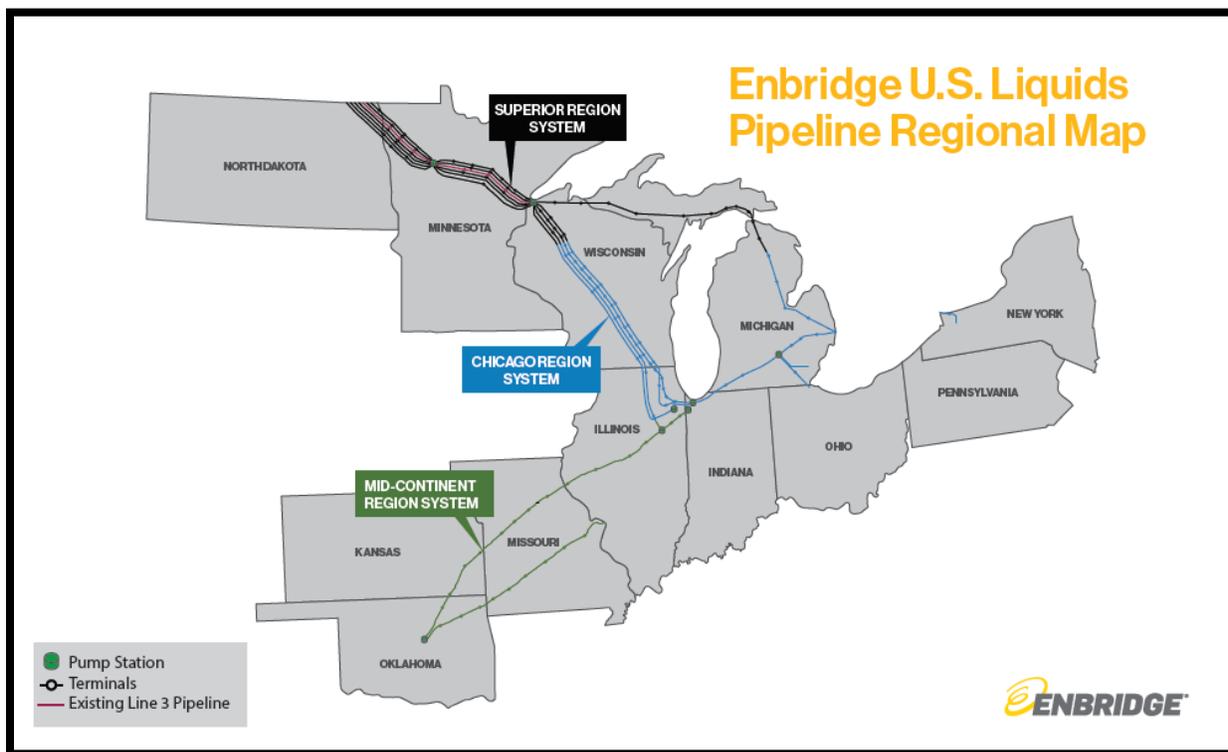


1.0 INTRODUCTION

Enbridge Energy, Limited Partnership (Enbridge or Applicant) hereby respectfully submits this Application for a Pipeline Routing Permit for the replacement of Line 3 in Minnesota (the Project). The Project is a major component of Enbridge’s Line 3 maintenance driven replacement program (Replacement Program) in the United States (U.S.). The Replacement Program will replace the existing Line 3 pipeline from Hardisty, Alberta, Canada to Superior, Wisconsin at an estimated cost of approximately \$7.5 billion. The proposed replacement pipeline will serve the same purpose and need as the existing Line 3, which is the transportation of crude oil from Canada to Enbridge’s Clearbrook Terminal near Clearbrook, Minnesota and to the Superior Terminal facility near Superior, Wisconsin. The replacement pipeline is generally expected to serve the same markets and transport the same products mix, as the existing Line 3 has done throughout its operating history. Upon replacement, the annual average capacity of Line 3 will be approximately 760,000 barrels per day (bpd).

The replaced Line 3 will be operationally integrated as part of the Enbridge Mainline System to transport crude oil from Hardisty, Alberta to Superior, Wisconsin. See Figure 1.0-1 for an overview map of the Enbridge U.S. Liquids Pipeline Regional System.

