No. 31, *Accrued Depreciation - Carrier Property*, during the year.

5.) If composite annual depreciation rates are prescribed, enter those in effect at the end of the year in column (g). If component rates are prescribed, the composite rates entered in column (g) should be computed from the charges developed for December by using the prescribed component rates. Whether component or composite rates are prescribed, the entries on lines 16, 32, 39, and 40 of column (g) should be computed from December depreciation charges.

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Carrier Property

Line No.	Account (a)	Balance at Beginning of Year (in dollars) (b)	PROP CHNGS DUR YR Expenditures for New Construction, Additions, and Improvements	PROP CHNGS DUR YR Expenditures for Existing Property Purchased or Otherwise Acquired (d)
	GATHERING LINES			
1	Land (101)			
2	Right of Way (102)			
3	Line Pipe (103)			
4	Line Pipe Fittings (104)			
5	Pipeline Construction (105)			
6	Buildings (106)			
7	Boilers (107)			
8	Pumping Equipments (108)			
9	Machine Tools and Machinery (109)			
10	Other Station Equipment (110)			
11	Oil Tanks (111)			
12	Delivery Facilities (112)			
13	Communication systems (113)			
14	Office Furniture and Equipment (114)			
15	Vehicles and Other Work Equipment (115)			
16	Other Property (116)			
17	Asset Retirement Costs for Gathering Lines (117)			
18	TOTAL (Lines 1 thru 17)			
	TRUNK LINES			
19	Land (151)	26,636,401		
20	Right of Way (152)	251,429,828		
21	Line Pipe (153)	1,650,920,328		
22	Line Pipe Fittings (154)	77,551,758		
23	Pipeline Construction (155)	3,129,852,703		
24	Buildings (156)	119,644,288		
25	Boilers (157)			
26	Pumping Equipment (158)	170,131,443		
27	Machine Tools and Machinery (159)			
28	Other Station Equipment (160)	520,594,198		
29	Oil Tanks (161)	216,218,275		
30	Delivery Facilities (162)	9,318		
31	Communication Systems (163)	8,622,866		
32	Office Furniture and Equipment (164)	18,699,562		
33	Vehicles and Other Work Equipment (165)	43,113,918		
34	Other Property (166)	11,545,376		
35	Asset Retirement Costs for Trunk Lines (167)			
36	TOTAL (Lines 19 thru 35)	6,244,970,262		
	GENERAL			
37	Land (171)			
38	Buildings (176)			
39	Machine Tools and Machinery (179)			
40	Communication Systems (183)			
41	Office Furniture and Equipment (184)			
42	Vehicles and Other Work Equipment (185)			
43	Other Property (186)			
44	Asset Retirement Costs for General Property (186.1)			
45	Construction Work in Progress (187)	921,685,103	1,971,598,193	
46	TOTAL (Lines 37 thru 45)	921,685,103	1,971,598,193	
47	GRAND TOTAL (Lines 18, 36, and 46)	7,166,655,365	1,971,598,193	

Carrier Property (continued)

Line No.	PROP CHNGS DUR YR Property Sold, Abandoned, or Otherwise Retired During the Year (e)	PROP CHNGS DUR YR Net (c + d - e) (f)	Other Adjustments, Transfers and Clearnances (in dollars) (g)	Increase or Decrease During the Year (f+/-g) (in dollars) (h)	Balance at End of Year (b +\- h) (in dollars) (i)
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19			(2,998,031)	(2,998,031)	23,638,370
20			14,093,673	14,093,673	265,523,501
21			916,410,263	916,410,263	2,567,330,591
22			5,259,611	5,259,611	82,811,369
23			126,562,797	126,562,797	3,256,415,500
24			13,241,804	13,241,804	132,886,092
25					
26			30,366,826	30,366,826	200,498,269
27					
28	380,050	(380,050)	134,562,063	134,182,013	654,776,211
29			43,660,723	43,660,723	259,878,998
30					9,318
31			821,412	821,412	9,444,278
32			(2,332,135)	(2,332,135)	16,367,427
33	387,866	(387,866)	3,605,739	3,217,873	46,331,791
34					11,545,376
35					
36	767,916	(767,916)	1,283,254,745	1,282,486,829	7,527,457,091
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45		1,971,598,193	(1,286,239,637)	685,358,556	1,607,043,659
46		1,971,598,193	(1,286,239,637)	685,358,556	1,607,043,659
47	767,916	1,970,830,277	(2,984,892)	1,967,845,385	9,134,500,750

Name of Respondent Enbridge Energy, Limited Partnership	This Report Is: (1) [X] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr) 12/31/2013	Year/Period of Report End of 2013/Q4

Undivided Joint Interest Property

Name of Undivided Joint Interest Pipeline:

Line No.	Account (a)	Balance at Beginning of Year (in dollars) (b)	Property Change During Year (in dollars) Expenditures for New Construction, Additions, and Improvements (c)	Property Change During Year (in dollars) Expenditures for Existing Property Purchased or Otherwise Acquired (d)
	GATHERING LINES			
1	Land (101)			
2	Right of Way (102)			
3	Line Pipe (103)			
4	Line Pipe Fittings (104)			
5	Pipeline Construction (105)			
6	Buildings (106)			
7	Boilers (107)			
8	Pumping Equipment (108)			
9	Machine Tools and Machinery (109)			
10	Other Station Equipment (110)			
11	Oil Tanks (111)			
12	Delivery Facilities (112)			
13	Communication Systems (113)			
14	Office Furniture and Equipment (114)			
15	Vehicles and Other Work Equipment (115)			
16	Other Property (116)			
17	Asset Retirement Costs for Gathering Lines (117)			
18	TOTAL (Lines 1 thru 17)			
	TRUNK LINES			
19	Land (151)			
20	Right of Way (152)			
21	Line Pipe (153)			
22	Line Pipe Fittings (154)			
23	Pipeline Construction (155)			
24	Buildings (156)			
25	Boilers (157)			
26	Pumping Equipment (158)			
27	Machine Tools and Machinery (159)			
28	Other Station Equipment (160)			
29	Oil Tanks (161)			
30	Delivery Facilities (162)			
31	Communication Systems (163)			
32	Office Furniture and Equipment (164)			
33	Vehicles and Other Work Equipment (165)			
34	Other Property (166)			
35	Asset Retirement Costs for Trunk Lines (167)			
36	TOTALS Lines 19 thru 35)			
	GENERAL			
37	Land (171)			
38	Buildings (176)			
39	Machine Tools and Machinery (179)			
40	Communication Systems (183)			
41	Office Furniture and Equipment (184)			
42	Vehicles and Other Work Equipment (185)			
43	Other Property (186)			
44	Asset Retirement Costs for General Property (186.1)			
45	Construction Work in Progress (187)			
46	TOTAL (Lines 37 thru 45)			
47	GRAND TOTAL (Lines 18, 36, and 46)			

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Undivided Joint Interest Property

Line No.	Property Change During Year (in dollars) Property Sold, Abandonded, or Otherwise Retired During the Year (e)	Net (c+d-e) (f)	Other Adjustments, Transfers, and Clearances (in dollars) (g)	Increase or Decrease During the Year (f + g) (in dollars) (h)	Balance at End of Year (b+h) (in dollars) (i)
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Accrued Depreciation - Carrier prop (Exclusive of Depreciation on Undiv. Joint Int. Prop. reported in schedule 217)

Give particulars (details) of the credits and debits to Account No. 31, Accrued Depreciation - Carrier Property, during the year.

