Management's Discussion and Analysis

For The Three Month Period Ended

March 31, 2009

MANAGEMENT'S DISCUSSION AND ANALYSIS

For The Three Month Period Ended March 31, 2009

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited consolidated interim financial statements of Enterprise Oilfield Group, Inc. (the "Company" or "Enterprise") for the three month period ended March 31, 2009. The unaudited consolidated interim financial statements have been prepared in accordance with Canadian Generally Accepted Accounting Principles ("GAAP") and are expressed in Canadian dollars. This MD&A was prepared effective May 14, 2009.

This report contains forward-looking statements which reflect management's expectations regarding the Company's future plans and intentions, results of operations, performance and business prospects and opportunities. Words such as "may", "will", "should", "could", "anticipate", "believe", "expect", "intend", "plan", "potential", "continue", and similar expressions have been used to describe these forward-looking statements. These statements reflect management's current beliefs and are based on the information currently available to management. Forward-looking statements involve significant risk and uncertainties. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements including, but not limited to, changes in general economic and market conditions and other risk factors. Although the forward-looking statements contained herein are based upon what management believes to be reasonable assumptions, management cannot assure that actual results will be consistent with these forward-looking statements. Please review the "Forward-Looking Information" section of this MD&A.

Throughout this MD&A a certain measure has been used that is not a recognized measure under GAAP. The specific measure used is earnings before interest, taxes, depreciation, amortization and stock-based compensation ("EBITDAS"). Please review the discussion of this measure in the "NON-GAAP Measures" section of this MD&A.

COMPANY PROFILE

Enterprise Oilfield Group, Inc. (TSX Exchange: Symbol “E”) is a growing company specializing in construction services provided to the energy, utility and infrastructure markets within Western Canada. With office headquarters in St. Albert, Alberta, Canada, a sales office in Calgary, Alberta, construction offices in Slave Lake, Wainwright, Sherwood Park, Peace River and Innisfail, Alberta, and field offices in Wabasca, Red Earth and Fox Creek, Alberta; Enterprise is strategically located near our customers. The Company’s objective is to acquire, integrate and operate specialized, small to mid-sized growth oriented companies in energy and construction services, and utility and directional drilling services sectors throughout Western Canada.

Industry and Markets

Enterprise provides construction services including pipeline construction, repairs and maintenance, wellhead tie-ins, water injection lines, facilities construction, oilfield hauling, transportation infrastructure, directional drilling and installation of underground utility infrastructure. Enterprise’s customers include some of the Canada’s largest energy producers, telecommunication providers, utility service providers as well as the federal and provincial governments of Canada.

Enterprise constructs pipelines throughout Western Canada, with a growing equipment cost base of approximately $20 million, including a fleet of over 260 trucks and heavy construction equipment. Our major projects relate to the construction of pipeline which include up to 12" diameter steel pipe. We have the equipment and expertise to undertake a project from start to finish. Enterprise will increase the collective customer base and overall revenues by developing a skilled labor force supported by a complete fleet of vehicles and equipment, thereby providing wide geographic coverage of energy services in Western Canada.

Seasonality of Operations

A significant portion of the Company’s operations relate to energy production customers in Alberta. The Company’s earnings follow the seasonal activity pattern of Alberta’s oil and gas exploration industry whereby activity peaks in the winter months and declines during the spring thaw. During spring thaw, roads become incapable of supporting the heavy equipment needed to drill and tie-in oil and gas wells. As a result, demand for these types of services generally is the highest in the fall and winter quarters and the lowest in the spring quarter.

Our services to utility, telecommunication, and infrastructure customers are provided more evenly throughout the year but the spring quarter is also the slowest quarter of the year.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

($000's except per share amounts)	Three months ended Mar. 31, 2009	Three months ended Mar. 31, 2008
Revenue	$8,971	$12,661
EBITDAS*	488	3,302
Net income (loss)	(55)	1,856
Basic earnings (loss) per share	$(0.00)	$0.04
Diluted earnings (loss) per share	$(0.00)	$0.04
Weighted average common shares outstanding – basic	42,223	41,449
Weighted average common shares outstanding – diluted	42,223	41,598
Total common shares outstanding	42,192	41,449
Total Assets	$31,483	$49,051
Total Liabilities	$15,681	$19,214
Shareholders' Equity	$15,802	$29,837

