SCHEDULE 4.1

2012 Actuals

Balance Sheet for Regulatory Purposes

As at December 31, 2012

(in thousands of dollars)

(iii ti busai us or uoliais)		
Assets	 2012	2011
Regulated Assets		
Property, Plant and Equipment (Note 1)  Gas Distributor Plant in Service - Net (includes AFUDC capitalized during 2012 of \$306.6)	\$ 173,555	\$ 162,532
Construction Work In Progress - Gas Distributor Plant	88	4,124
Total Property, Plant & Equipment	173,643	166,656
Deferred Charges		
Deferred Development Costs - Net (Note 2)	531	684
Development O&M Capitalized Costs - Net (Note 3)	99,993	102,785
Total Deferred Charges	100,524	103,469
Short Term Investments	 2,992	2,974
Total Regulated Rate Base Assets	277,159	273,099
Other Regulated Assets	 18,093	16,500
Total Regulated Assets	295,252	289,599
Regulatory Deferral	 177,541	178,747
Total Assets	\$ 472,793	\$ 468,346
Liabilities and Partner's Equity		
Partner's Equity (Ratebase)	\$ 138,196	\$ 211,867
Long-term Advances from Associates and Affiliates (Note 4)	142,000	245,500
Other Regulated Liabilities	15,056	10,979
	295,252	468,346
Partner's Equity (Regulatory Deferral)	177,541	
Total Liabilities and Equity	\$ 472,793	\$ 468,346

Rate Base for Regulatory Purposes – Note 9
Capital Structure for Regulatory Purposes – Note 10
Financial Statement Effects of Rate Regulation - Note 12
System Expansion Portfolio Test – Note 14
Development Period Test – Note 15

Statement of Income for Regulatory Purposes For the year ended December 31, 2012

### Notice to Reader: Subject to approval by the New Brunswick Energy and Utilities Board

(in thousands of dollars)	;	2012		penses per GJ dollars)		2011
Revenue						
Operating Revenue (Note 5)	40				•	47.074
Gas distribution		811			\$	47,871
Miscellaneous		426				347
Allowance for Funds Used During Construction		307			ī	65
	50	543				48,282
Installation Services	50,	,545				40,202
Revenue	1	208				2,726
Cost of goods sold		,200				(2,336)
Cost of goods sold	(1,	(21)				390
		(21)				390
Total Revenue	50,	522				48,672
Expenses						
Operating Expenses						
Operating Expenses Operating & maintenance (Note 6)	1.1	698	\$	2.47		8,029
Transportation (net)		,056	Ψ	0.35		2,032
· · · · · · · · · · · · · · · · · · ·					-	
Total Operating and maintenance expenses	10,	754		2.81		10,061
Bad debt expense		384		0.06		242
Amortization of Property, Plant and Equipment	6,	,715		1.13		6,250
Municipal and Other Taxes	1,	,184		0.20		1,129
Interest on Amounts Due to Associates & Affiliates and Other Interest (Note 7)	9,	249		1.55		15,243
Amortization of Deferred Development Costs	2,	,945		0.49		2,974
Total Expenses	37,	231	\$	6.25		35,900
Income before Extraordinary Items, Regulatory Deferral and Return on Rate Base	13,	292				12,773
Regulatory Deferral	(1,	,206)				8,004
Regulated Return on Equity (Note 8)	\$ 12,	,086			\$	20,777
Total GJ's	5,955,	,680				

**Details of Affiliate Transactions** – Note 11 **I&S Profitability Margin** – Note 13

(in thousands of dollars)