Line No.	Account (a)	Balance at Beginning of Year (in dollars) (b)	Debits to Account No. 540 and 541 of U.S. of A. (in dollars) (c)	Net Debit From Retirement of Carrier Property (in dollars) (d)	Other Debits and Credits Net (in dollars) (e)	Balance at End of Year (b + c + d + e) (in dollars) (f)	Annual Composite/ Component Rates (in percent) (g)
	GATHERING LINES						
1	Right of Way (102)						
2	Line Pipe (103)						
3	Line Pipe Fittings (104)						
4	Pipeline Construction (105)						
5	Buildings (106)						
6	Boilers (107)						
7	Pumping Equipment (108)						
8	Machine Tools and Machinery (109)						
9	Other Station Equipment (110)						
10	Oil Tanks (111)						
11	Delivery Facilities (112)						
12	Communication Systems (113)						
13	Office Furniture and Equipment (114)						
14	Vehicles and Other Work Equipment (115)						
15	Other Property (116)						
16	Asset Retirement Costs for Gathering Lines (117)						
17	TOTAL (lines 1 thru 16)						
	TRUNK LINES						
18	Right of Way (152)	60,232,766	9,092,551			69,325,317	2.57
19	Line Pipe (153)	242,053,767	89,429,368		(155,862)	331,327,273	2.38
20	Line Pipe Fittings (154)	20,127,016	3,021,489			23,148,505	3.22
21	Pipeline Construction (155)	595,563,042	42,371,257		(4,708,600)	633,225,699	2.61
22	Buildings (156)	45,423,192	4,185,845			49,609,037	2.58
23	Boilers (157)						
24	Pumping Equipment (158)	42,498,980	9,295,269			51,794,249	3.00
25	Machine Tools and Machinery (159)						
26	Other Station Equipment (160)	201,802,105	20,432,112	(377,831)		221,856,386	2.77
27	Oil Tanks (161)	43,760,161	7,744,951			51,505,112	2.54
28	Delivery Facilities (162)						
29	Communication Systems (163)	4,435,014	165,845			4,600,859	1.80
30	Office Furniture and Equipment (164)	17,822,925	431,683		(1,231,575)	17,023,033	2.93
31	Vehicles and Other Work Equipment (165)	15,782,125	1,804,736	(292,982)		17,293,879	4.06
32	Other Property (166)	9,755,008	55,182			9,810,190	2.57
33	Asset Retirement Costs for Trunk Lines (167)						
34	TOTAL (Lines 18 thru 33)	1,299,256,101	188,030,288	(670,813)	(6,096,037)	1,480,519,539	
	GENERAL						
35	Buildings (176)						
36	Machine Tools and Machinery (179)						
37	Communication Systems (183)						
38	Office Furniture and Equipment (184)						
39	Vehicles and Other Work Equipment (185)						
40	Other Property (186)						
41	Asset Retirement Costs for General Property (186.1)						
42	TOTAL (lines 35 thru 41)						
43	GRAND TOTAL (Lines 17, 34, 42)	1,299,256,101	188,030,288	(670,813)	(6,096,037)	1,480,519,539	

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Accrued Depreciation - Undivided Joint Interest Property

Give particulars (details) of the credits and debits to Account No. 31, Accrued Depreciation - Carrier Property, during the year.

Name of Undivided Joint Interest Pipeline:

Line No.	Account (a)	Balance at Beginning of Year (in dollars) (b)	Debits to Account No. 540 and 541 (in dollars) (c)	Net Debit From Retirement of System Property (in dollars) (d)	Other Debits and Credits - Net (in dollars) (e)	Balance at End of Year (b + c+ d + e) (in dollars) (f)	Annual Composit/ Component Rates (in percent) (g)
	GATHERING LINES						
1	Right of Way (102)						
2	Line Pipe (103)						
3	Line Pipe Fittings (104)						
4	Pipeline Construction (105)						
5	Buildings (106)						
6	Boilers (107)						
7	Pumping Equipment (108)						
8	Machine Tools and Machinery (109)						
9	Other Station Equipment (110)						
10	Oil Tanks (111)						
11	Delivery Facilities (112)						
12	Communication Systems (113)						
13	Office Furniture and Equipment (114)						
14	Vehicles and Other Work Equipment (115)						
15	Other Property (116)						
16	Asset Retirement Costs for Gatherling Lines (117)						
17	TOTAL (Lines 1 thru 16)						
	TRUNK LINES						
18	Right of Way (152)						
19	Line Pipe (153)						
20	Line Pipe Fittings (155)						
21	Pipeline Construction (155)						
22	Buildings (156)						
23	Boilers (157)						
24	Pumping Equipment (158)						
25	Machine Tools and Machinery (159)						
26	Other Station Equipment (160)						
27	Oil Tanks (161)						
28	Delivery Facilites (162)						
29	Communication Systems (163)						
30	Office Furniture and Equipment (164)						
31	Vehicles and Other Work Equipment (165)						
32	Other Property (166)						
33	Asset Retirement Costs for Trunk Lines (167)						
34	TOTAL (Lines 18 thru 33)						
	GENERAL						
35	Buildings (176)						
36	Machine Tools and Machinery (179)						
37	Communication Systems (183)						
38	Office Furniture and Equipment (184)						
39	Vehicles and Other Work Equipment (185)						
40	Other Property (186)						
41	Asset Retirement Costs for General Property (186.1)						
42	TOTAL (Lines 35 thru 41)						
43	GRAND TOTAL (Lines 17, 34, 42)						

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Amortization Base and Reserve

1.) Enter in columns (b) thru (e) the cost of pipeline property used as the base in computing amortization charges included in Account 540, Depreciation and Amortization, and Account 541, Depreciation Expense for Asset Retirement Costs, of the accounting company.
2.) Enter in columns (f) thru (i) the balances at the beginning and end of the year and the total credits and debits during the year in Account No. 32, Accrued Amortization -Carrier Property.
3.) The information requested for columns (b) thru (i) may be shown by projects or for totals only.
4.) If reporting by project, briefly describe in a footnote each project amounting to $100,000 or more. Reference the kind of property reported; do not

Line No.	Items (a)	BASE 540 and 541 Balance at Beginning of Year (in dollars) (b)	BASE 540 and 541 Debits During Year (in dollars) (c)	BASE 540 and 541 Credits During Year (in dollars) (d)	BASE 540 and 541 Balance at End of Year (in dollars) (e)
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47	**Total**				

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

include location. Items less than $100,000 may be combined in a single entry titled Minor Items, Each Less Than $100,000
5.) If the amounts in column (g) do not correspond to the amounts actually charged to Account No. 540 and/or 541, explain such differences in a footnote.
6.) Explain in a footnote adjustments included in column (h) that affect operating expenses.

Line No.	RESERVE Balance at Beginning of Year (in dollars) (f)	RESERVE Credits During Year (in dollars) (g)	RESERVE Debits During Year (in dollars) (h)	RESERVE Balance at End of Year (in dollars) (i)
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Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Noncarrier Property

1.) Give particulars (details) of all investments of the respondent in physical property includable in Account No. 34, Noncarrier property, in the USofA. In column (a), when describing the property, give the location and other identification with a reasonable amount of detail.
2.) Report each item in excess of $1,000,000. Items less than $1,000,000 may be combined in a single entry titled "Minor items, less than $1,000,000."
3.) If any noncarrier property was disposed of during the year, or by reclassification was transferred to or from the carrier property accounts, give particulars (details) in a footnote.
4.) Summarize the revenues and expenses of operated noncarrier properties on schedule 335.

