

**Via SEDAR**

April 30, 2002

All Securities Commissions in Canada

Dear Sirs:

**Re: Offer (the "Offer") by Flock Resources Ltd. (the "Company") for all of the Partnership Units of NCE Energy Assets (1993) Fund, NCE Oil & Gas (1993) Fund, NCE Energy Assets (1994) Fund, NCE Oil & Gas (1994) Fund, NCE Energy Assets (1995) Fund, NCE Oil & Gas (1995) Fund, NCE Energy Assets (1996) Fund, NCE Oil & Gas (1996) Fund, NCE Oil & Gas (1997) Fund (the "Partnerships")**

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We confirm that we are proceeding to mail the Company's offer to purchase and supporting documents to acquire all of the issued and outstanding units of each of the Partnerships listed above. In this regard, we are filing via SEDAR the following documents:

1. Take-Over Bid Circular (which incorporates certain documents, and includes the consent of Burnet, Duckworth & Palmer LLP);
2. Letter of Transmittal;
3. Notice of Guaranteed Delivery; and
4. Filing fees for each of the securities commissions.

I trust the foregoing is satisfactory. However, if you require anything further, please do not hesitate to give me a call directly at (403) 260-0267. Best regards.

Yours truly,

BURNET, DUCKWORTH & PALMER LLP

(signed) "J.G. (Jeff) Lawson"  
J.G. (Jeff) Lawson

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**BD&P**

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