# Note 1 Property, Plant & Equipment

. ,			2012			2011		
			Accı	umulated		Net Book	Net Book	Rates of
		Cost	Amo	ortization		Value	Value	Amortization
Property, plant & equipment								
General plant								
Computer hardware & software	\$	3,314	\$	(2,297)	\$	1,017	\$ 957	28.80%
Tools and work equipment		835		(263)		572	566	5.30%
Office furniture and equipment		489		(165)		324	344	4.40%
Transportation		1,290		(412)		878	698	11.80%
Communications		81		(65)		16	38	28.80%
Leasehold improvements		866		(549)		317	 357	1
Subtotal		6,875		(3,751)		3,124	2,960	
Distribution plant								
Land		375		-		375	375	-
Rights of way and easements		156		-		156	156	-
Distribution mains		118,254		(19,025)		99,229	92,604	2.43%
Street services		53,866		(10,500)		43,366	40,635	3.83%
Meters and regulators		20,475		(3,487)		16,988	15,518	3.83%
Stations		14,171		(3,854)		10,317	 10,284	4.40%
Subtotal	:	207,297		(36,866)		170,431	 159,572	
Total plant in service	;	214,172		(40,617)		173,555	162,532	
Construction work in progress		88				88	\$ 4,124	-
Total property, plant & equipment	\$ :	214,260	\$	(40,617)	\$	173,643	\$ 166,656	

<sup>1 -</sup> Amortized over the term of the related leases.

(in thousands of dollars)

### Note 2 **Deferred Development Costs - Net**

	 Cost	ccumulated mortization	2012 Net Book Value	2011 Net Book Value	Rates of Amortization
Franchise fee Deferred carrying costs	\$ 1,500 1,784	\$ (1,000) (1,753)	\$ 500 31	\$ 575 109	5.00% 20.00%
Total deferred development costs, net	\$ 3,284	\$ (2,753)	\$ 531	\$ 684	

# Note 3 **Development O&M Capitalized Costs - Net**

	Cost	Accumulated Amortization	2012 Net Book Value	2011 Net Book Value	Rates of Amortization
Development O&M capitalized costs	\$ 114,952	\$ (14,959)	\$ 99,993	\$ 102,785	2.43%
Total development O&M capitalized costs, net	\$ 114,952	\$ (14,959)	\$ 99,993	\$ 102,785	i

(in thousands of dollars)

# Note 4 Long-term Advances from Associates and Affiliates

					2012 Cost of Debt				2011 Cost of Debt	
	Issue Date	Maturity Date	Amount	Enbridge Inc.	EGNB	Regulated	Amount	Enbridge Inc.	EGNB	Regulated
Promissory Note	28-Jun-02	29-Jun-12	-	-	-	-	6,000	6.08%	7.89%	7.08%
Promissory Note	23-Dec-02	24-Dec-12	-	-	-	-	7,500	6.50%	7.41%	7.50%
Promissory Note	26-Jun-03	27-Jun-13	-	-	-	-	13,000	5.62%	6.96%	6.62%
Promissory Note	30-Dec-03	30-Dec-13	10,000	5.34%	7.14%	6.34%	14,000	5.34%	7.14%	6.34%
Promissory Note	23-Mar-04	24-Mar-14	5,000	5.33%	6.69%	6.33%	14,000	5.33%	6.69%	6.33%
Promissory Note	30-Nov-04	28-Nov-14	21,000	5.69%	6.95%	6.69%	21,000	5.69%	6.95%	6.69%
Promissory Note	30-Mar-05	30-Mar-15	6,000	5.04%	6.93%	6.04%	6,000	5.04%	6.93%	6.04%
Promissory Note	28-Dec-05	28-Dec-15	14,000	4.59%	6.53%	5.59%	14,000	4.59%	6.53%	5.59%
Promissory Note	19-Dec-06	19-Dec-16	18,000	4.82%	6.52%	5.82%	21,000	4.82%	6.52%	5.82%
Promissory Note	20-Dec-07	20-Dec-17	20,000	5.54%	5.85%	6.54%	29,000	5.54%	5.85%	6.54%
Promissory Note	19-Dec-08	19-Dec-13	15,000	6.85%	7.85%	7.85%	15,000	6.85%	7.85%	7.85%
Promissory Note	25-Jun-09	25-Jun-14	-	-	-	-	25,000	4.37%	5.37%	5.37%
Promissory Note	9-Dec-09	9-Dec-19	15,000	4.63%	5.63%	5.63%	21,000	4.63%	5.63%	5.63%
Promissory Note	24-Aug-10	24-Aug-15	-	-	-	-	12,000	3.22%	4.22%	4.22%
Promissory Note	22-Sep-10	22-Sep-15	4,000	3.25%	4.25%	4.25%	9,000	3.25%	4.25%	4.25%
Promissory Note	30-Dec-11	30-Dec-21	14,000	4.50%	5.50%	5.50%	18,000	4.50%	5.50%	5.50%
Total long-term adv	ances									
from associates an	d affiliates		\$ 142,000	4.51%	5.46%	6.04%	\$ 245,500	5.10%	6.30%	6.10%