Line No.	Name and Description of Physical property Held at End of Year as an Investment (a)	Date Included in Account No. 34 (b)	Book Cost at End of Year (in dollars) (c)	Remarks (d)
1	Land, Superior, WI	12/27/1991	1,125,049	
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46		**Total**	1,125,049	

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Other Deferred Charges

Give an analysis of the balance in Account No. 44, Other Deferred Charges, at the end of the year, showing in detail each item or subaccount of $500,000 or more. Items less than $500,000 may be combined in a single entry designated Minor Items, Each Less Than $500,000. In case the type of any item is not fully disclosed by the entries in the columns below, explain in a footnote.

Line No.	Description and Type of Items: Names of Debtor (or Class of Debtors), If Any (a)	Amount at End of Year (in dollars) (b)
1	Deferred Debt Issue Costs	902,029
2	Unbilled Orders	808,073
3	Minor Items, Each Less Than $500,000	94,812
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50	**Total**	1,804,914

Payables to Affiliated Companies

1.) Give particulars (details) on the various affiliated company creditors and provide a description of the transactions involved in the current liability Account No. 51, Payable to Affiliated Companies.
2.) In column (a), list every item amounting to $500,000 or more. For creditors whose balances were less than $500,000, a single entry may be made under a caption "Minor accounts, less than $500,000."

Line No.	Name of Creditor (a)	Description of Liability or of Transaction (b)	Balance at End of Year (in dollars) (c)
1	Enbridge Energy Partners	Miscellaneous Services	1,185,790,072
2	Tri-State Holdings, LLC	Miscellaneous Services	4,802,269
3	Central Illinois Pipeline Co. (Southern Access)	Miscellaneous Services	4,732,939
4	Enbridge Inc	Miscellaneous Services	4,223,529
5	Enbridge Pipelines Inc	Miscellaneous Services	3,637,508
6	Enbridge Employee Services Major Projects	Miscellaneous Services	2,375,278
7	Enbridge Storage (Cushing)	Miscellaneous Services	616,116
8	Enbridge Pipelines (Toledo)	Miscellaneous Services	597,811
9	Other Affiliates	Minor Accounts, less than $500,000	342,160
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49		**Total**	1,207,117,682

Long-Term Debt

1.) Give particulars (details) of the various unmatured bonds and other evidence of long-term debt of the respondent included in Account No. 57, Long-Term Debt Payable Within One Year and No. 60, Long-Term Debt Payable After One Year.
2.) In column (a) enter the name of each bond or other obligations as it is designated in the records of the respondent.
3.) In case obligations of the same designation mature serially or otherwise at various dates, enter in column (c) the latest date of maturity and explain the matter in a footnote.
4.) If respondent has had to obtain final authority for the amount of debt to be incurred, provide in a footnote the name of such officer or board and the date when assent was given.

Line No.	Name and Description of Obligation (a)	Nominal Date of Issue (b)	Date of Maturity (c)	TOTAL PAR VALUE In Treasury (d)	TOTAL PAR VALUE Sinking, Other Funds (e)	TOTAL PAR VALUE Pledged as Collateral (f)
	MORTGAGE BONDS					
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
11	TOTAL for Mortgage Bonds					
	COLLATERAL TRUST BONDS					
12						
13						
14						
15						
16						
17	TOTAL for Collateral Trust Bonds					
	INCOME BONDS					
18						
19						
20						
21	TOTAL for Income Bonds					
	MISCELLANEOUS OBLIGATIONS					
22	Senior Notes	10/01/1998	10/01/2018			
23	Senior Notes	10/01/1998	10/01/2028			
24						
25						
26						
27						
28						
29						
30	TOTAL for Miscellaneous Obligations					
	NONNEGOTIABLE DEBT TO AFFILIATED CO.					
31	Promissory Note	11/26/2004	11/26/2014			
32	Promissory Note	11/30/2005	11/30/2015			
33	B1/C1 Clipper Term Note	06/29/2011	03/15/2020			
34						
35	Promissory Note	12/17/2010	12/17/2020			
36						
37						
38						
39						
40	TOTAL for Nonnegotiable Debt to Affil. Co.					
41	GRAND TOTAL (Lines 11, 17, 21, 30 and					

Long-Term Debt (continued)

5.) Refer to the definitions of "nominally issued," "actually issued," etc.
6.) If interest accrued during the year (as entered in columns (k) and (l)) does not aggregate the total accrual for the year on any security, explain the discrepancy in a footnote. Entries in these columns should include interest accrued on long-term debt reacquired or retired during the year, although no portion of the issue is actually outstanding at the end of the year.
7.) In determining the entries for column (m), do not treat any interest as paid unless the interest is actually paid to the respondent. Do not report deposits of cash with banks and other fiscal agents for the payment of interest coupons as payments of such interest until actually paid to coupon holders or others under such circumstances as to relieve the respondent from further liability.

Line No.	TOTAL PAR VALUE Payable within 1 Yr. (Acc. 57) (g)	TOTAL PAR VALUE Payable After 1 Yr. (acc. 60) (h)	INTR. PROV. Rate Per Annum (in percent) (i)	INTR. PROV. Dates Due (j)	Amount of Interest Accrued During Year Charged to Income (in dollars) (k)	Amount of Int. Charged to Construction or Other Investment Account (in dollars) (l)	Amount of Interest Paid During Year (in dollars) (m)
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							
21							
22		100,000,000	7.00	04/01/2014	7,000,000		7,000,000
23		100,000,000	7.13	04/01/2014	7,125,000		7,125,000
24							
25							
26							
27							
28							
29							
30		200,000,000			14,125,000		14,125,000
31	39,000,000		6.05	05/27/2014	2,359,500		2,359,500
32		60,000,000	5.48	05/30/2014	3,288,000		3,278,867
33		459,000,000	5.20	03/17/2014	24,322,106		24,587,784
34							
35		1,250,000,000	4.75	06/17/2014	59,375,000		59,375,000
36							
37							
38							
39							
40	39,000,000	1,769,000,000			89,344,606		89,601,151
41	39,000,000	1,969,000,000			103,469,606		103,726,151

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Analysis of Federal Income and Other Taxes Deferred

1.) Listed in column (a) are the current and noncurrent deferred income tax accounts.

2.) Report in column (b) under the current and noncurrent deferred tax holdings the beginning of year balance for each item that causes temporary differences between financial reporting and tax reporting bases of assets and liabilities. Such items should include, but not be limited to, accelerated depreciation and amortization, and tax deferrals of pensions and post retirement benefits. Other items which cause such a difference should be listed under, Other, including State and other taxes deferred if computed separately. Minor items each less than $100,000 may be combined in a single entry under Other.

3.) Report in column (c) for the current deferred tax category the net change in Account Nos. 19.5, Deferred Income Tax Assets and 59, Deferred Income Tax Liabilities and for the noncurrent accumulated deferred tax category the net change in Account Nos. 45, Accumulated Deferred Income Tax Assets and 64, Accumulated Deferred Income Tax Liabilities for the current year temporary differences.

