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Autorité des marchés financiers
Alberta Securities Commission
British Columbia Securities Commission
Nova Scotia Securities Commission
New Brunswick Securities Commission

Ontario Securities Commission
The Manitoba Securities Commission
Saskatchewan Securities Commission
Prince Edward Island Securities Office
Securities Commission of Newfoundland and
Labrador

Dear Sirs:

RE: Boralex Power Income Fund Trust Agreement

On behalf of Boralex Power Inc., the administrator of Boralex Power Income Fund (the "Fund") we have been requested to refile the trust agreement (the "Trust Agreement") made as of December 20, 2001 among the Trustee, the Settlers and the Unitholders (as such terms are defined in the Trust Agreement).

We believe that it is prudent, and in the best interests of the Unitholders, to refile the Trust Agreement to provide for the inclusion of its Schedules, which were omitted in the initial filing of the Trust Agreement.

Trusting the whole is satisfactory, we remain,

Yours truly,

Fraser Milner Casgrain LLP

(s) Scott Rozansky