



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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VIA SEDAR

May 14, 2002

Borden Ladner Gervais

Attention: Brian D. Behrman

Dear Mr. Behrman:

**Re: Mackenzie Proposed Funds Mergers
MRRS Exemptive Relief Application pursuant to section 19.1 of National Instrument
81-102 Mutual Funds ("NI 81-102")
- SEDAR #435442 ; Application No. 300/02**

By letter dated April 9, 2002 (the "Application"), you applied to the regulator or the securities regulatory authority in each of the provinces and territories of Canada (collectively, the "Decision Makers") on behalf of the Mackenzie Financial Corporation (the "Manager") and on behalf of the Top Funds (as defined below) for exemptive relief from the restrictions in subsection 2.1(1), clauses 2.2(1)(a) and 2.5(1)(a) of NI 81-102 to permit a series of fund-on-fund structures, as shown in the following table:

Merger	Top Funds, individually as a "Top Fund"	Underlying Funds, individually as an "Underlying Fund"
A	Mackenzie Universal Select Managers USA Capital Class	Mackenzie Universal Americas Fund
B	Mackenzie Universal Select Managers Japan Capital Class	Mackenzie Universal Japan Fund
C	Mackenzie Universal World Science & Technology Capital Class	Mackenzie Universal Communications Fund, Mackenzie Universal Communications Capital Class, and Mackenzie Universal World Science & Technology Fund

Merger	Top Funds, individually as a "Top Fund"	Underlying Funds, individually as an "Underlying Fund"
D	Mackenzie Universal Internet Technologies Capital Class	Mackenzie Universal Internet Technologies Fund
E	Mackenzie Universal Diversified Equity Capital Class	Mackenzie Universal World Value Fund
F	Mackenzie Universal World Real Estate Capital Class	Mackenzie Universal World Real Estate Fund
G	Mackenzie Universal World Resource Capital Class	Mackenzie Universal World Resource
H	Mackenzie Universal Global Ethics Capital Class	Mackenzie Universal Global Ethics Fund

Above proposed mergers (collectively, the "Proposed Mergers" and individually as a "Proposed Merger") are being voted by securityholders of the Top Funds and the Underlying Funds at meetings of securityholders held on May 6 and May 7, 2002.

These fund-on-fund structures are required to facilitate the Proposed Mergers, until the Underlying Funds are terminated on or before December 31, 2002. Upon implementation of the Proposed Mergers, each Top Fund will be the sole unitholder of the Underlying Fund named in each Proposed Merger respectively.

This letter confirms that you have withdrawn your request for an approval pursuant to subsection 2.2(2) of NI 81-102 to allow a Top Fund to acquire a security other than as a result of a purchase, and as a result holds more than 10% of the voting or equity securities of an issuer.

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 exempt each of the Top Funds from the following requirements of NI 81-102:

- (i) subsection 2.1(1), to permit a Top Fund to invest more than 10 percent of its net assets in securities of the Underlying Fund named in each Proposed Merger;
- (ii) clause 2.2(1)(a), to permit a Top Fund to purchase securities of the Underlying Fund named in each Proposed Merger, even if, as a result of such purchase, the Top Fund would hold securities representing more than 10 percent of the voting or equity securities of the Underlying Fund;
- (iii) clause 2.5(1)(a), to permit a Top Fund to purchase securities of the Underlying Fund named in each Proposed Merger, even if such purchase exceeds the prescribed 10 percent aggregate limit (collectively as the "Decision").

The Decision, as it relates to the jurisdiction of a Decision Maker, will terminate on December 31, 2002;

The Decision shall only apply, if following conditions are satisfied:

- (a) the securities of both the Top Fund and the Underlying Fund are eligible 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 Underlying Fund is not a mutual fund whose investment objective includes investing directly or indirectly in other mutual funds;
- (d) subsequent to each Proposed Merger, each respective Underlying Fund will not issue additional units, other than investments as a result of distributions of the Underlying Fund;
- (e) the simplified prospectus of each Top Fund is amended to disclose details of the Proposed Merger;
- (f) no sales charges are payable by the Top Funds in relation to their purchase of units of the Underlying funds;
- (g) no fees or 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;
- (h) the arrangements between or in respect of the Top Fund and the Underlying Fund are such as to avoid the duplication of management fees;
- (i) each of the Top Fund will consolidate its investments in the corresponding Underlying Fund for preparing financial statements; and
- (j) the respective securityholders approve each Proposed Merger.

Yours truly,

Paul Dempsey
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