Figure 1.0-1: Enbridge U.S. Liquids Pipeline Regional Map



1.1 Summary of Proposed Action

1.1.1 Pipeline

The proposed Project is the Minnesota portion of the Replacement Program and includes the replacement of approximately 282 miles of the existing 34-inch diameter Line 3 pipeline with 337 miles of 36-inch¹ diameter pipeline and associated facilities between the North Dakota/Minnesota border and the Minnesota/Wisconsin border, as more fully described in Sections 4.2 and 4.3 of this Application (see Figure 1.1-1). In Minnesota, the Project will cross Kittson, Marshall, Pennington, Polk, Red Lake, Clearwater, Hubbard, Wadena, Cass, Crow Wing, Aitkin, and Carlton counties. Enbridge estimates that the Project will cost approximately \$2.1 billion of the total \$7.5 billion for the Replacement Program.

The existing Line 3 pipeline in Minnesota will be permanently removed from service after the Replacement Program has received all regulatory approvals, and the 36-inch replacement pipeline is constructed, tested, and placed into service.

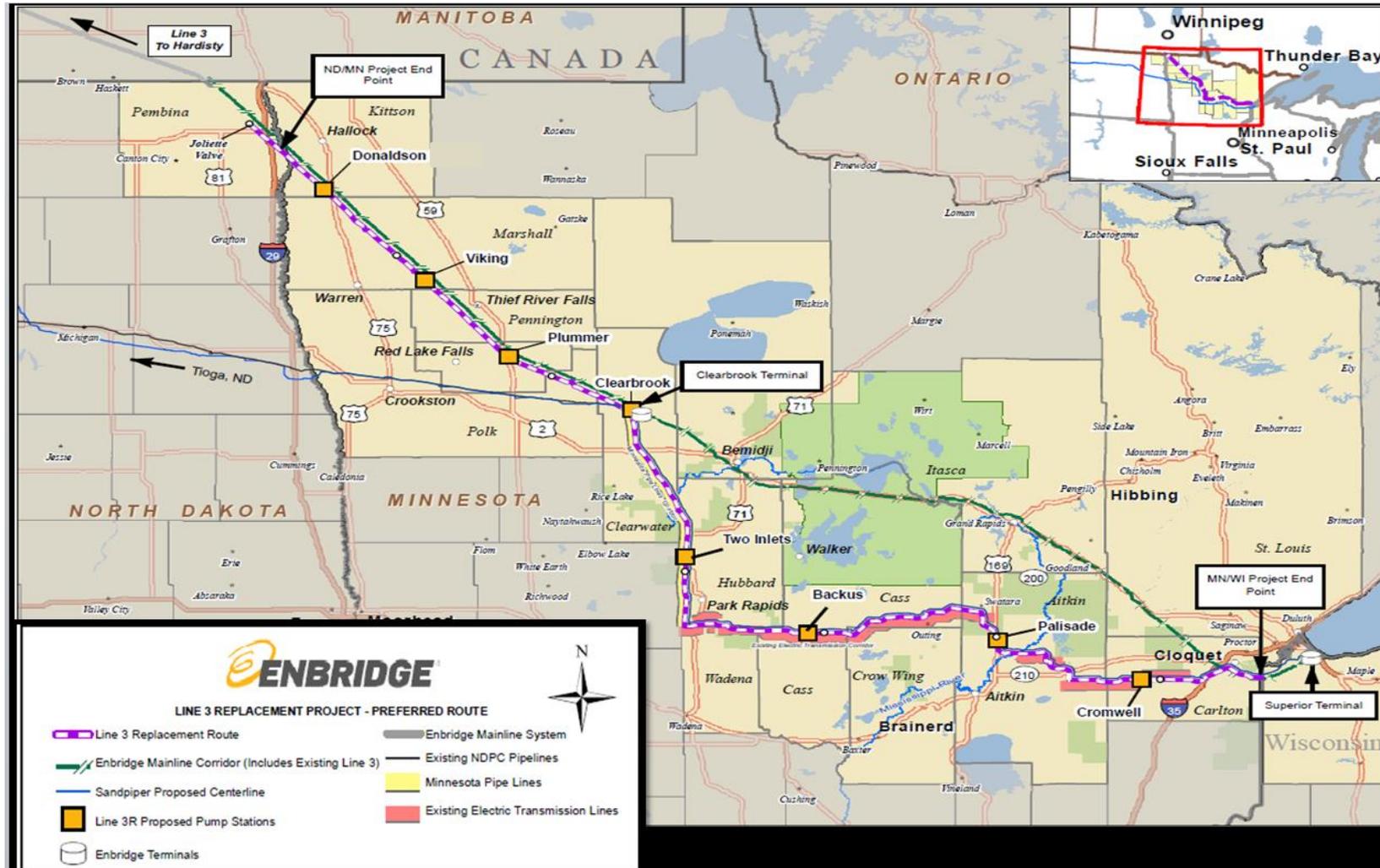
1.1.2 Associated Facilities