4.) The total of net credits (debits) for the current year in column (c) should agree with the contra debits (credits) to Account No. 671, Provision for Deferred Taxes, and Account No. 696, Provision for Deferred Taxes-Extraordinary Items, for the current reporting year.

5.) Report in column (d) any adjustments, as appropriate, including adjustments to eliminate or reinstate deferred tax effects (credits or debits) due to applying or recognizing a loss carryforward or a loss carry-back. Explain the adjustments in the space at the end of this schedule.

6.) Report in column (e) for the current and noncurrent deferred tax categories the cumulative totals of columns (b), (c), and (d). The total of column (e) for the current deferred tax category must be the same as the balance in Account Nos. 19.5 or 59 and the total of column (e) for the noncurrent accumulated deferred tax category must be the same as the balance in Account Nos. 45 or 64 as reported in the Comparative Balance Sheet Statement.

Line No.	Items Causing Temporary Differences (a)	Beginning of Year Balance (in dollars) (b)	Net Charge for the Current Year (in dollars) (c)	Adjustments (in dollars) (d)	End of Year Balance (b + c + d) (in dollars) (e)
	Current Deferred Taxes - Account Nos. 19-5 and 59				
1	Defered Income Tax Assets/Liabilities:				
2					
3					
4					
5					
6	Other (Specify)				
7					
8					
9					
10	TOTALS				
	Noncurrent Deferred Taxes - Account Nos. 45 and 64				
11	Accumulated Defered Income Tax Assets/Liabilities:				
12					
13					
14					
15					
16	Other (Specify)				
17					
18					
19					
20	TOTALS				

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Capital Stock (Account 70)

1.) Report below the particulars (details) called for concerning common and preferred stock at end of year, distinguishing separate series of any general class. Show separate totals for common and preferred stock. If information to meet the stock exchange reporting requirement out lined in column (a) is available from the SEC 10-K Report form filing, a specific reference to the report form (i.e. year and company title) may be reported in column (a) provided the fiscal years for both the 10-K report and this report are compatible.
2.) Entries in column (b) should represent the number of shares authorized by the articles of incorporation as amended to end of year.

Line No.	Class and Series of Stock and Name of Stock Exchange (a)	Number of Shares Authorized by Charter (b)	Par or Stated Value Per Share (c)	Call Price at End of Year (d)
1	General Partner Interest			
2	Limited Partner Interest			
3				
4				
5				
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Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Capital Stock (Account 70)

3.) Give particulars (details) concerning shares of any class and series of stock authorized to be issued by a regulatory commission which have not been issued.
4.) The identification of each class of preferred stock should show the dividend rate and whether the dividends are cumulative or noncumulative.
5.) State in a footnote if any capital stock which has been nominally issued is nominally outstanding at end of year.
6.) Give particulars (details) in column (a) of any nominally issued capital stock, reacquired stock, or stock in sinking and other funds which is pledged, stating name of pledgee and purpose of pledge.

Line No.	OUTS. PER BAL. SHEET Shares (e)	OUTS. PER BAL. SHEET Amount (f)	HELD BY RESP. AS TREAS. STOCK Shares (g)	HELD BY RESP. AS TREAS. STOCK Amount (h)	HELD BY RESP. IN SINK AND OTH FUNDS Shares (i)	HELD BY RESP. IN SINK AND OTH. FUNDS Amount (j)
1		55,635.00				
2		5,563,433,494.00				
3						
4						
5						
6						
7						
8						
9						
10						
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Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Capital Stock Changes During the Year

1.) Give particulars (detail) of stock actually or nominally issued (either original issues or reissues) and of stocks reacquired or canceled during the year. For nominally issued stock, show returns in columns (a), (b), and (d) only.
2.) In column (c) state whether issued for construction of new properties, for additions and betterments, for purchase of pipeline or other property, for conversion, for acquisition of securities, for reorganization, or for other corporate purposes. If an issue, of securities was authorized for more than

Line No.	Class of Stock (a)	STOCKS ISS. DUR YR Date of Issue (Mo, Da, Yr) (b)	STOCKS ISS. DUR YR Purpose of the Issue, Authority, and Number and Date of Authorization (c)	STOCKS ISS. DUR YR Number of Shares (d)	STOCKS ISS. DUR YR Net Proceeds Received for Issue (Cash or its Equivalent) (in dollars) (e)
1					
2	Partner		Capital Addition		904,999,830
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
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41					
42					
43					

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Capital Stock Changes During the Year (continued)

one purpose, state in a footnote amount applicable to each purpose. Also give the number and date of the authorization by the public authority under whose control such issue was made, naming such authority.
3.) In column (e) include as cash all money, checks, drafts, bills of exchange, and other commercial paper payable as par on demand.

Line No.	STOCKS ISS. DUR YR Cash Value of Other Property Acquired or Services Received as Consideration for Issue (in dollars) (f)	STOCKS ISS. DUR YR Net Total Discounts or Premiums (Exclude entries in column (h); enter premiums in parentheses) (in dollars) (g)	STOCKS ISS. DUR YR Expense of Issuing Capital Stock (in dollars) (h)	STOCKS REACQ. DUR YR Number of Shares (i)	STOCKS REACQ. DUR YR Purchase Price (in dollars) (j)	Remarks (k)
1						
2						
3						
4						
5						
6						
7						
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9						
10						
11						
12						
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Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Additional Paid-in Capital

Give an analysis of Account 73, Additional Paid-In Capital. In column (a) give a brief description of the items added or deducted and in column (b) insert the contra account number to which the amount stated in column (c) was charged or credited.

Line No.	Item (a)	Contra Account Number (b)	Amount (in dollars) (c)
1	Balance at Beginning of Year		
2	Additions During the Year (Describe):		
3			
4			
5			
6			
7			
8			
9			
10			
11	TOTAL Additions During the Year		
12	Deductions During the Year (Describe):		
13			
14			
15			
16			
17			
18			
19			
20			
21			
22			
23	TOTAL Deductions		
24	Balance at End of Year (TOTAL Lines 1 and 11 less		

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Operating Revenues

Report the respondent's pipeline operating revenues year to date, classified in accordance with the Uniform System of Accounts.

Line No.	Account (a)	Crude Oil Current Year to Date Quarter (b)	Products Current Year to Date Quarter (c)	Total Year to Date Quarter (b)+(c) (d)
1	(200) Gathering Revenues			
2	(210) Trunk Revenues	1,158,979,983		1,158,979,983
3	(220) Delivery Revenues			
4	(230) Allowance Oil Revenues	24,105,941		24,105,941
5	(240) Storage and Demurrage Revenue			
6	(250) Rental Revenue			
7	(260)Incidental Revenue	1,865,939		1,865,939
8	TOTAL (lines 1 through 7)	1,184,951,863		1,184,951,863

Operating Revenue Accounts (Account 600)

1.) Report the respondent's pipeline operating revenues for the year, classified in accordance with the USofA.

2.) For Account Nos. 200, 210, and 220, indicate the revenues derived from the interstate transportation of oil and the revenues derived from the intrastate transportation of oil. The sum of the two revenue figures should equal the total revenues in Account Nos. 200, 210, and 220.