The cost of debt of EGNB is limited to the actual borrowing rate of Enbridge Inc. plus 1%.

(in thousands of dollars)

# Note 5 Operating Revenue

### a. Gas Distribution

Gas Distribution							
		Januar	y - September	2012		2011	
		Revenue	Customers	Throughput TJs	Revenue	Customers	Throughput TJs
Small general service (SGS)	\$	9,300	9,997	646			
General service (GS)		9,608	1,234	655			
Contract general service (CGS)		10,246	321	843			
Contract large general service (CLGS-LFO)		6,104	31	1,201			
Contract large general service (CLGS-HFO)		3,055	10	837			
Off peak service		46	14	4			
Sub-Total	\$	38,359	11,607	4,186			
		Octobe	er - December	2012			
		Revenue	Customers	Throughput TJs			
Small general service (SGS)	\$	3,330	9,940	246			
Mid-general service (MGS)	·	2,912	1,466	254			
Large general service (LGS)		2,080	394	313			
Contract general service (CGS)		1,414	92	308			
Industrial contract general service (ICGS)		1,716	10	648			
Off peak service (OPS)			13				
Sub-Total	\$	11,452	11,915	1,769			

11,915

5,955

47,871

11,367

5,557

49,811

Total

<sup>1</sup> Terajoule (TJ) = 1,000 Gigajoules (GJ)

(in thousands of dollars)

# Note 5 Operating Revenue (continued)

# b. Miscellaneous

	 2012	 2011
Agent billing and collection Other miscellaneous revenue	\$ 140 286	\$ 131 216
Total miscellaneous	\$ 426	\$ 347

# **Details of Agent Billing and Collection Revenues**

(in dollars)

	Sept	January - ember 2012	2011
Agent billing and collection			
Small general service (SGS)	\$	81,192	
General service (GS)		10,757	
Contract general service (CGS)		6,880	
Agent billing			
Contract large general service (CLGS-LFO)		636	
Contract large general service (CLGS-HFO)		330	
Contract large volume service (CLVOPS)		8	
Off peak service (OPS)		628	
Sub-total	\$	100,431	

Notes to Regulatory Financial Results For the year ended December 31, 2012

(in thousands of dollars)

# Note 5 Operating Revenue (continued)

# b. Miscellaneous (continued)

# Details of Agent Billing and Collection Revenues (continued)

(in dollars)

	Dece	October- ember 2012	2011
Agent billing and collection			
Small general service (SGS)	\$	31,278	
Mid-general service (MGS)		4,786	
Large general service (LGS)		2,808	
Contract general service (CGS)		590	
Industrial contract general service (ICGS)		96	
Off peak service (OPS)		157	
		_	
Sub-total		39,715	
Total agent billing and collection revenue	\$	140,146	\$ 131,127

(in thousands of dollars)

# **Note 6 Operating and Maintenance Expenses**

		2012	 2011
Corporate management	\$	2,094	\$ 1,489
Corporate administration		1,114	1,146
Financial reporting		791	648
Information technology		857	871
Regulatory & upstream		1,083	1,227
Sales & marketing		6,119	6,674
Distribution & maintanance		5,367	5,981
Customer care		1,360	1,387
Human resources		2,978	1,998
Gas transportation and related activities		2,056	 2,032
Total		23,819	23,453
Total	-	20,010	20,400
Capitalized to:			
Property, plant & equipment		7,065	4,353
Development O&M capitalized costs			9,039
Total capitalized		7,065	13,392
τοιαι σαριιατί26α	-	7,000	 10,002
Total	\$	16,754	\$ 10,061

