



VIA SEDAR

January 14, 2002

Borden Ladner Gervais

Attention: Brian D. Behrman

Dear Sirs/Mesdames:

**Re: Fidelity RSP Global Opportunities Fund (the “Existing Top Fund”)
MRRS Exemptive Relief Application under National Instrument 81-102 Mutual Funds
 (“NI 81-102”), Application No. 1333/01, SEDAR No. 408961**

By letter dated December 10, 2001 (the “Application”), you applied to the securities regulatory authority or regulator in each of the provinces and territories of Canada (the “Decision Maker”), on behalf of Fidelity Investments Canada Limited (“Fidelity”), as manager of the Existing Top Fund and other mutual funds established by Fidelity from time to time (the “Future Top Funds” and collectively with the Existing Top Fund, the “Top Funds”), for exemptions from the following provisions of NI 81-102 in order to permit each Top Fund to invest its assets directly and indirectly (through derivative exposure), in a specified mutual fund managed by Fidelity (each an “Underlying Fund”):

- subsections 2.1(1) and 2.2(1);
- clause 2.5(1)(a); and
- clauses 5.5(1)(d) and 2.8(1)(d).

We confirm that further to discussions with staff, relief from subsection 2.2(2) and section 4.2 of NI 81-102 were withdrawn by letter dated December 28, 2001.

A preliminary simplified prospectus and annual information form (the “Prospectus”) has been filed under SEDAR Project No. 408120 with respect to the Existing Top Fund and is currently under review.

To achieve its investment objective, each Top Fund will invest its assets such that the units of the Top Fund will be “qualified investments” for registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and similar plans (“Registered Plans”) and will not constitute “foreign property” under the *Income Tax Act* (Canada). This will primarily be achieved through the implementation of a derivative strategy that provides a return linked to the returns of a specified Underlying Fund. The Top Fund will also invest a portion of its assets directly in securities of the Underlying Fund. This investment will at all times be below the maximum foreign property limit for Registered Plans (the “Permitted Limit”).

This letter confirms that, based on the information and representations contained in the Application, and for the purposes described in the Application, the Decision Makers hereby grant exemptions from the following regulatory requirements:

- (a) subsection 2.1(1) of NI 81-102 - to permit each Top Fund to obtain exposure, through the use of forward contracts and other specified derivatives (the “Forward Contracts”), to a specified Underlying Fund beyond the prescribed limits, as determined under subsections 2.1(3) and (4);
- (b) subsections 2.1(1) and 2.2(1) and clause 2.5(1) of NI 81-102 - to permit each Top Fund to invest directly in units of a specified Underlying Fund beyond the prescribed limits;
- (c) clause 2.8(1)(d) of NI 81-102 - to permit each Top Fund, in respect of its exposure under the Forward Contracts, to have a shortfall in its cash cover position for a period not to exceed one business day; and
- (d) clause 5.5(1)(d) of NI 81-102 - to permit each Top Fund to suspend the right of its securityholders to redeem securities of the Top Fund, whenever the right to redeem securities of its Underlying Fund is suspended in accordance with subsection 10.6(1) of NI 81-102.

The Decision Makers grant the exemptions to permit each of the Top Funds to gain exposure to a specified Underlying Fund through Forward Contracts, subject to the following conditions:

- a. there is no duplication of fees or sales charges to the Top Fund’s securityholders as a result of gaining exposure to the Underlying Fund through Forward Contracts;
- b. to the extent that the Top Fund and the Underlying Fund do not use a combined simplified prospectus and annual information form containing disclosure about the Top Fund and the Underlying Fund, copies of the simplified prospectus and annual information form of the Underlying Fund have been provided upon request to securityholders of the Top Fund and the right to receive these documents is disclosed in the simplified prospectus of the Top Fund;
- c. all of the disclosure and notice material prepared in connection with a meeting of securityholders of the Underlying Fund and received by the Top Fund has been provided to its securityholders;
- d. in addition to receiving the annual and, upon request, the semi-annual financial statements of the Top Fund, securityholders of the Top Fund have received the annual and, upon request, the semi-annual financial statements, of the Underlying Fund in either a combined report, containing financial statements of the Top Fund and the Underlying Fund, or in a separate report containing the financial statements of the Underlying Fund; and
- e. the simplified prospectus of the Top Fund contains full disclosure of:
 - (i) the investment objectives, strategies and risks of the Underlying Fund, and

- (ii) the fact that securityholders of the Top Fund have no direct voting rights in respect of any changes, whether fundamental or otherwise, that may be proposed to the Underlying Fund.

