

SECURITIES AND EXCHANGE COMMISSION

FORM D/A

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act.
[amend]

Filing Date: **2013-01-10**
SEC Accession No. [0001512558-13-000001](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

MACKENZIE FLAGSHIP FUND 15, LLC

CIK: [1512558](#) | IRS No.: [274818920](#) | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: [021-155092](#) | Film No.: [13521798](#)

Mailing Address
*1640 SCHOOL STREET
MORAGA CA 94556*

Business Address
*1640 SCHOOL STREET
MORAGA CA 94556
925-631-9100*

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	June 30, 2012
Estimated average burden	
hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001512558](#) Previous Name(s) None Entity Type
[MPF FLAGSHIP FUND 15, LLC](#) Corporation
Name of Issuer [MACKENZIE FLAGSHIP FUND 15, LLC](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization [CALIFORNIA](#) General Partnership
 Business Trust
Year of Incorporation/Organization Other
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2011
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [MACKENZIE FLAGSHIP FUND 15, LLC](#)
Street Address 1 [1640 SCHOOL STREET](#) Street Address 2
City [MORAGA](#) State/Province/Country [CALIFORNIA](#) ZIP/Postal Code [94556](#) Phone No. of Issuer [925-631-9100](#)

3. Related Persons

Last Name	First Name	Middle Name
CAPITAL MANAGEMENT, LP	MACKENZIE	
Street Address 1 1640 SCHOOL STREET	Street Address 2	
City MORAGA	State/Province/Country CALIFORNIA	ZIP/Postal Code 94556

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)
[MANAGER](#)

Last Name	First Name	Middle Name
PATTERSON	CHARLES	EVANS
Street Address 1 1640 SCHOOL STREET	Street Address 2	
City	State/Province/Country	ZIP/Postal Code

MORAGA

CALIFORNIA

94556

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
FULLER	GLEN	
Street Address 1	Street Address 2	
1640 SCHOOL STREET		
City	State/Province/Country	ZIP/Postal Code
MORAGA	CALIFORNIA	94556

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
PATTERSON II	CHARLES	EVANS
Street Address 1	Street Address 2	
1640 SCHOOL STREET		
City	State/Province/Country	ZIP/Postal Code
MORAGA	CALIFORNIA	94556

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
KOSLOSKY	PAUL	
Street Address 1	Street Address 2	
1640 SCHOOL STREET		
City	State/Province/Country	ZIP/Postal Code
MORAGA	CALIFORNIA	94556

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
SIMPSON	CHRISTINE	
Street Address 1	Street Address 2	
1640 SCHOOL STREET		
City	State/Province/Country	ZIP/Postal Code
MORAGA	CALIFORNIA	94556

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name
DIXON ROBERT
Street Address 1 Street Address 2
1640 SCHOOL STREET
City State/Province/Country ZIP/Postal Code
MORAGA CALIFORNIA 94556

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name
MOSER JENNIFER
Street Address 1 Street Address 2
1640 SCHOOL STREET
City State/Province/Country ZIP/Postal Code
MORAGA CALIFORNIA 94556

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

4. Industry Group

- | | | |
|--|---|--|
| <input type="checkbox"/> Agriculture | <input type="checkbox"/> Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | <input type="checkbox"/> Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input checked="" type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Travel |
| <input type="checkbox"/> Hedge Fund | <input type="checkbox"/> Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Private Equity Fund | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Venture Capital Fund | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input checked="" type="checkbox"/> Other Investment Fund | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| *Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Other Banking & Financial Services | | |
| <input type="checkbox"/> Business Services | | |
| <input type="checkbox"/> Energy | | |
| <input type="checkbox"/> Coal Mining | | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |

Other Energy

5. Issuer Size

Revenue Range

- No Revenues
\$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 505
- Rule 504 (b)(1)(i) Rule 506
- Rule 504 (b)(1)(ii) Securities Act Section 4(6)
- Rule 504 (b)(1)(iii) Investment Company Act Section 3(c)
- Section 3(c)(1) Section 3(c)(9)
- Section 3(c)(2) Section 3(c)(10)
- Section 3(c)(3) Section 3(c)(11)
- Section 3(c)(4) Section 3(c)(12)
- Section 3(c)(5) Section 3(c)(13)
- Section 3(c)(6) Section 3(c)(14)
- Section 3(c)(7)

7. Type of Filing

New Notice Date of First Sale [2011-05-12](#) First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Pooled Investment Fund Interests | <input checked="" type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ 10,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
RICHARD GAGNE	1025516	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
VSR FINANCIAL SERVICES, INC.	14503	
Street Address 1	Street Address 2	
6642 PHELAN BOULEVARD		
City	State/Province/Country	ZIP/Postal Code
BEAUMONT	TEXAS	77706
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

- | |
|---------------|
| ARKANSAS |
| CALIFORNIA |
| COLORADO |
| FLORIDA |
| ILLINOIS |
| KENTUCKY |
| LOUISIANA |
| MARYLAND |
| MASSACHUSETTS |
| NEW YORK |
| PENNSYLVANIA |
| RHODE ISLAND |