(in thousands of dollars)

### Note 7 Interest on Amounts Due to Associates & Affiliates and Other Interest

	 2012	 2011
Interest on long-term debt	9,230	\$ 14,745
Other interest (revenue)/expense	(105)	472
AIDC - allowance for funds used during construction (debt component)	 124	26
Total interest on amounts due to associates & affiliates and other interest	\$ 9,249	\$ 15,243

### Note 8 Regulated Return on Equity

	 2012	 2011	
Regulated return on equity AEDC - allowance for funds used during construction (equity component)	\$ 11,904 182	\$ 20,738	
Total regulated return on equity	\$ 12,086	\$ 20,777	

(in thousands of dollars)

# Note 9 Rate Base for Regulatory Purposes

		2012	2011
Property, plant & equipment			
Cost Accumulated amortization Net	\$	214,172 (40,617) 173,555	\$ 198,822 (36,290) 162,532
Deferred charges			
Franchise fee, at cost Accumulated amortization Net		1,500 (1,000) 500	 1,500 (925) 575
Development O&M capitalized costs Accumulated amortization Net		114,952 (14,959) 99,993	 114,951 (12,166) 102,785
Deferred carrying costs, at cost Accumulated amortization Net	_	1,784 (1,753) 31	 1,784 (1,675) 109
* Deferral account			 178,747
Total deferred charges		100,524	282,216
Term deposit		2,992	2,974
Working capital allowance		1,785	 1,960
Total rate base	\$	278,856	\$ 449,682
Average rate base	\$	278,125	\$ 436,120

<sup>\*</sup> Deferral account excluded for rate making purposes Effective January 1, 2012

(in thousands of dollars)

# Note 10 Capital Structure for Regulatory Purposes

		2012		2011
Capital structure				
Long-term debt Equity	\$	142,000 138,196	\$	245,500 211,867
Total	\$	280,196	\$	457,367
Capital structure percentage				
Long-term debt Equity Total		50.68% 49.32% 100.00%		53.68% 46.32% 100.00%
Capital structure average percentage for reg	ulato	ry purposes	<b>.</b>	
Long-term debt Equity		55.00% 45.00%		55.00% 45.00%
Total		100.00%		100.00%
Weighted cost of capital for regulatory purpo	ses			
Long-term debt		3.32%		3.36%
Equity Total	_	4.91% 8.23%		5.85% 9.21%

(in thousands of dollars)

# Note 11 Details of Affiliate Transactions

				nbridge Gas			Total Affiliate consulting	C	Total onsulting	Affiliate Expenditure as Percent of Total
	Er	nbridge	Dis	stribution	_		and		and	Consulting and
		Inc.		Inc.	G	Sazifère Inc.	Services		Services	Services
For the period ending December 31, 201	2									
Corporate management	\$	17	\$	72	\$	\$ -	\$ 89	\$	1,108	8%
Sales & marketing		-		30		-	30		335	9%
Human resources		24		33		-	57		199	29%
Distribution & maintenance		-		562		-	562		1,474	38%
Budget & regulatory		-		-		-	-		968	0%
Financial reporting		35		31		-	66		170	39%
Customer care		-		31		762	793		798	99%
Corporate administration		1,052		8		-	1,060		1,060	100%
Gas transportation & related		-		110		-	110		110	100%
Information technology		3		200		-	203		312	65%
Total	\$	1,131	\$	1,077	\$	\$ 762	\$ 2,970	\$	6,534	45%
For the period ending December 31, 201	1									
Corporate management	\$	32	\$	122	\$	\$ -	\$ 154	\$	462	33%
Sales & marketing		-		18		-	18		1,070	2%
Human resources		23		40		-	63		246	26%
Distribution & maintenance		-		716		-	716		1,839	39%
Budget & regulatory		-		1		-	1		1,106	0%
Financial reporting		34		21		-	55		167	33%
Customer care		-		81		663	744		760	98%
Corporate administration		1,072		5		-	1,077		1,077	100%
Gas transportation & related		-		109		-	109		109	100%
Information technology		101		136			237		338	70%
Total	\$	1,262	\$	1,249	\$	\$ 663	\$ 3,174	\$	7,174	44%

