

FORM 42

REPORT OF TAKE-OVER BID
ISSUER BID OR APPLICATION UNDER CLAUSE 104(2)(c)
OF THE ACT

(Subsection 203.1(1) of the Regulation)

Securities Act

1. Name and address of the offeree issuer:

NCE Oil & Gas (1994) Fund
130 King Street West
Suite 2850
P.O. Box 104
Toronto, Ontario
M5X 1A4

2. Name and address of the offeror:

Flock Resources Ltd.
600, 444 – 7th Avenue S.W.
Calgary, Alberta
T2P 0X8

3. What is the designation of the class(es) of the securities that are subject to the bid? (Include the CUSIP number):

Units; CUSIP N/A

4. What is the date of the bid?

April 30, 2002

5. What is the maximum number of securities sought by the offeror for each class of securities subject to the bid?

10,036

6. What is the value, expressed in Canadian dollars, of the consideration offered per security for each class of securities subject to the bid?

\$589.92

7. What is the number of securities of each class subject to the bid, excluding the offeror's securities, that are held by securityholders whose last address as shown on the books of the offeree issuer is in Ontario?

5,070

8. What is the fee payable in respect of the bid, as calculated under subsection 32(1) of Schedule 1?

\$1,000

9. The information given in this report is true and complete.

DATED this 30th day of April, 2002.

Flock Resources Ltd.

(Name of Offeror)

By: "Jeff Lawson"

(Signature)

J.G. (Jeff) Lawson

(Name of person signing the Form)

Assistant Secretary

(Office or capacity)