The Decision Makers grant the exemptions to permit each of the Top Funds to invest directly in units of specified Underlying Funds, subject to the following conditions:

1. the Decision, as it relates to the jurisdiction of a Decision Maker, will terminate one year after the publication in final form of any legislation or rule of that Decision Maker dealing with matters in subsection 2.5 of NI81-102.
2. the Decision shall only apply if, at the time a Top Fund makes or holds an investment in an Underlying Fund, the following conditions are satisfied:
 - (a) the securities of both the Top Fund and the Underlying Fund are being offered for sale in the jurisdiction of the Decision Maker pursuant to a simplified prospectus and annual information form which has been filed with and accepted by the Decision Maker;
 - (b) the investment by the Top Fund in the Underlying Fund is compatible with the fundamental investment objectives of the Top Fund;
 - (c) the investment objective of the Top Fund discloses that the Top Fund invests directly and indirectly (through derivative exposure) in the Underlying Fund, the name of the Underlying Fund and that the Top Fund is fully eligible for registered plans;
 - (d) the Underlying Fund is not a mutual fund whose investment objective includes investing directly or indirectly in other mutual funds;
 - (e) the Top Fund restricts its direct investment in the Underlying Fund to a percentage of its assets that is within the Permitted Limited;
 - (f) there are compatible dates for the calculation of the net asset value of the Top Fund and the Underlying Fund for the purpose of the issue and redemption of the securities of such mutual funds;
 - (g) no sales charges are payable by the Top Fund in relation to its purchases of securities of the Underlying Fund;
 - (h) no redemption fees or other charges are charged by the Underlying Fund in respect of the redemption by the Top Fund of securities of the Underlying Fund owned by the Top Fund;
 - (i) no fees and charges of any sort are paid by the Top Fund and the Underlying Fund, by their respective managers or principal distributors, or by any affiliate or associate of

any of the foregoing entities to anyone in respect of the Top Fund's purchase, holding or redemption of the securities of the Underlying Fund;

- (j) the arrangements between or in respect of the Top Fund and the Underlying Fund are such as to avoid the duplication of management fees;
- (k) any notice provided to securityholders of the Underlying Fund, as required by applicable laws or the constating documents of the Underlying Fund, has been delivered by the Top Fund to its securityholders;
- (l) all of the disclosure and notice material prepared in connection with a meeting of securityholders of the Underlying Fund and received by the Top Fund has been provided to its securityholders, the securityholders have been permitted to direct a representative of the Top Fund to vote its holdings in the Underlying Fund in accordance with their direction, and the representative of the Top Fund has not voted its holdings in the Underlying Fund except to the extent the securityholders of the Top Fund have directed;
- (m) in addition to receiving the annual and, upon request, the semi-annual financial statements, of the Top Fund, securityholders of the Top Fund have received the annual and, upon request, the semi-annual financial statements, of the Underlying Fund in either a combined report, containing financial statements of the Top Fund and Underlying Fund, or in a separate report containing the financial statements of the Underlying Fund; and
- (n) to the extent that the Top Fund and the Underlying Fund do not use a combined simplified prospectus and annual information form containing disclosure about the Top Fund and the Underlying Fund, copies of the simplified prospectus and annual information form of the Underlying Fund have been provided upon request to securityholders of the Top Fund and the right to receive these documents is disclosed in the simplified prospectus of the Top Fund.

Yours very truly,

Merilyn Dasil
Merilyn Dasil
Senior Legal Counsel
Investment Funds, Capital Markets
(416) 593-8064