Line No.	Operating Revenue Accounts (a)	Crude Oil Previous Year (in dollars) (b)	Crude Oil Current Year (in dollars) (c)	Products Previous Year (in dollars) (d)	Products Current Year (in dollars) (e)	Total Previous Year (in dollars b + d) (f)	Total Current Year (in dollars c + e) (g)
1	Gathering Revenues (200)						
2	Trunk Revenues (210)	1,049,159,528	1,158,979,983			1,049,159,528	1,158,979,983
3	Delivery Revenues (220)						
4	Allowance Oil Revenue (230)	29,379,122	24,105,941			29,379,122	24,105,941
5	Storage and Demurrage Revenue						
6	Rental Revenue (250)						
7	Incidental Revenue (260)	814,408	1,865,939			814,408	1,865,939
8	TOTAL	1,079,353,058	1,184,951,863			1,079,353,058	1,184,951,863

Line No.	Account (a)	Interstate Previous Year (b)	Interstate Current Year (c)	Intrastate Previous Year (d)	Intrastate Current Year (e)	Total Previous Year (in dollars b + d) (f)	Total Current Year (in dollars c + e) (g)
1	Gathering Revenues (200)						
2	Trunk Revenues (210)	1,047,464,768	1,157,042,668	1,694,760	1,937,315	1,049,159,528	1,158,979,983
3	Delivery Revenues (220)						
4	TOTAL	1,047,464,768	1,157,042,668	1,694,760	1,937,315	1,049,159,528	1,158,979,983

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Operating Expense Accounts (Account 610)

State the pipeline operating expenses of the respondent for the year, classifying them in accordance with the U. S. of A.

Line No.	Operating Expenses Accounts (a)	CRUDE OIL Gathering Year to Date (b)	CRUDE OIL Trunk Year to Date (c)	CRUDE OIL Delivery Year to Date (d)	CRUDE OIL Total Year to Date (b + c + d) (e)
	OPERATIONS and MAINTENANCE				
1	Salaries and Wages (300)				
2	Materials and Supplies (310)		12,317,653		12,317,653
3	Outside Services (320)		156,379,548		156,379,548
4	Operating Fuel and Power (330)		128,730,464		128,730,464
5	Oil Losses and Shortages (340)		(22,081,585)		(22,081,585)
6	Rentals (350)		5,216,430		5,216,430
7	Other Expenses (390)		3,039,491		3,039,491
8	TOTAL Operations and Maintenance Expenses		283,602,001		283,602,001
	GENERAL				
9	Salaries and Wages (500)				
10	Materials and Supplies (510)		954,540		954,540
11	Outside Services (520)		128,172,602		128,172,602
12	Rentals (530)		150,732		150,732
13	Depreciation and Amortization (540)		189,509,848		189,509,848
14	Depreciation Expense for Asset Retirement Costs				
15	Employee Benefits (550)				
16	Insurance (560)		7,194,245		7,194,245
17	Casualty and Other Losses (570)		265,230,002		265,230,002
18	Pipeline Taxes (580)		63,077,533		63,077,533
19	Other Expenses (590)		5,398,313		5,398,313
20	Accretion Expense (591)				
21	Gains or losses on Asset Retirement Obligations				
22	TOTAL General Expenses		659,687,815		659,687,815
23	GRAND TOTALS		943,289,816		943,289,816

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Line No.	Operating Expenses Accounts (a)	PRODUCTS (in dollars) Trunk Year to Date (f)	PRODUCTS (in dollars) delivery Year to Date (g)	PRODUCTS (in dollars) Total Year to Date (f + g) (h)	Grand Total Year to Date (e + h) (i)
	OPERATIONS and MAINTENANCE				
1	Salaries and Wages (300)				
2	Materials and Supplies (310)				12,317,653
3	Outside Services (320)				156,379,548
4	Operating Fuel and Power (330)				128,730,464
5	Oil Losses and Shortages (340)				(22,081,585)
6	Rentals (350)				5,216,430
7	Other Expenses (390)				3,039,491
8	TOTAL Operations and Maintenance Expenses				283,602,001
	GENERAL				
9	Salaries and Wages (500)				
10	Materials and Supplies (510)				954,540
11	Outside Services (520)				128,172,602
12	Rentals (530)				150,732
13	Depreciation and Amortization (540)				189,509,848
14	Depreciation Expense for Asset Retirement Costs				
15	Employee Benefits (550)				
16	Insurance (560)				7,194,245
17	Casualty and Other Losses (570)				265,230,002
18	Pipeline Taxes (580)				63,077,533
19	Other Expenses (590)				5,398,313
20	Accretion Expense (591)				
21	Gains or losses on Asset Retirement Obligations				
22	TOTAL General Expenses				659,687,815
23	GRAND TOTALS				943,289,816

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Pipeline Taxes (Other than Income Taxes)

1.) Give the particulars (details) on the taxes accrued in carrier properties and charged to Account No. 580, Pipeline Taxes, of the respondent's income Account for the year.
2.) If during the year an important adjustment was made in Account 580 for taxes applicable to a prior year, state the full particulars (details) in a footnote.

A. STATE, LOCAL, AND OTHER TAXES

Line No.	Name of State (a)	Amount (in dollars) (b)	Line No.	Name of State (a)	Amount (in dollars) (b)
1	Alabama	0	31	New Mexico	0
2	Alaska	0	32	New York	255,415
3	Arizona	0	33	North Carolina	0
4	Arkansas	0	34	North Dakota	1,335,679
5	California	0	35	Ohio	0
6	Colorado	0	36	Oklahoma	0
7	Connecticut	0	37	Oregon	0
8	Delaware	0	38	Pennsylvania	0
9	Florida	0	39	Rhode Island	0
10	Georgia	0	40	South Carolina	0
11	Hawaii	0	41	South Dakota	0
12	Idaho	0	42	Tennessee	0
13	Illinois	363,008	43	Texas	0
14	Indiana	1,149,112	44	Utah	0
15	Iowa	0	45	Vermont	0
16	Kansas	0	46	Virginia	0
17	Kentucky	0	47	Washington	0
18	Louisiana	0	48	West Virginia	0
19	Maine	0	49	Wisconsin	18,258,287
20	Maryland	0	50	Wyoming	0
21	Massachusetts	0	51	District of Columbia	0
22	Michigan	9,159,187	52	Other (Specify):	0
23	Minnesota	32,101,111	53		0
24	Mississippi	0	54		0
25	Missouri	0	55		0
26	Montana	0	56		0
27	Nebraska	0	57		0
28	Nevada	0	58		0
29	New Hampshire	0	59	TOTAL - State, Local and Other Taxes	62,621,799
30	New Jersey	0			0

B. U.S. GOVERNMENT TAXES

Line No.	Kind of Tax (a)	Amount (in dollars) (b)
61	Old-Age Retirement	0
62	Unemployment Insurance	0
63	Other U.S. Taxes (Specify, Except Income Taxes)	0
64	Business Taxes	455,734
65		0
66		0
67		0
68		0
69		0
70	TOTAL - U.S. Government Taxes	455,734
71	**GRAND Total (Account No. 580)**	**63,077,533**

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Income From Noncarrier Property

1.) State the revenues, expenses, and net income of the respondent during the year from each class of noncarrier property provided for in Account No. 620, Income from Noncarrier Property, in the U.S. of A.
2.) If the income relates to only a part of the year, give particulars (details) in a footnote.

Line No.	General Description of Property (a)	Total Revenues (in dollars) (b)	Total Expenses (in dollars) (c)
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49			
50	**Total**		

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Interest and Dividend Income

Give a detailed analysis of amounts credited to Account No. 630, Interest and Dividend Income, classified in accordance with the U.S. of A.

