

ENBRIDGE ENERGY MANAGEMENT L L C  
Form DEFA14A  
November 23, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**ENBRIDGE ENERGY MANAGEMENT, L.L.C.**

**(Name of Registrant as Specified in its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
- (4) Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  
  
  
  
  
  
  
  
  
  
- (2) Form, Schedule or Registration Statement No.:
  
  
  
  
  
  
  
  
  
  
- (3) Filing Party:

(4) Date Filed:

**ENBRIDGE ENERGY MANAGEMENT, L.L.C.**

**YOUR VOTE IS IMPORTANT**

**PLEASE VOTE YOUR PROXY TODAY**

November 23, 2018

Dear Shareholder:

We are contacting you regarding the proxy materials (the proxy statement ) we recently sent you in connection with the special meeting of shareholders of Enbridge Energy Management, L.L.C. ( EEQ or the Company ) scheduled for December 17, 2018. **Your vote is extremely important no matter how many shares you hold.**

For the reasons set forth in the proxy statement, dated November 9, 2018 and available by accessing EEQ s website at <https://www.enbridgemanagement.com/> under the Investor Relations link, and then under the heading Financial Information , your Board of Directors recommends that you vote **FOR** all proposals and the Special Committee of the Board of Directors recommends you vote **FOR** the approval of the Merger Agreement, the proposal to waive and amend certain provisions of the limited liability company agreement and the proposal to adopt an amendment to the limited liability company agreement.

If you have any questions or need assistance with voting, please contact our proxy solicitor, D.F. King, toll-free at (800) 207-3159.

On behalf of the EEQ Board, thank you for your continued support.

Sincerely,

Jeffrey A. Connelly  
*Chairman of the Board of Directors*  
Enbridge Energy Management, L.L.C.

**You may use one of the following simple methods to promptly provide your voting instructions:**

**Vote by Internet** Please access the website listed on your proxy card or voting instruction form and follow the instructions provided.

**Vote by Telephone** - Please call the toll free number listed on your proxy card or voting instruction form and follow the instructions provided.

**Vote by Mail** - Mark, sign, date and return your proxy card/voting instruction form in the postage-paid return envelope provided.