



**British Columbia  
Securities Commission**

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February 4, 2002

File No: S102856-4

Project No: 411766

R. Steve Thomas  
Borden Ladner Gervais LLP  
Ottawa

Dear R. Steve Thomas:

**Thermal Energy International Inc. (the "Issuer")  
Offering Under Section 74(2)(7)  
Rights Offering Circular Dated January 31, 2002**

The Executive Director acknowledges receipt of written notice by the Issuer of its intention to sell securities of its own issue to the holders of its securities pursuant to the exercise of a right, transferable or otherwise.

The Executive Director has not objected to the offering or has withdrawn objections previously raised.

Yours truly,

*William Fisk*

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William Fisk  
Securities Analyst  
Corporate Finance

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