** EBITDAS (earnings before interest, taxes, depreciation, amortization and stock-based compensation) is not a recognized measure under Canadian generally accepted accounting principles (GAAP) and therefore is unlikely to be comparable to similar measures presented by other companies. Accordingly, EBITDAS is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. Management believes that in addition to net income from continuing operations, EBITDAS is a useful supplemental financial measure of the Company's operating results, which assist investors' understanding of the level of Enterprise's earnings and their assessment of the Company's performance. We believe that conventional financial measures of performance prepared in accordance with GAAP do not fully illustrate our earnings.*

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

For the three months ended March 31, 2009, the consolidated revenue of Enterprise amounted to $9.0 million, a decrease from $12.7 million for the same period last year. The decrease in revenue is attributed to less than anticipated projects in the industry resulting from tight capital markets, decreased capital expenditures in the industry and lower oil and natural gas prices. The Company had EBITDAS of $488 thousand and a net loss of $55 thousand during the three month period ended March 31, 2009, compared to EBITDAS of $3.3 million and net income of $1.9 million for the three month period ended March 31, 2008. The reduction of EBITDAS is partially attributable to costs relating to the downsizing of the Company's Wainwright operation combined with start-up and integration costs of the Peace River facilities maintenance operation. We expect positive results from these changes through to the end of 2009.

The Company continues to update its equipment fleet, purchasing new equipment and selling older or underutilized equipment in order to maintain a more efficient fleet. The new equipment purchases for the quarter ending March 31, 2009 totaled $337 thousand, net of financing, while proceeds on disposal of equipment totaled $37 thousand for the same period.

In addition to updating our equipment fleet, we continued with aggressive repayment of our long term debt, repaying $897 thousand in the first quarter of 2009. The Company is currently re-negotiating its long term debt, credit facilities and associated covenants with its lender in an effort to have a more conventional debt repayment plan, which will result in increased cash flow and will enable the Company the flexibility to implement its strategic initiatives as well as preserve cash. Recent discussions with our lenders have indicated our required principal payments on long term debt will be reduced by approximately $160 thousand per month, with an anticipated effective date in early June 2009.

Gross margin

For the three month period ending March 31, 2009, the Company's gross margin was 18.6%, a decrease from 34.5% for the three months ended March 31, 2008. The decrease in gross margin is the direct result of customers and competition driving prices down in order to keep pace with dropping commodity prices.

The Company has reacted to the downward pressure on margins by reducing direct costs by way of utilizing more effective machinery, reducing direct wage costs by using in-house staff verses more expensive subcontractor services. Management continues to strengthen their relationship with customers and suppliers in an effort to improve efficiencies.

Selected Consolidated Expenses

A summary of selected financial information pertaining to consolidated expenses is set out below:

Selected Consolidated Expenses ($000's)	**Three months ended Mar. 31, 2009**	**Three months ended Mar. 31, 2008**
Amortization	$472	$613
Management and administrative salaries and fees	555	499
Professional fees	33	Nil
Interest on long-term debt	51	117
Insurance	$131	$123

Management and administrative salaries and fees include those expenses associated with the operations of the Company's head office and branch office management and administration.

The Company's amortization expense for the three months ended March 31, 2009 amounted to $472 thousand, a decrease of $141 thousand, compared to the three months ended March 31, 2008. The decrease in amortization expense is mainly due to a change in the estimate of amortization pertaining to construction equipment and their related salvage values. During the first quarter of 2009, the Company evaluated the amortization of its construction equipment. As a result of this review it was determined to include salvage values in the calculation of amortization. This change has been accounted for on a prospective basis with effect from January 1, 2009. For the three month period ended March 31, 2009, amortization is $130 thousand lower than it would have been had no salvage values been estimated. The Company has determined this will provide a more reasonable allocation of the cost of the assets to the periods they are used.

Management and administrative salaries and fees amounted to $555 thousand or 6.2% of revenue for the three months ended March 31, 2009, compared to $499 thousand or 3.9% of revenue for the three months ended March 31, 2008. The percentage of revenue increase is due lower revenues in 2009 compared to 2008.

Interest on long term debt for the three months ended March 31, 2009 amounted to $51 thousand, compared to $117 thousand for the three months ended March 31, 2008. This decrease was due to the Company's aggressive repayment plan resulting in less long term debt outstanding on which interest is charged.