Notes to Regulatory Financial Results For the year ended December 31, 2012

### Note 12 Financial Statement Effects of Rate Regulation

The Partnership's primary business activities are subject to regulation by the New Brunswick Energy and Utilities Board (EUB). The Partnership follows accounting practices prescribed by its regulator or stipulated in approved ratemaking decisions that are subject to examination and approval by the EUB and, for the most part, are similar to those being used by other enterprises in the gas distribution industry in Canada. The ultimate recoverability of costs incurred is dependent upon the approval of the EUB. The type of regulation in effect for the Partnership is a modified cost of service regulation.

The Partnership is allowed the opportunity to earn a return on its rate base intended to provide its Partners with a fair return on investment and to cover the cost of interest expense on debt. The Partnership's return on rate base is equal to the sum of: (a) its net rate base as prescribed by the EUB (excluding the Regulatory Deferral account) multiplied by the allowed equity component percentage multiplied by the allowed regulatory rate for debt.

The Partnership's current regulated capital structure was approved by the EUB and is based on actual debt and equity with equity capped at 45%. The rate of return on equity is set at 10.9% and the allowed regulatory rate for debt based on approved methodology is 6.04%.

Unlike many utilities, the Partnership's distribution rates are a combination of both market and cost based rates. Beginning October 1, 2012, distribution rates are charged by the Partnership based on cost of service at a ratio of 1.2:1 revenue to cost ratio to all rate classes with the exception of the Small General Service class which is charged a market based rate with a targeted savings of 20% over electricity. As a result, fluctuations in electricity rates can have an impact on the distribution rates the Partnership can charge.

Rate regulation creates differences between the manner in which the Partnership accounts for transactions or events and how they would be accounted for if the Partnership was not subject to rate regulation. The differences in accounting treatment include:

The Partnership is subject to non-traditional regulation which recognizes its immature nature. As noted above, the Partnership's distribution rates are a combination of market and cost based rates, not pure cost of service. The EUB has approved a regulatory deferral account to capture the difference between the Partnership's regulated revenues and its regulated cost of service which non-regulated enterprises would not recognize. Prior to April 16, 2012 it had been determined that the regulatory deferral account balance would be amortized over a recovery period as approved by the EUB. In a decision rendered by the EUB in January 2005, the EUB had indicated that it does not believe it would be appropriate to determine a specific recovery period for the regulatory deferral account, however, the EUB had indicated that the recovery period would begin at the end of the development period and end no sooner than December 31, 2040. The EUB had stated that it believed that the regulatory deferral account balance should be recovered through rates after the end of the development period. The end of the development period and subsequent cost of service based distribution rates are subject to EUB approval. Amounts included in the regulatory deferral account are approved by the EUB annually as part of its review of the regulatory financial results. As a result of legislative changes proclaimed on January 18, 2012, the Partnership is not permitted to earn a return, or amortize the regulatory deferral account unless allowed by future regulation.

Notes to Regulatory Financial Results For the year ended December 31, 2012

### Note 12 Financial Statement Effects of Rate Regulation (continued)

The EUB permits an "allowance for funds used during construction" (AFUDC) to be included in the rate base. In addition, AFUDC is included in the cost of property, plant and equipment and is depreciated over future periods as part of the total cost of the related asset, based on the expectation that depreciation expense, including the AFUDC component, will be approved for inclusion in future rates. AFUDC for rate-regulated entities includes both an interest component and a cost of equity component. In the absence of rate regulation, US GAAP would permit the capitalization of only the interest component. Therefore, the initial set up of the equity component as a capitalized asset and the corresponding revenue recognized during the construction phase would not be recognized nor would the subsequent depreciation of the asset.