The Project will include eight pump stations, including valves, metering, monitoring equipment, and associated electrical facilities. West of Clearbrook, four new pump stations will be constructed at existing station sites at Donaldson (Kittson County), Viking (Marshall County), Plummer (Red Lake County), and Clearbrook (Clearwater County). The remaining four new pump station sites will be located east of Clearbrook at Two Inlets (Hubbard County), Backus (Cass County), Palisade (Aitkin County), and Cromwell (Carlton County). All pump stations will be installed on property that has been or will be purchased by Enbridge in fee. See Project Overview Map (Figure 1.1-1). Also, see Section 4.3.1 of this Application for more details related to pump stations and locations. These pump stations will facilitate operation of the replaced Line 3 at an annual average capacity of 760 thousand barrels per day (kbpd).

¹ 36-inch diameter steel pipeline is a more standard size pipeline than 34-inch in the industry and among the Enbridge Mainline System. The decision to replace with a 36-inch diameter pipeline makes pipe, pipefitting, valves, and maintenance equipment more readily available.

Figure 1.1-1: Project Overview Map

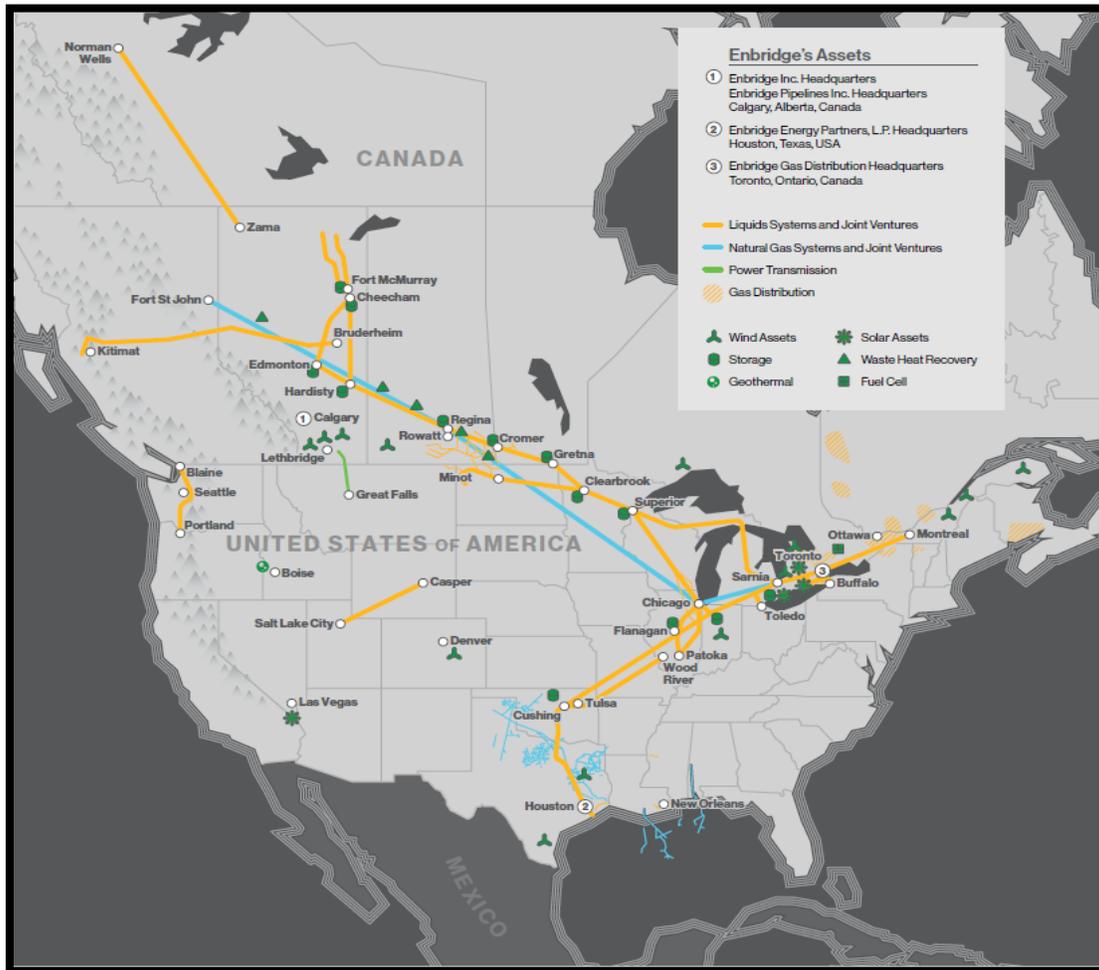
A copy of the Project Overview Map is also enclosed as Appendix B.1 of this Application.