Cash flow Information

A summary of cash flow information for the three month period ended March 31, 2009 and three month period ended March 31, 2008 is set out below:

Cash Flow Information ($000's)	**Three months ended Mar. 31, 2009**	**Three months ended Mar. 31, 2008**
Cash provided by (used in) operating activities:		
Net income (loss) and non-cash items	$373	$2,588
Changes in non-cash working capital	(413)	(4,642)
Cash used in operating activities	(40)	(2,054)
Financing	233	2,039
Investing	(299)	12
Decrease in cash	(106)	(3)
Cash and cash equivalents – beginning of period	607	510
Cash and cash equivalents – end of period	$501	$507

Financial Statistics and Ratios	**Three months ended Mar. 31, 2009**	**Three months ended Mar. 31, 2008**
Gross margin as a percentage of revenue	18.6%	34.5%
Net income (loss) as a percentage of revenue	(0.6)%	14.7%
EBITDAS as a percentage of revenue	5.4%	26.1%

OTHER SIGNIFICANT EVENTS DURING THE PERIOD ENDED MARCH 31, 2009

Normal Course Issuer Bid

In July 2008, the Company received approval from the TSX to repurchase up to 1,000,000 common shares at market price beginning July 21, 2008 and ending July 20, 2009.

During the three month period ended March 31, 2009, 110,000 common shares were purchased and cancelled at an average cost of $0.16 per common share. The carrying value of the common shares purchased and cancelled was $62,450 and recorded as a charge against share capital with the balance of $45,338 charged against contributed surplus.

SUMMARY OF QUARTERLY RESULTS

($000's except per share amounts)	**2009**	**2008**					**2007**		
	Mar. 31	**Total**	**Dec. 31**	**Sep. 30**	**Jun. 30**	**Mar. 31**	**Dec. 31**	**Sep. 30**	**Jun. 30**
Revenue	$8,971	$39,762	$11,666	$8,683	$6,752	$12,661	$10,474	$8,481	$4,762
Net Income (loss)	(55)	(12,270)	(13,597)	588	(1,117)	1,856	(485)	878	(998)
Earnings (loss) per share – Basic	0.00	(0.30)	(0.32)	0.01	(0.03)	0.04	(0.01)	0.02	(0.02)
Earnings (loss) per share – Diluted	$0.00	$(0.30)	$(0.32)	$0.01	$(0.03)	$0.04	$(0.01)	$0.02	$(0.02)

Quarterly information is discussed in the "Overall Performance and Results of Operations" section of this MD&A.

OUTSTANDING SHARE DATA

	May 14, 2009	Mar. 31, 2009	Mar. 31, 2008
Common shares outstanding	42,191,700	42,191,700	41,449,200
Stock options outstanding	2,720,000	3,940,000	3,490,000
Warrants outstanding	1,200,000	1,200,000	7,600,380
Total	46,111,700	47,331,700	52,539,580

OFF-BALANCE SHEET ARRANGEMENTS

Enterprise enters into short term and long term operating leases with various vendors to provide office space and equipment in our normal course of operations. Our commitments under operating leases are disclosed in the table labeled contractual obligations. Enterprise does not have any other off-balance sheet arrangements as at March 31, 2009.

RELATED PARTY TRANSACTIONS

The Company paid $12,000 for the three month period ended March 31, 2009 (three month period ended March 31, 2008 - $12,000) to a company controlled by a director, for premises rented for the Company's office in Slave Lake. These transactions were recorded at the exchange amount established and agreed to by the parties based on standard commercial terms. All transactions were rendered in the normal course of business during the period.

OUTLOOK

Management believes the long term outlook for its construction services including pipeline construction, repairs and maintenance, facilities construction, oilfield hauling, transportation infrastructure, directional drilling and installation of underground utility infrastructure remains positive.

However, the global financial and economic turmoil continues to add to the uncertainty for commodity prices in 2009. Weaker commodity prices, the instability of the credit markets and capital markets, along with decreased capital spending is adversely affecting the energy industry and will mostly likely continue to do so throughout 2009.

In an effort to combat the economic downturn, governments around the world have been approving and implementing economic stimulus packages to increase liquidity, lower interest rates, and induce economic activity through record capital investments and infrastructure spending.

In Canada, the federal government, along with its provincial and municipal counterparts, has implemented stimulus packages that are heavily weighted towards infrastructure improvements. In addition, the cost of borrowing money is at historical lows which will create promising opportunities for growth in the future.

In response to these challenging times and new economic initiatives, we have stepped up our marketing strategy, increasing our marketing team and turning corporate attention towards marketing all aspects of the organization. Our marketing strategy has been and continues to be directed towards producers whose assets are located in Western Canada and are oil weighted.