Line No.	Item (a)	Dividend Income (in dollars) (b)	Interest Income (in dollars) (c)
1	Inc from Securities Invest in Affil Co (From Sched 202-203)		
2	Income from Other Securities Investments		
3	Income from Temporary Cash Investments		
4	Other Credits (Specify)		
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49			
50	**Total**		

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Miscellaneous Items in Income and Retained Income Accounts for the Year

1.) Give a detailed analysis of items in Accounts 640, Miscellaneous Income; 660, Miscellaneous Income Charges; 680, Extraordinary Items; 695 Income Taxes on Extraordinary Items; 710, Other Credits to Retained Income, and 720, Other Debits to Retained Income, for the year (The classifications should be made in accordance with the U.S. of A.)
2.) For Accounts 640 and 660, report each item amounting to $250,000 or more; items less than $250,000 in these accounts may be combined in a single entry designated "Minor Items, each less than $250,000." Enter a total for each account.

Line No.	Account No. (a)	Item (b)	Debits (in dollars) (c)	Credits (in dollars) (d)
1	640	AEDC		43,133,419
2	640	Minor Items, each less than $250,000		552,090
3	660	Tri-State home expenses	600,000	
4	660	Minor Items, each less than $250,000		52,793
5				
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Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Payments for Services Rendered by Other than Employees

1.) Give information concerning payments, fees, retainers, commissions, gifts, contributions, assessments, bonuses, pensions, subscriptions, allowance for expenses, or any form of payments mounting in the aggregate to $100,000 or more during the year to any corporation, institution, association, firm, partnership, committee, or any person for services or as a donation. In the case of contributions of under $100,000 which are made in common with other carriers under a joint arrangement in payment for the performance of services or as a donation, report such contribution, irrespectively of the amount thereof, if the total amount paid by all contributors for the performance of the particular service is equal to the some of $100,000 or more.
2.) Include among others, payments, directly or indirectly, for legal, medical engineering, advertising, valuation, accounting statistical, financial, educational, entertainment, charitable, advisory, defensive, detective, developmental, research, appraisal, registration, purchasing, architectural, and hospital services; payments for expert testimony and for handling wage disputes; and payments for services of banks, bankers, trust companies, insurance companies, brokers, trustees, promoters, solicitors, consultants, actuaries, investigators, inspectors, and efficiency engineers. The enumeration of these kinds of payments should not be understood as excluding other payments for services not excluded below.
3.) Exclude: Rent of buildings or other property; taxes payable to Federal, State, or local governments; payments for heat, light, power, telegraph, and telephone services; and payments to other carriers on the basis of lawful tariff charges, as well as other payments for services which both as to their nature and amount may reasonably be regarded as ordinarily connected with the routine operation, maintenance, or construction of a pipeline. Do not include any special and unusual payments for services.
4.) If more convenient, this schedule may be completed for a group of companies considered as one system and shown only in the report of the principal company in the system, with references thereto in the reports of the other companies.
5.) If any doubt exists in the mind of the reporting officers as to the reportability of any type of payment, requests should be made for a ruling before filing this report.

Line No.	Name of Recipient (a)	Nature of Service (b)	Amount of Payment (in dollars) (c)
1	Lake Superior Consulting	Consulting Services	1,496,611
2	En Engineering LLC	Engineering Services	1,437,963
3	Barr Engineering LLC	Engineering Services	1,050,400
4	SWAT Consulting	Consulting Services	991,092
5	Holland Engineering	Engineering Services	858,971
6	Terra Engineering and Construction	Engineering Services	620,066
7	QPS Engineering LLC	Engineering Services	615,989
8	Natural Resources Engineering Co	Engineering Services	272,559
9			
10			
11			
12			
13			
14			
15			
16			
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31			
32			
33			
34			
35			
36			
37			
38			
39			
40		**Total**	7,343,651

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Statistics of Operations

1.) Give particulars (details) by States of origin for crude oil and for each kind of product received year to date and totals only (i.e. no State detail) for number of barrels of crude oil and of each kind of product delivered out of the pipeline year to date. Classify and list in column (a) by States of origin the refined products transported in the following order: 29111, Gasoline, jet fuels, and other high volatile petroleum fuels, except natural gasoline; 29112, Kerosene; 29113, Distillate fuel oil; 29114, Lubricating and similar oils and derivatives; 29117, Residual fuel oil and other low volatile petroleum fuels; 29112, Products of petroleum refining, n.e.c. - Specify.

2.) In column (b) show all oils received by the respondent from connecting carriers reporting to the Federal Energy Regulatory Commission. In column (c) show all oils originated on respondent's gathering lines and in column (d) all oils received into respondent's trunk line, except receipts shown in columns (b) and (c). Any barrels received into a pipeline owned by the respondent, but operated by others, should be reported separately on additional pages (For example 600a- 601a, 600b- 601b, etc.).

3.) Entries in column (e) should be the sum of columns (b), (c), and (d). In column (f) show all oils delivered to connecting carriers reporting to the Federal Energy Regulatory Commission. In column (g) show all oils terminated on the respondent's gathering lines, and in column (h) all oils delivered out of respondent's pipeline, except deliveries shown under columns (f) and (g).

Line No.	State of Origin (a)	Number of Barrels Received From Connecting Carriers Year to Date (b)	Number of Barrels Received ORIGINATED On Gathering Lines Year to Date	Number of Barrels Received ORIGINATED On Trunk Lines Year to Date
	CRUDE OIL			
1	International Boundary			636,039,456
2				
3	Minnesota	23,749,862		
4	Michigan			
5	Illinois	1,006,492		
6	Indiana			
7	Wisconsin			
8				
9	International Boundary			
10				
11				
12				
13				
14				
15	TOTAL	24,756,354		636,039,456
	PRODUCTS (State of Origin and			
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				
30				
31	TOTAL			
	GRAND TOTAL	24,756,354		636,039,456

33a Total Number of Barrel-Miles (Trunk Lines Only):

(1) Crude Oil 487,256,121,000

(2) Products

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Statistics of Operations

Entries in column (i) should be the sum of columns (f), (g), and (h). Any barrels delivered out of a pipeline owned by the respondent, but operated by others, should be reported separately on additional pages (For example 600a- 601a, 600b- 601b, etc.).