1.2 Statement of Ownership

Enbridge Energy, Limited Partnership (Enbridge) is a Delaware limited partnership authorized to do business in the State of Minnesota on December 5, 1991, and is so authorized at the time of this application. Enbridge is a wholly owned subsidiary of Enbridge Energy Partners, L.P. (Enbridge Partners) which is a Delaware master limited partnership headquartered at 1100 Louisiana, Suite 3300, Houston, Texas 77002 (ph. 713-821-2000; www.enbridgepartners.com). Enbridge Partners is a publicly held limited partnership. The Class A Common Units of Enbridge Partners trade on the New York Stock Exchange under the symbol “EEP” and are available to the investing public through regular retail brokerage services. The majority ownership of Enbridge Partners is held by approximately 90,000 Class A unit holders. Enbridge Energy Management, L.L.C., a limited liability company publicly traded under the symbol “EEQ”, owns approximately 15 percent of Enbridge Partners and is the delegated manager of Enbridge Partners. Enbridge Inc., through its ownership of Enbridge Partners’ General Partner, Enbridge Energy Company, Inc., holds an 11 percent interest in Enbridge Partners. Enbridge Partners’ total assets were \$17.7 billion and operating income was approximately \$1.086 billion for the year ending December 31, 2014.

Figure 1.2-1: Enbridge Overview Map

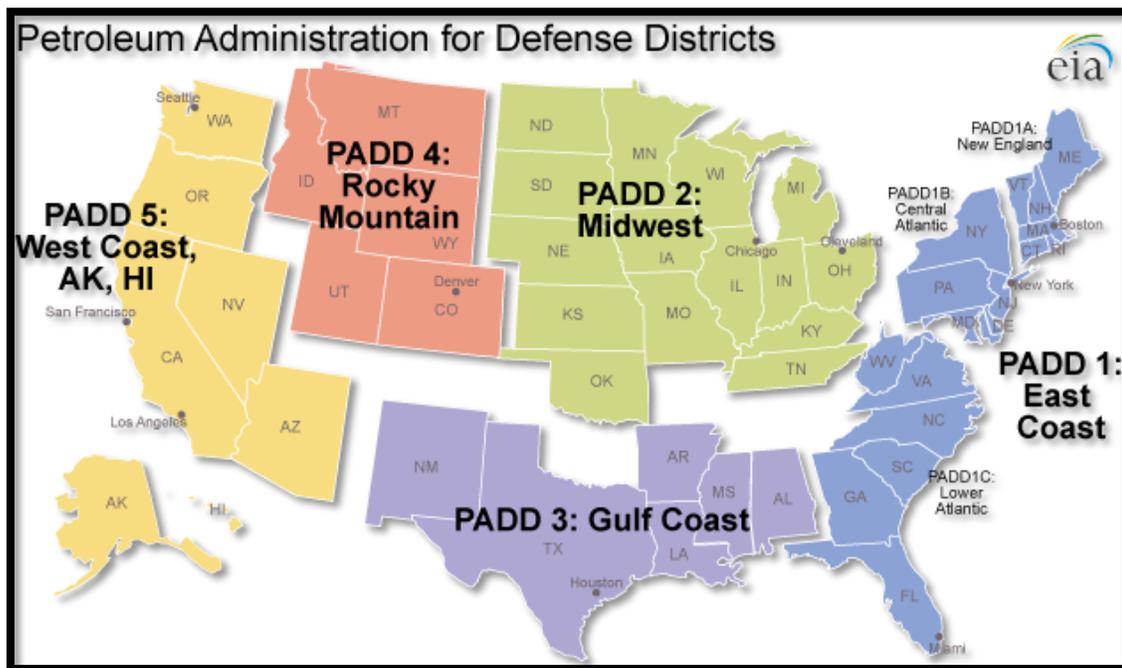


The Applicant is part of the Enbridge family of companies that are primarily located in the U.S. and Canada (Enbridge Companies) which together make Enbridge one of the industry leaders in the transportation and distribution of energy in North America. Collectively, they own and operate liquids and natural gas pipelines, wind farms, solar plants and a large local gas distribution company (see Figure 1.2-1). In particular, the Enbridge Companies own and operate a system of liquids pipelines collectively referred to as the Enbridge Mainline System. The Enbridge Mainline System transports crude oil from the Western Canadian Sedimentary Basin (WCSB) to markets in the U.S. and Eastern Canada. The Enbridge Mainline System is made up of the Canadian mainline system, which transports crude oil from the WCSB to the international border near Neche, North Dakota, and the Lakehead System. The Lakehead System is the U.S. portion of the Enbridge Mainline System and consists of pipelines in North Dakota, Minnesota, Wisconsin, Illinois, Indiana, Michigan, and New York. The Enbridge

Companies also own and operate several market extension pipelines that serve various refinery markets in the Midwest and the Gulf Coast.

Together, the Enbridge Mainline System and Enbridge’s market extension pipelines comprise approximately 15,795 miles of liquid petroleum pipelines and constitute the world’s longest crude petroleum and petroleum liquids pipeline network. In 2014 Enbridge’s pipelines transported over 53 percent of total U.S-bound Canadian crude oil production, which accounts for 15 percent of total U.S. imports of crude oil. Moreover, in 2014 Enbridge transported over 74 percent of the crude oil imported from Canada and consumed in the Midwest, or what is known as the Petroleum Administration for Defense District Section (PADD) II, which consists of North Dakota, South Dakota, Nebraska, Missouri, Minnesota, Iowa, Oklahoma, Kansas, Illinois, Tennessee, Wisconsin, Michigan, Ohio, Indiana, and Kentucky.² Figure 1.2-2 below is from the U.S. Government’s Energy Information Administration (EIA) website and depicts the five PADD regions in the U.S.³