In addition to the oil and gas industry, The Company is diversifying its oil and gas pipeline construction to include transportation infrastructure. We have found strong synergies exist between oil and gas pipeline and infrastructure pipeline. Both types of pipeline construction use the same heavy equipment and construction processes, and we have field staff within the Company that have many years of expertise in the transportation infrastructure business. The season for utility and transportation infrastructure begins in the spring and winds down in the fall, making this an excellent complement to oil and gas pipeline construction.

The economic stimulus packages also bode well for our utilities and directional drilling operation. With the ability to use our directional drills and hydrovac trucks in our pipeline operations, while maintaining our existing customer base, ensures that the utilities and directional drilling arm of our operation will be kept busy and will continue to deliver the high margins we have come to expect.

The Company's expansion into the Peace River area in late 2008 opened the door to very profitable, year round infrastructure and facilities maintenance opportunities, which will help to smooth out the cyclical effects of the traditional pipeline industry. In the first quarter of 2009 the facilities maintenance operations in Peace River has already contributed to revenues of the Company, however, these were offset by the initial costs of integrating the operation with Enterprise.

The facilities maintenance operation has a list of clients that Enterprise has not done business with in the past. Peace River holds tremendous potential for pipeline services work due to significant heavy oil production in the area and the client list from the facilities maintenance operation will open new doors for our pipeline operation.

One of the Company's goals is to increase the level of customer service with the best and safest practices, the newest equipment and the best field staff. The plan is working with continued success. Enterprise purchased several pieces of new equipment and sold off older and underutilized equipment in order to maintain a more efficient and cost effective fleet.

Management has recognized the need for cash management measures, and has conducted an in-depth review of its operations. As a result we have identified underperforming assets and streamlined our operations, including downsizing our Wainwright location, not renewing a costly lease, laying off all non-essential personnel at that location and centralizing the administrative functions to our head office. This will result in a decrease of over $1 million in costs associated with the Wainwright operation. Going forward into the second quarter of 2009, all costs for the Wainwright operation will be job related costs that will be offset by revenues marked up with a targeted gross margin and we will begin to see the positive effects of these changes.

For 2009, we have implemented a wage freeze throughout our organization. Other cost saving measures the Company is currently exploring include, reviewing our G&A expenses for potential savings and centralizing our repair and maintenance facilities with our equipment yard and corporate staff.

The Company has a history of success due to the commitment of its field staff to provide excellent service to its customers regardless of industry conditions, and the commitment of its management team to prudent financial management. Consequently, Enterprise will continue to actively pursue opportunities to enter new geographic territories and make strategic acquisitions. While the Company is uncertain of near-term movements in the financial markets, we are well-positioned to continue generating positive growth relative to our peers.

Conclusion

With the current economic challenges, we expect 2009 to be a difficult year for the industry. Enterprise however, is well positioned due to the diversity of its business and strong operational performance.

Management believes that balanced and diversified positions in pipeline construction services, transportation infrastructure and utilities and directional drilling services in both the infrastructure and energy services sectors are the best path to generating shareholder value.

Enterprise's customers include some of the Canada's largest energy producers, telecommunication providers, utility service providers as well as the federal and provincial governments of Canada. The Company hired additional management experienced in infrastructure projects to spearhead more civic-related construction and maintenance as there are inherent synergies in the equipment, crews and services provided.

Enterprise expects to continue distancing itself from its peers by delivering profits in a challenging operating environment. Over the last few quarters, Enterprise's competitive landscape has shrunk with some competing companies choosing to cease operations and exit the industry, while others were forced to file for creditor protection. Our Company will continue to exercise fiscal and operational prudence.

Enterprise remains confident in its strategic and operational plans and has a seasoned leadership team to guide the Company. Enterprise is committed to the further expansion of its customer base Throughout the Western Canadian provinces and strives to provide excellent customer service. Management is excited about Enterprise's future prospects.

The Company continued upgrading its equipment fleet, adding $337 thousand, net of financing, of new equipment and disposing of older, less efficient equipment. This has resulted in a newer more efficient fleet of equipment allowing for increased margins and a stronger balance sheet in 2009.

In first quarter of 2009 we continued with our aggressive repayment plan of our long term debt, repaying $897 thousand in long term debt. The Company is currently re-negotiating its long term debt, credit facilities and associated covenants with its lender in an effort to have a more conventional debt repayment plan, which will result in increased cash flows and give the Company the flexibility to implement its strategic initiatives and preserve cash. Recent discussions with our lenders have indicated our required principal payments on long term debt will be reduced by approximately $160 thousand per month, with an anticipated effective date in early June 2009.