4.) Enter actual amount for lines 33a and 33b on an annual basis only. Do not report on a quarterly basis. Estimate if actual figures are not available. Barrel miles as reported on this schedule are the summation, for all segments, of the number of miles associated with each pipeline segment (trunk line only) multiplied by the number of barrels delivered through the segment. For example, 1,000 barrels moved through a 57-mile pipeline segment would be recorded as 57,000 barrel miles. For a crude pipeline with several segments:

Segments	Barrels	Miles	Barrel-Miles
A	1,000	57	57,000
B	5,000	10	50,000
C	1,000	25	25,000

Line No.	Total Received Year to Date (b + c + d) (e)	Number of Barrels Delivered Out To Connecting Carriers Year to Date (f)	Number of Barrels Delivered Out TERMINATED On Gathering Lines Year to Date	Number of Barrels Delivered Out TERMINATED On Trunk Lines Year to Date	Total Delivered Out Year to Date (f + g + h) (i)
1	636,039,456			141,840,933	141,840,933
2					
3	23,749,862	107,590,113			107,590,113
4		83,402,129			83,402,129
5	1,006,492	229,651,823			229,651,823
6		59,145,924			59,145,924
7				15,419,212	15,419,212
8					
9		22,109,812			22,109,812
10					
11					
12					
13					
14					
15	660,795,810	501,899,801		157,260,145	659,159,946
16					
17					
18					
19					
20					
21					
22					
23					
24					
25					
26					
27					
28					
29					
30					
31					
	660,795,810	501,899,801		157,260,145	659,159,946

33b Total Number of Barrels of Oil Having Trunk-Line Movement:

(1) Crude Oil 659,159,946

(2) Products

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Miles of Pipeline Operated at end of Year

1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
	(A) OWNED AND OPERATED BY RESPONDENT						
1	North Dakota	Int'l Boundary	MN State Line				
2		Line 13				28	18
3		Line 1				28	20
4		Line 2				28	26
5		Line 3				28	34
6		Line 4				28	36
7		Line 65 Alberta	MN State Line			28	34
8	Minnesota	Line 13 Reversl				46	20
9		LIne 13	Clearbrook, MN			107	18
10		Line 1	Clearbrook, MN			108	20
11		Line 1	Clbk To WI Line			177	18
12		Line 2	WI State Line			283	26
13		Line 3	WI State LIne			283	34
14		Line 4	Clbk to WI Line			167	36
15		Line 4	Clbk to WI Line			119	48
16		Line 65 Alberta	Clearbrook,MN			109	34
17	Wisconsin	MN State Line	Superior WI				
18		Line 1				13	18
19		Line 2				13	26
20		Line 3				13	34
21		Line 4				13	48
22		Line 5				91	30
23		Line 6				346	34
24		Line 14				346	24
25		Superior	Delavan			322	42
26		Delavan	State Line			21	42
27		Int Border	Superior			327	36
28		Clearbrook	Border			190	20
29	Michigan	Line 5				551	30
30		Straits of	Mackinac Crssg				
32		West Line					
33		IN State Line	Int'l Boundary				
34			St Clair River			226	30
35		Line 6					
36	Illinois	WI State Line	IN State Line			120	34
37		Line 6				115	34
38		Line 14				22	34
39		Delivery Lines				4	24
40	Subtotal					4,599	

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Miles of Pipeline Operated at end of Year (continued)

1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.

2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.

3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.

4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
	(A) OWNED AND OPERATED BY RESPONDENT						
1		State Line	Flanagan			112	42
2		Flanagan Sta	State Line			69	22
3		Lockport	Mokena			26	24
4	Indiana	IL State Line	Griffith, IN			60	30
5		Line 6				1	34
6		Griffith/Harts	Transfer			2	36
7		Griffith/Harts	Interconnect			6	22
8		State Line	Arco			19	12
9	New York	Line 10				4	20
10		Line 10					

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Miles of Pipeline Operated at end of Year (continued)

1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
	(B) OWNED IN UNDIVIDED JOINT INTEREST AND OPERATED BY RESPONDENT						
40	Subtotal						
	(C) OWNED IN UNDIVIDED JOINT INTEREST AND OPERATED BY OTHERS						
40	Subtotal						
	(D) OWNED BY OTHERS BUT OPERATED BY RESPONDENT						
40	Subtotal						
	GRAND TOTAL					4,599	

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Miles of Pipeline Operated at end of Year (continued)

5.) Report under (C), the total miles of pipeline owned in undivided joint interests and operated by others. Name each pipeline and give names of owning companies.

6.) Report under (D), the respondent operating lines not owned by it, but leased from others, when leases are for reasonably long terms and consist of an imporant part of the respondent's pipeline. The lessor company should omit from its schedule such mileages leased to others.

7.) Omit minor gathering line facilities under temporary or short-term lease from this classification; the lessor should include such lines in its wholly owned and operated lines.

Line No.	OP AT END OF YR TRUNK LINES FOR PRODUCTS Miles (h)	OP AT END OF YR TRUNK LINES FOR PRODUCTS Size of Line (in inches) (i)	CHG IN MILES OPR DUR THE YR INCREASES Gathering Lines (j)	CHG IN MILES OPR DUR THE YR INCREASES TRUNK LINES For Crude Oil (k)	CHG IN MILES OPR DUR THE YEAR INCREASES TRUNK LINES For Products (l)	CHG IN MILES OPR DUR THE YEAR DECREASES Gathering Lines (m)	CHG IN MILES OPR DUR THE YEAR DECREASES TRUNK LINES For Crude Oil (n)	CHG IN MILES OPR DUR THE YEAR DECREASES TRUNK LINES For Products (o)
	(A) OWNED AND OPERATED BY RESPONDENT							
1	0	0	0	0	0	0	0	0
2	0	0	0	0	0	0	0	0
3	0	0	0	0	0	0	0	0
4	0	0	0	0	0	0	0	0
5	0	0	0	0	0	0	0	0
6	0	0	0	0	0	0	0	0
7	0	0	0	0	0	0	0	0
8	0	0	0	0	0	0	0	0
9	0	0	0	0	0	0	0	0
10	0	0	0	0	0	0	0	0
11	0	0	0	0	0	0	0	0
12	0	0	0	0	0	0	0	0
13	0	0	0	0	0	0	0	0
14	0	0	0	0	0	0	0	0
15	0	0	0	0	0	0	0	0
16	0	0	0	0	0	0	0	0
17	0	0	0	0	0	0	0	0
18	0	0	0	0	0	0	0	0
19	0	0	0	0	0	0	0	0
20	0	0	0	0	0	0	0	0
21	0	0	0	0	0	0	0	0
22	0	0	0	0	0	0	0	0
23	0	0	0	0	0	0	0	0
24	0	0	0	0	0	0	0	0
25	0	0	0	0	0	0	0	0
26	0	0	0	0	0	0	0	0
27	0	0	0	0	0	0	0	0
28	0	0	0	0	0	0	0	0
29	0	0	0	0	0	0	0	0
30	0	0	0	0	0	0	0	0
32	0	0	0	0	0	0	0	0
33	0	0	0	0	0	0	0	0
34	0	0	0	0	0	0	0	0
35	0	0	0	0	0	0	0	0
36	0	0	0	0	0	0	0	0
37	0	0	0	0	0	0	0	0
38	0	0	0	0	0	0	0	0
39	0	0	0	0	0	0	0	0
40	0	0	0	0	0	0	0	0

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Enbridge Energy, Limited Partnership	(1) [X] An Original (2) [ ] A Resubmission	12/31/2013	End of 2013/Q4

Miles of Pipeline Operated at end of Year (continued)

5.) Report under (C), the total miles of pipeline owned in undivided joint interests and operated by others. Name each pipeline and give names of owning companies.

6.) Report under (D), the respondent operating lines not owned by it, but leased from others, when leases are for reasonably long terms and consist of an imporant part of the respondent's pipeline. The lessor company should omit from its schedule such mileages leased to others.

7.) Omit minor gathering line facilities under temporary or short-term lease from this classification; the lessor should include such lines in its wholly owned and operated lines.