Figure 1.2-2: Petroleum Administration for Defense Districts



Information about Enbridge is available on the Company's website at www.enbridgepartners.com. Enbridge and its affiliate, Enbridge Pipelines Inc., have a proven track record which demonstrates the successful design and execution of pipeline projects in

² U.S. Securities and Exchange Commission Form 10-k; Annual Report, February 12, 2015, p. 10.

³ <http://www.eia.gov/todayinenergy/detail.cfm?id=4890>; visited 04/07/2015.

Canada and the U.S. such as the one proposed herein. Since 1950, Enbridge has efficiently and reliably operated crude oil and liquid petroleum pipeline facilities that cross the U.S.-Canadian border.

1.2.1 Applicant’s Name and Contact Information

Enbridge Energy, Limited Partnership is the Applicant of this filing, and will continue to be the owner and operator of the proposed 36-inch replacement pipeline. The contact information of the Applicant is provided in the table below.

| |
|--------------------------------------|
| Enbridge Energy, Limited Partnership |
| 1100 Louisiana, Suite 3300 |
| Houston, Texas 77002 |
| (713) 821-2000 |

1.2.2 Authorized Representative’s Name and Contact Information

Listed below are the authorized representatives and their respective contact information for the Applicant.

| | |
|--|--|
| Christina K. Brusven | Mollie M. Smith |
| Fredrikson & Byron P.A. | Fredrikson & Byron P.A. |
| 200 South Sixth Street | 200 South Sixth Street |
| Suite 4000 | Suite 4000 |
| Minneapolis, Minnesota 55402 | Minneapolis, Minnesota 55402 |
| (612) 492-7000 | (612) 492-7000 |
| cbrusven@fredlaw.com | msmith@fredlaw.com |

1.2.3 Contact Regarding Filing

The name, title, address, and telephone number for each contact person of the Applicant are as follows:

| | |
|--|--|
| Arshia Javaherian | Claudia Schrull |
| Senior Legal Counsel | Senior Manager, Regulatory PL Dev., Law, US Legal |
| 26 E. Superior Street | 1100 Louisiana, Suite 3300 |
| Duluth, Minnesota 55802 | Houston, Texas 77002 |
| 218-464-5702 | 713-821-2045 |
| Arshia.Javaherian@enbridge.com | Claudia.Schrull@enbridge.com |

Additionally, Enbridge has implemented other outreach tools designed to allow the public to obtain information and ask questions about the Project. Those tools include the following:

- Project Website at www.enbridge.com/Line3ReplacementProgram, which allows the user to submit comments or questions, and provides Project team contact information.
- Project E-mail at Line3ReplacementProject@enbridge.com, which allows interested parties to submit emails questions or provide comments about the Project.
- Project Toll-Free Number at 1-855-788-7812, which provides interested parties access to a toll-free telephone number to also submit questions or comments regarding the Project.