Our overall outlook for 2009 is cautionary but positive. It will be a difficult year for our industry, however with the diversification of our construction services, combined with focus of streamlining operations, updating our equipment fleet and our cash management measures, Enterprise is well positioned operationally and financially for continued growth in 2009.

Capital management

The primary objective of capital management is to ensure the Company has sufficient capital to support its business and maximize shareholder value. The Company manages its capital in proportion to risk of the underlying assets and makes adjustments in light of changes in economic conditions and risks. The Company's strategy remains unchanged from the prior periods. Management considers its capital structure to include all related debt and equity of the Company.

The Company's objectives when managing capital are:

- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders

- to provide an adequate return to shareholders by pricing services commensurately with the level of risk, and

- to finance its operations and growth strategies

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares, or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Net debt is calculated as total debt (as shown in the balance sheet less accounts payable and accrued liabilities) less cash and cash equivalents. Adjusted capital comprises all components of equity (share capital, contributed surplus, warrants and retained earnings), other than amounts in accumulated other comprehensive income relating to the portfolio investment, and includes subordinated debt.

	Mar. 31, 2009	Mar. 31, 2008
Total debt	$15,681,041	$19,214,339
Less: cash and cash equivalents	(500,933)	(507,338)
Less: Accounts payable and accrued liabilities	(2,967,044)	(3,657,884)
Less: Future income taxes	nil	(381,000)
Net debt	12,213,064	14,668,117
Total equity	15,802,234	29,837,116
Add: subordinated debt instruments	500,000	1,000,000
Add: amounts in accumulated other comprehensive (loss) relating to portfolio investment	(48,320)	(22,560)
Adjusted capital	$16,253,914	$30,814,556
Debt-to-adjusted capital ratio	0.75	0.48

The increase in the debt-to-adjusted capital ratio resulted primarily from $15.1 million of goodwill impairment losses recognized at December 31, 2008, which was offset by the reduction in net debt that occurred on the sale of property, plant and equipment, as well as the accelerated long-term debt repayment schedule.

RISKS AND UNCERTAINTIES

This document contains forward-looking information based upon current expectations that involve a number of business risks and uncertainties. These business risks and uncertainties may cause actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking information.

Financial Instruments and Business Risks
The Company holds various forms of financial instruments. Financial instruments consist of the Company's cash and cash equivalents, portfolio investment, accounts receivable, bank indebtedness, accounts payable and accrued liabilities, and long term debt. The nature of these instruments and the manner in which the Company operates exposes the Company to interest rate, credit and fair value risk. The Company manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

The Company's primary activities revolve around providing construction services to energy, utility and infrastructure markets in Western Canada. The demand, price and terms of these services are dependent on the level of activity in the industry, which in turn depends on several other factors.

Interest Rate Risk
The Company's short term borrowings are based on floating rates and are subject to interest rate cash flow risk as the required cash flows to service the debt will fluctuate with changes in market rates. Interest on fixed rate debt varies between 0.00 % and 9.98%.

The Company minimizes its exposure to interest rate risks by securing financing with a fixed interest rate for some of its capital asset acquisitions and limiting its financing terms to not more than sixty months. Management has assessed the effect of a 1% interest rate increase or decrease in the prime lending rate would impact the Company's annual interest expense by approximately $92 thousand and has determined that the effect on annual interest expense would be minimal. The Company has not entered into any derivative agreements to mitigate this risk.

Credit Risk

Credit risk arises from the potential that a customer will fail to perform its obligations. The Company is exposed to credit risk from customers. This risk is elevated in the current year due to the impact of the current credit market and economy on its customers. The Company's maximum exposure is the value of its accounts receivable. However, to mitigate this risk the Company regularly reviews customer credit limits.

The Company has accounts receivable from customers in the oil and gas industry, as well as the utilities and infrastructure industry. Credit risk is mitigated due to the Company's significant customers being large industry leaders, following a program of credit evaluation and limiting the amount of customer credit where deemed necessary. Included in accounts receivable at March 31, 2009 was $7,351,761 or 61%, of total accounts receivable owing from three customers due to the significant contracts in progress at March 31, 2009. As at March 31, 2009 the Company's exposure to credit risk in this area was as follows:

	Total	**Current 1 – 90 days**	**91 + days**
Accounts Receivable	$12,004,820	$9,403,331	$2,601,489

All of the Company's cash is held at one institution and as a result the Company has concentration of credit risk.