Line No.	OP AT END OF YR TRUNK LINES FOR PRODUCTS Miles (h)	OP AT END OF YR TRUNK LINES FOR PRODUCTS Size of Line (in inches) (i)	CHG IN MILES OPR DUR THE YR INCREASES Gathering Lines (j)	CHG IN MILES OPR DUR THE YR INCREASES TRUNK LINES For Crude Oil (k)	CHG IN MILES OPR DUR THE YEAR INCREASES TRUNK LINES For Products (l)	CHG IN MILES OPR DUR THE YEAR DECREASES Gathering Lines (m)	CHG IN MILES OPR DUR THE YEAR DECREASES TRUNK LINES For Crude Oil (n)	CHG IN MILES OPR DUR THE YEAR DECREASES TRUNK LINES For Products (o)
	(A) OWNED AND OPERATED BY RESPONDENT							
1	0	0	0	0	0	0	0	0
2	0	0	0	0	0	0	0	0
3	0	0	0	0	0	0	0	0
4	0	0	0	0	0	0	0	0
5	0	0	0	0	0	0	0	0
6	0	0	0	0	0	0	0	0
7	0	0	0	0	0	0	0	0
8	0	0	0	0	0	0	0	0
9	0	0	0	0	0	0	0	0
10	0	0	0	0	0	0	0	0

Miles of Pipeline Operated at end of Year (continued)

5.) Report under (C), the total miles of pipeline owned in undivided joint interests and operated by others. Name each pipeline and give names of owning companies.

6.) Report under (D), the respondent operating lines not owned by it, but leased from others, when leases are for reasonably long terms and consist of an imporant part of the respondent's pipeline. The lessor company should omit from its schedule such mileages leased to others.

7.) Omit minor gathering line facilities under temporary or short-term lease from this classification; the lessor should include such lines in its wholly owned and operated lines.

Line No.	OP AT END OF YR TRUNK LINES FOR PRODUCTS Miles (h)	OP AT END OF YR TRUNK LINES FOR PRODUCTS Size of Line (in inches) (i)	CHG IN MILES OPR DUR THE YR INCREASES Gathering Lines (j)	CHG IN MILES OPR DUR THE YR INCREASES TRUNK LINES For Crude Oil (k)	CHG IN MILES OPR DUR THE YEAR INCREASES TRUNK LINES For Products (l)	CHG IN MILES OPR DUR THE YEAR DECREASES Gathering Lines (m)	CHG IN MILES OPR DUR THE YEAR DECREASES TRUNK LINES For Crude Oil (n)	CHG IN MILES OPR DUR THE YEAR DECREASES TRUNK LINES For Products (o)
	(B) OWNED IN UNDIVIDED JOINT INTEREST AND OPERATED BY RESPONDENT							
40	0	0	0	0	0	0	0	0
	(C) OWNED IN UNDIVIDED JOINT INTEREST AND OPERATED BY OTHERS							
40	0	0	0	0	0	0	0	0
	(D) OWNED BY OTHERS BUT OPERATED BY RESPONDENT							
40	0	0	0	0	0	0	0	0

Annual Cost of Service Based Analysis Schedule

1.) Use footnotes when particulars are required or for any explanations.
2.) Enter on lines 1-9, columns (b) and (c), the value the respondent's Operating & Maintenance Expenses, Depreciation Expense, AFUDC Depreciation, Amortization of Deferred Earnings, Rate Base, Rate of Return, Return, Income Tax Allowance, and Total Cost of Service, respectively, for the end of the current and previous calendar years. The values shall be computed consistent with the Commission's Opinion No. 154-B et al. methodology. Any item(s) not applicable to the filing, the oil pipeline company shall report nothing in columns (b) and (c).
3.) Enter on line 10, columns (b) and (c), total interstate operating revenue, as reported on page 301, for the current and previous calendar years.
4.) Enter on line 11, columns b and c, the interstate throughput in barrels for the current and previous calendar years.
5.) Enter on line 12, columns b and c, the interstate throughput in barrel-miles for the current and previous calendar years.
6.) If the company makes major changes to its application of the Opinion No. 154-B et al. methodology, it must describe such changes in a footnote, and calculate the amounts in columns (b) and (c) of lines No. 1-12 using the changed application.
7.) A respondent may be requested by the Commission or its staff to provide its workpapers which support the data reported on page 700.

Line No.	Item (a)	Current Year Amount (in dollars) (b)	Previous Year Amount (in dollars) (c)
1	Operating and Maintenance Expenses	752,496,598	299,041,928
2	Depreciation Expense	157,522,838	146,615,479
3	AFUDC Depreciation	8,048,587	7,876,668
4	Amortization of Deferred Earnings	16,903,327	15,768,187
5	Rate Base		
5a	Rate Base - Original Cost	4,998,260,871	4,404,147,520
5b	Rate Base - Unamortized Starting Rate Base Write-Up	0	0
5c	Rate Base - Accumulated Net Deferred Earnings	414,658,360	384,499,426
5d	Total Rate Base -Trended Original Cost - (line 5a + line 5b + line 5c)	5,412,919,231	4,788,646,946
6	Rate of Return % (10.25% - 10.25)		
6a	Rate of Return - Adjusted Capital Structure Ratio for Long Term Debt	37.64	41.39
6b	Rate of Return - Adjusted Capital Structure Ratio for Stockholders' Equity	62.36	58.61
6c	Rate of Return - Cost of Long Term Debt Capital	6.24	6.38
6d	Rate of Return - Real Cost of Stockholders' Equity	10.12	8.79
6e	Rate of Return - Weighted Average Cost of Capital - (line 6a x line 6c + line 6b x line 6d)	8.66	7.79
7	Return on Trended Original Cost Rate Base		
7a	Return on Rate Base - Debt Component - (line 5d x line 6a x line 6c)	127,135,182	126,452,937
7b	Return on Rate Base - Equity Component - (line 5d x line 6b x line 6d)	341,600,238	246,702,423
7c	Total Return on Rate Base - (line 7a + line 7b)	468,735,421	373,155,361
8	Income Tax Allowance	161,462,997	143,335,440
8a	Composite Tax Rate % (37.50% - 37.50)	30.73	34.60
9	Total Cost of Service	1,565,169,768	985,793,063
10	Total Interstate Operating Revenues	1,157,042,668	1,047,464,768
11	Total Interstate Throughput in Barrels	659,159,946	651,813,904
12	Total Interstate Throughput in Barrel-Miles	486,591,665,958	479,246,009,577

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Management believes that the information on this page has been prepared consistent with the Commission's Opinion 154-B methodology. This presentation on page 700 is not necessarily in the form in which it would appear in connection with a challenge to a particular rate, or rates, and is therefore not intended to be binding in any specific rate litigation.

Notes:

2012 Operating and Maintenance Expense includes amounts for insurance recovery, integrity and reclamation activities related to incidents that occurred in 2010 and 2012. After adjusting for these unusual items, Operating and Maintenance Expenses would be $404.5 million.

2013 Operating and Maintenance Expense includes amounts for insurance recovery, integrity and reclamation activities related to an incident that occurred in 2010. After adjusting for these unusual items, Operating and Maintenance Expenses would be $489.8 million.

Totals may not add due to rounding.

The following table provides a summary of the Adjusted Cost of Service compared to Interstate Revenue for Lakehead:

Summary of Adjusted Cost of Service	**($millions)** **2013**	**2012**
Reported Cost of Service	1,565.3	985.8
less Reported Operating and Maintenance Expense	752.5	299.0
add Adjusted Operating and Maintenance Expense	489.8	404.5
Adjusted Cost of Service	**1,302.6**	**1,091.2**
Reported Interstate Revenue	**1,157.0**	**1,047.5**

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