Enbridge continually monitors these outreach tools in order to respond to questions in a timely manner. Enbridge will update Project information provided via these outreach tools throughout Project development.



Enbridge Energy, Limited Partnership
Pipeline Routing Permit Application
MPUC Docket No. PL-9/PPL-15-137

April 2015
Section 1.0

1.2.4 Applicant's Signatories and Preparer

The Application was prepared by Enbridge. The following individual is authorized to sign the Application on behalf of Enbridge:

/s/ Arshia Javaherian

Arshia Javaherian
Senior Legal Counsel
Enbridge Energy, Limited Partnership
By Enbridge Pipelines (Lakehead) L.L.C.

1.3 Minnesota Public Utilities Commission (MPUC or Commission) Permit Process

Certificate of Need

Minnesota Statutes Section 216B.243 dictates that a Certificate of Need (CN) is required for a “large energy facility” as that term is defined in Minnesota Statutes Section 216B.2421. A large energy facility includes, “any pipeline greater than six inches in diameter and having more than 50 miles of its length in Minnesota used for the transportation of coal, crude petroleum, or petroleum fuels or oil, or their derivatives.”⁴

On April 24, 2015, the Applicant filed an application with the MPUC for a CN. The CN Application and associated filings can be viewed on the MPUC’s website at <https://www.edockets.state.mn.us/EFiling/>, MPUC Docket No. PL-9/CN-14-916. The Applicant anticipates a MPUC decision on the CN by Q3 2016.

Pipeline Routing Permit

Minnesota Statutes Section 216G.02 dictates that a pipeline route permit must be issued by the Commission for the construction of certain pipelines. The Project requires a route permit to be issued prior to construction.⁵ Subdivision 3 of Section 216G.02 outlines the required information to be included by the Applicant in a route permit application and the process that is to be followed for evaluating the appropriate route. The Route Permit Application and associated filings can be viewed at the MPUC’s website at <https://www.edockets.state.mn.us/EFiling/>, MPUC Docket No. PL-9/PPL-15-137.

⁴ Minnesota Statutes Section 216B.2421, subdivision 2(4).

⁵ Under Section 216G.02, Subdivision 1, a pipeline is defined as (1) pipe with a nominal diameter of six inches or more that is designed to transport hazardous liquids, but does not include pipe designed to transport a hazardous liquid by gravity, and pipe designed to transport or store a hazardous liquid within a refining, storage, or manufacturing facility; or (2) pipe designed to be operated at a pressure of more than 275 pounds per square inch.

1.4 Department of State

The approximately 15.3-mile segment of Line 3 from the U.S./Canadian to the first mainline valve in the U.S. (Border Segment), is operated and maintained pursuant to a Presidential Permit that was issued by the U.S. Department of State (DOS) on December 12, 1991. That Permit authorizes Enbridge to conduct maintenance on the Border Segment, and explicitly requires Enbridge to maintain the Border Segment “facilities and every part thereof in a condition of good repair for their safe operation.”⁶ In early 2014, Enbridge notified DOS of Enbridge’s plans to conduct a maintenance-driven replacement of the Border Segment to correct safety-related issues on the Line and to restore the Line to its historical operating capabilities. On April 24, 2014, the DOS issued a letter to Enbridge confirming that “the replacement of the border segment of Line 3 is authorized by the existing 1991 Presidential Permit,” and that no further authorization from the DOS is required. The DOS’ April 24 letter also confirmed that the existing 1991 Permit covers only those activities/facilities within the Border Segment, and that any “changes to the operation of the pipeline outside of the border segment do not require authorization from the U.S. Department of State.” Enbridge completed the replacement of the Line 3 Border Segment and placed it in service on September 15, 2014, in accordance with the terms of the existing 1991 Permit.

⁶ See 1991 Presidential Permit, Appendix A, at pg. 1 and Article 9.