Fair Value Risk

The carrying amounts of cash and cash equivalents, accounts receivable, bank indebtedness, and accounts payable and accrued liabilities approximate their fair values due to the short term maturity of these instruments. The fair value of long term-debt approximates its carrying value as the interest rates on these instruments do not differ significantly from current market rates. The Company's portfolio investment is subject to market price and liquidity risk.

Liquidity Risk and Capital Resources

Liquidity risk is defined as the risk associated with the Company not being able to meet its financial obligations as they come due. The Company manages liquidity risk to ensure it has sufficient cash and credit facilities to meet its obligations under both normal and adverse conditions by managing net working capital, monitoring cash flow requirements and maintaining flexibility with its line of credits.

The Company has working capital of $807,200 as at March 31, 2009 (March 31, 2008 - working capital of $1,184,637).

Accounts payable and accrued liabilities as at March 31, 2009 totaled $2,967,044 which is payable within 30-45 days.

The Company has an authorized revolving line of credit of $9,000,000, of which $6,600,000 was available based on margins as at March 31, 2009. $6,530,000 was outstanding as at March 31, 2009. The revolving demand loan bears interest at prime plus 0.75% (3.25% at March 31, 2009).

The Company has a capital line of credit available in the maximum amount of $2,500,000 to finance equipment acquisitions. The various loans bear interest at prime plus 1% and are repayable in monthly blended payments over terms ranging from 24 to 48 months. The Company has $723,713 available on its capital line of credit as at March 31, 2009.

The Company's estimated principal repayments over the next twelve months are $3,210,410. Enterprise is currently re-negotiating its long term debt, credit facilities and associated covenants with its lender in an effort to have a more conventional debt repayment plan, which will result in increased cash flows and give the Company the flexibility to implement its strategic initiatives and preserve cash. Recent discussions with our lenders have indicated our required principal payments on long term debt will be reduced by approximately $160 thousand per month, with an anticipated effective date in early June 2009. Regardless of the outcome of the negotiations, the Company anticipates that its current cash resources will be sufficient to meet all anticipated obligations throughout the fiscal year.

The Company's contractual obligations are as follows:

Contractual Obligations	Total	2010	2011	2012	2013	2014	After 5 years
Long-term debt including capital leases	$5,539,623	$3,210,410	$1,241,579	$670,271	$140,499	$68,137	$208,727
Operating leases	1,291,878	824,228	289,735	170,620	7,295	nil	nil
Total	$6,831,501	$4,034,638	$1,531,314	$840,891	$147,794	$68,137	$208,727

Financial Statistics and Ratios	Mar. 31, 2009	Mar. 31, 2008
Working capital ratio[1]	1.06:1	1.08:1
Total funded debt to capitalization[2]	0.51:1	0.58:1
Net capital assets to long-term debt	2.74:1	2.10:1

[1] *Working capital is current assets less current liabilities*

[2] *Capitalization includes funded debt, subordinated debt and shareholders' equity*

Other Risks

Other risks include:

- Commodity pricing – Fluctuation in the price of petroleum products is a business risk that impacts the Company directly. Oil and gas prices determine the economic feasibility of exploration and drilling activity in the oil and gas industry, to which the Company provides its services. High prices increase demand for the Company's services, while adverse or lower prices impact the Company's ability to generate revenues.

- Production declines and new discoveries – New discoveries of oil and gas reserves lead to an increase in the demand for the Company's services. On the other hand, declines in production result in decreased demands for the Company's services. Either situation directly impacts the operating results of the Company.

- Access to capital – The Company is dependent on access to equity or debt financing to fund capital expansion programs when operating cash flows are not sufficient to do so. To date, sufficient capital has been obtained to meet the Company's capital expansion and acquisition requirements. Any further capital expansion or acquisitions that cannot be funded through operating cash flows will require external financing, the availability of which is dependent on economic factors such as interest rates, investor and creditor confidence, and industry profitability.

- Weather – The Company operates heavy equipment, the movement of which requires reasonable weather and road conditions. In the spring season this is especially true, with spring breakup making many secondary roads impassable. Since heavy equipment cannot be moved under these conditions, the Company's operating results are subject to significant decreases during this time period. To mitigate this risk, the Company is diversifying its operations to other industries enabling the Company to perform services elsewhere during the spring.

- Available workforce – The ability to perform services is contingent upon sufficient and appropriately skilled staff being available. Obtaining personnel is crucial to the Company's ability to meet demand for its services.