As prescribed by the EUB, the Partnership does not recognize gains and losses on the sale of utility natural gas in the statement of income and uses a purchase gas variance account to defer the gain or loss on sale. Non-regulated enterprises would normally account for the gain or loss in the statement of income or comprehensive income. The Partnership offers other Alternative gas products, in which it does recognize a gain or loss on sale in the year incurred.

Enbridge Inc., on behalf of the Partnership, maintains a pension plan which provides defined benefit pension benefits to employees. As prescribed by the EUB, contributions made to the plan are expensed as paid, consistent with the recovery of such costs in rates. The overfunded or underfunded status of defined benefit pension and Other Post Employment Benefits (OPEB) are recognized as Pension assets and other post employment benefits with a corresponding Pension liability and other post-employment benefits on the Balance Sheet for Regulatory Purposes. A plan's funded status is measured as the difference between the fair value of plan assets and the plan's accrued benefit obligation. Any unrecognized actuarial gains and losses and prior service costs and credits that arise during the year are recognized on the Statement of Income for Regulatory Purposes.

(in thousands of dollars)

# Note 13 I&S Profitability Margin

	 2012	 2011
Revenues as per regulatory financial statements Revenue adjustment for rental program	\$ 1,208 -	\$ 2,726 (200)
Less: Cost of goods sold	\$ 1,208	\$ 2,526
COGS as per regulatory financial statements Billing services	\$ 1,229 -	\$ 2,325
Adjustment for Rental COGS	\$ 1,229	\$ 2,136
Adjusted net margin	\$ (21)	\$ 390
Less: Allocated expenses		
O&M expenses	\$ 603	\$ 808
Cost of capital	42	73
Depreciation	18	61
Billing services (Customer Care)	2	-
Bad debt expense	 251	 58
	\$ 916	\$ 1,000
Net revenue (loss)	\$ (937)	\$ (610)

(in thousands of dollars)

# Note 14 System Expansion Portfolio Test

		2	012 Actual	2	011 Actual
Item	Capital				
1	Main	\$	2,419	\$	1,279
2	Service Line/ Meter		2,053		5,248
3	Sales Incentive		3,711		3,811
4	O&M Capitalized to Main		1,376		3,775
5	O&M Capitalized to Service Line / Meter		1,977		605
6	O&M Capitalized to Development O&M				5,228
7	Total Capital		11,547		19,945
8	Cost of Capital		8.23%		8.26%
	Depreciation Rates				
9	Main, Sales Incentives & Development O&M		2.43%		2.43%
10	Service Line/ Meter		3.83%		3.83%
	Net Annual Impact on Revenue Requirement				
	Energy (GJs)		432,023		215,091
	Revenue	\$	4,384	\$	2,376
	Less:				
	Depreciation: Mains ((item 1 + item 4) * item 9)		92		123
	Depreciation: Service Line/ Meter ((item 2 + item 5) * item 10		154		224
	Depreciation: Sales Incentive (item3 * item 9)		90		93
	Depreciation: Development O&M (item 6 * item 9)		-		127
	Cost of Capital (item 7 * item 8)		949		1,647
	Annual Impact	\$	3,098	\$	162

(in thousands of dollars)

### Note 15 **Development Period Test**

	 2012	_	2011
Revenue Requirement	\$ 50,134	\$	57,344
Capitalized O&M Expenses <sup>1</sup>	7,065		13,419
1 year amortization of Deferral Account <sup>2</sup>	 5,918		5,959
Total Revenue Requirement	\$ 63,117	\$	76,722
Total Gas Distribution Revenues	 49,811		47,871
Excess/(Shortfall)	\$ (13,306)	\$	(28,851)

<sup>&</sup>lt;sup>1</sup>Capitalized O&M expense represents amount capitalized to Property, Plant & Equipment

<sup>&</sup>lt;sup>2</sup> Assumes 30 year amortization period