- Recession Risk – Should the current challenging economic environment slide into a deep recession, demand for the Company's services would be reduced and have a negative impact on revenues and earnings. This would result in the company implementing cost control measures and possibly expanding its services into other industries in order to manage through the recession. Management has already implemented some cost cutting measures and is currently reviewing other areas for possible cost savings. In addition, due to the Company's aggressive repayment plan on long term debt, Enterprise is not heavily leveraged, limiting the Company's exposure.

- Cyclicality – The Company has a significant portion of its revenues tied directly to oil and gas pipeline construction industry in Western Canada. These revenues are subject to any cyclicality of the industry. To mitigate this risk the Company has diversified its revenue stream to include pipeline maintenance, transportation infrastructure, and directional drilling and installation of underground utility infrastructure, all of which are less seasonal than pipeline construction.

- Insurance – The Company believes the insurance coverage it has in place is appropriate for the nature of its services provided and its associated risks, however such coverage may not be adequate. To mitigate this risk, management reviews the Company's insurance coverage on a regular basis.

- Competition – The Company's ability to provide cost-effective, quality service to its customers is essential to help mitigate the Company's business risk of competition.

A change in any one of these factors could have a material impact on the financial performance of the Company. The above discussion of risks is not intended to be all-inclusive. The intention of the discussion is to highlight for the reader what are typical risks for this industry.

CRITICAL ACCOUNTING ESTIMATES

Preparation of our unaudited consolidated interim financial statements requires we make assumptions regarding accounting estimates for certain amounts contained within such statements. Significant accounting estimates applied in this interim period are measured using the same methodologies as disclosed in our MD&A for the year ended December 31, 2008 unless otherwise stated in the "Changes of Accounting Estimate" section of this MD&A. Such estimates for this interim period include: estimated useful lives of intangible assets and property, plant and equipment, asset impairment, and estimates on various taxation amounts.

Changes in Accounting Estimate

Useful Lives of Property Plant and Equipment
During the first quarter of 2009, the Company evaluated the amortization of its construction equipment. As a result of this review it was determined to include salvage values in the calculation of amortization. This change has been accounted for on a prospective basis with effect from January 1, 2009. The Company has determined this will provide a more reasonable allocation of the cost of the assets to the periods they are used.

ADOPTION OF NEW ACCOUNTING POLICIES

Goodwill and Intangible Assets

The CICA issued a new standard, Section 3064 Goodwill and intangible assets. Standards concerning goodwill are unchanged from the previous Handbook Section 3062; however, this new section provides guidance for the treatment of preproduction and start up costs and requires these costs be expensed as incurred. This new section is effective for fiscal years beginning on or after October 1, 2008. The adoption of this standard will have no impact on the Company's financial statements.

RECENT ACCOUNTING PRONOUNCEMENTS ISSUED BUT NOT YET ADOPTED

International Financial Reporting Standards

In February 2008, the Canadian Accounting Standards Board ("AcSB") confirmed that the use of International Financial Reporting Standards ("IFRS) would be required for Canadian publicly accountable enterprises for years beginning on or after January 1, 2011, and the Company will implement it as at January 1, 2011. The AcSB also stated that, during the transition period, enterprises will be required to provide comparative figures in accordance with IFRS. The IFRS will require additional financial statement disclosures and, while the organization's conceptual framework is similar to GAAP, companies will have to take into account differences in accounting principles. The Company is currently implementing a program, and accordingly has started the training and the analysis of adopting IFRS on the consolidated financial statements.

INTERNAL CONTROLS OVER DISCLOSURE AND FINANCIAL REPORTING

Disclosure Controls and Procedures

Management, including the Chief Executive Officer and Chief Financial Officer, have established and maintained disclosure controls and procedures for the Company in order to provide reasonable assurance that material information relating to the Company is made known to it in a timely manner, particularly during the period in which the annual and quarterly filings were being prepared. Management has evaluated the effectiveness of the Company's disclosure controls and procedures. The evaluation included documented review, enquiries and observation of the process and control performance. Based upon this evaluation, management believes the Company's disclosure and controls procedures, as defined in Multilateral Instrument 52-109, to be effective in providing such reasonable assurances as at March 31, 2009.

Internal Controls over Financial Reporting

The Chief Executive Officer and Chief Financial Officer, together with other members of management, have designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial reporting in accordance with GAAP. The control framework used to evaluate the Company's internal controls over financial reporting is issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). It should be noted, that the Company's control system, no matter how well designed, can provide only reasonable, but not absolute, assurance of detecting, preventing, and deterring errors or fraud. During the period ended March 31, 2009, no changes were made to internal controls over financial reporting that would have materially affected, or would likely materially affect, such controls.

NON-GAAP MEASURES

In addition to using financial measures prescribed by GAAP, a certain non-GAAP measure is also used in this MD&A. This non-GAAP measure is "EBITDAS".

References in this MD&A to EBITDAS are to net income before interest, taxes, depreciation, amortization and stock-based compensation.

EBITDAS is not an earnings measure recognized by GAAP and does not have a standardized meaning prescribed by GAAP. Management believes that EBITDAS is an appropriate measure in evaluating the Company's performance.

EBITDAS should not be construed as an alternative to net income or cash flow from operating activity (as determined under GAAP) as an indicator of financial performance or to cash flow from operating activities (as determined under GAAP) as a measure of liquidity and cash flow. The Company's method of calculating EBITDAS may differ from the methods used by other issuers and, accordingly, the Company's EBITDAS may not be comparable to similar measures used by other issuers. This non-GAAP performance measure, EBITDAS, does not have any standardized meaning prescribed by GAAP and therefore is unlikely to be comparable to similar measures presented by other companies. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

Reconciliation of EBITDAS to Historical Results (GAAP)

Statement of Income (Loss) ($000's except per share amounts)	**Three months ended Mar. 31, 2009**	**Three months ended Mar. 31, 2008**
Net income (loss)	$(55)	$1,856
Add:		
Income taxes (recovery)	(22)	630
Interest *	115	203
Amortization **	450	613
EBITDAS	$488	$3,302

* *Interest includes short term interest and interest on long term debt*
** *Amortization includes (gain)/loss on sale of equipment*

FORWARD-LOOKING INFORMATION

Certain information in the MD&A, other than statements of historical fact, may include forward-looking information that involves various risks and uncertainties. Forward-looking statements may contain words such as "may", "will", "should", "could", "anticipate", "believe", "expect", "intend", "plan", "potential", "continue", and similar expressions and statements relating to matters that are not historical facts. These may include, without limitation, statements based on current expectations involving a number of risks and uncertainties related to pipeline and facilities construction and maintenance services associated with the oil and gas and industries and utility services and the domestic and worldwide supplies and commodity prices of oil and gas.

These risks and uncertainties include, but are not limited to, seasonal weather patterns, maintaining and increasing market share, government regulation of energy and resource companies, terrorist activity, the price and availability of alternative fuels, the availability of pipeline capacity, potential instability or armed conflict in oil producing regions, overall economic environment, the success of integrating and realizing the potential of acquisitions, ability to attract and retain key personnel, technological change, demand for services provided by Enterprise, and fluctuations in the value of the Canadian dollar relative to the US dollar.

These risks and uncertainties may cause actual results to differ from information contained herein. There can be no assurance that such forward-looking information will prove to be accurate. Actual results and future events could differ materially from those anticipated in such forward-looking information. The forward-looking information is based on the estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. The Company assumes no obligation to update forward-looking information should circumstances or management's estimates or opinions change as a result of new information or future events. Readers should not place undue reliance on forward-looking information.

ADDITIONAL INFORMATION

Additional information, including the Company's Annual Information Form, can be found on SEDAR at www.sedar.com or the Company web site at www.enterpriseoil.ca.

MANAGEMENT TEAM / BOARD OF DIRECTORS

Leonard D. Jaroszuk, President, Chief Executive Officer and Director

Desmond O'Kell, Vice President and Corporate Secretary

Ron Ingram, Director

Jason Krueger, CFA, Director

James P. Stout, CA, Director

Nick Demare, CA, Director

PIPELINE CONSTRUCTION BOARD OF ADVISORS

Troy Thompson, Project Manager – Central Alberta

Tom Lavender, General Manager – Sherwood Park Operations

Doug Watt, General Manager. – Slave Lake Operations

Rick Wesolowski, General Manager - Peace River Operations

James Chorney, Independent Advisor – Engineering & Pipeline Construction

OFFICE TEAM

Colette Dziwenka, Interim Chief Financial Officer/Corporate Controller

Francine Coleman, Divisional Controller, Wainwright/Peace River Operations

Yvette Butz, Divisional Controller, Slave Lake Operations

Darlene Hubscher, Divisional Controller, Sherwood Park Operations

Angela Hatt, Human Resources / Safety Coordinator

CONTACT INFORMATION

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