TEXAS
UTAH
VIRGINIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
ROBERT SCHLEGEL	1029954	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
VSR FINANCIAL SERVICES, INC.	14503	
Street Address 1	Street Address 2	
745 FORT STREET 1614		
City	State/Province/Country	ZIP/Postal Code
HONOLULU	HAWAII	96813
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA
FLORIDA
HAWAII
INDIANA
OREGON
WASHINGTON

Recipient	Recipient CRD Number <input type="checkbox"/> None	
SABIN B. ALIBRANDI	4740878	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
FOOTHILL SECURITIES, INC.	1027	
Street Address 1	Street Address 2	
1999 S. BASOM AVENUE, SUITE 700		
City	State/Province/Country	ZIP/Postal Code
CAMPBELL	CALIFORNIA	95008
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
SCOTT HANISH	3202436	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
FOOTHILL SECURITIES	1027	
Street Address 1	Street Address 2	
3200 N. CENTRAL AVE, STE 200		
City	State/Province/Country	ZIP/Postal Code
PHOENIX	ARIZONA	85012
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

ARIZONA

- CALIFORNIA
- NEW JERSEY
- VIRGINIA
- WASHINGTON

Recipient	Recipient CRD Number <input type="checkbox"/> None	
JAMES HORN	1721412	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
FOOTHILL SECURITIES	1027	
Street Address 1	Street Address 2	
115 W BROADWAY AVE		
City	State/Province/Country	ZIP/Postal Code
MARYVILLE	TENNESSEE	37801
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

- ALABAMA
- ARIZONA
- CALIFORNIA
- FLORIDA
- GEORGIA
- ILLINOIS
- KENTUCKY
- LOUISIANA
- MARYLAND
- MISSISSIPPI
- MISSOURI
- NORTH CAROLINA
- OHIO
- OKLAHOMA
- SOUTH CAROLINA
- TENNESSEE
- TEXAS
- VIRGINIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
KEVIN NEVIN	2460059	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
CAPITAL GUARDIAN	137919	
Street Address 1	Street Address 2	
1660 HIGHWAY 100 S, SUITE 500		
City	State/Province/Country	ZIP/Postal Code
ST LOUIS PARK	MINNESOTA	55416
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

- COLORADO

FLORIDA
MINNESOTA
NORTH DAKOTA
SOUTH DAKOTA
TEXAS
WISCONSIN

Recipient	Recipient CRD Number <input type="checkbox"/> None	
NIR REGEV	1847410	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
VSR FINANCIAL SERVICES, INC	14503	
Street Address 1	Street Address 2	
261 CLARKSON EXECUTIVE PARK		
City	State/Province/Country	ZIP/Postal Code
ELLISVILLE	MISSOURI	63011
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA
FLORIDA
GEORGIA
ILLINOIS
MICHIGAN
MINNESOTA
MISSOURI
MONTANA
TEXAS

Recipient	Recipient CRD Number <input type="checkbox"/> None	
MARYELLEN TROTTER	862519	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
CENTAURUS FINANCIAL INC	30833	
Street Address 1	Street Address 2	
1515 E CEDAR AVE, STE C-5		
City	State/Province/Country	ZIP/Postal Code
FLAGSTAFF	ARIZONA	86004
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

ALASKA
ARIZONA
CALIFORNIA
COLORADO
FLORIDA
MISSISSIPPI
NEW YORK

Recipient
GAL G HOREV
(Associated) Broker or Dealer None
AMERICAN INVESTORS COMPANY

Recipient CRD Number None
5138931
(Associated) Broker or Dealer CRD Number None
38

Street Address 1
2682 BISHOP DR., SUITE 123

Street Address 2

City
SAN RAMON

State/Province/Country
CALIFORNIA

ZIP/Postal Code
94583

State(s) of Solicitation All States

Foreign/Non-US

CALIFORNIA

Recipient
JESSE J EIYNCK
(Associated) Broker or Dealer None
FINANCIAL WEST GROUP

Recipient CRD Number None
4050199
(Associated) Broker or Dealer CRD Number None
16668

Street Address 1
511 EAST SEVENTH STREET

Street Address 2

City
RED WING

State/Province/Country
MINNESOTA

ZIP/Postal Code
55066

State(s) of Solicitation All States

Foreign/Non-US

MINNESOTA
WISCONSIN

Recipient
CORY CHRISTIANSEN
(Associated) Broker or Dealer None
FINANCIAL WEST GROUP

Recipient CRD Number None
2716711
(Associated) Broker or Dealer CRD Number None
16668

Street Address 1
13750 MILLARD AVE., SUITE 203

Street Address 2

City
OMAHA

State/Province/Country
NEBRASKA

ZIP/Postal Code
68137

State(s) of Solicitation All States

Foreign/Non-US

ARKANSAS
CALIFORNIA
FLORIDA
IOWA
KANSAS
MINNESOTA
MISSOURI
NEBRASKA
NEVADA

NORTH CAROLINA
NORTH DAKOTA

Recipient

AGUSTIN J. MOLINA

(Associated) Broker or Dealer None

FINANCIAL WEST GROUP

Street Address 1

13750 MILLARD AVE, STE 203

City

OMAHA

State(s) of Solicitation All States

Recipient CRD Number None

5764714

(Associated) Broker or Dealer CRD Number None

16668

Street Address 2

State/Province/Country

NEBRASKA

Foreign/Non-US

ZIP/Postal Code

68137

ILLINOIS
IOWA
MISSOURI
NEBRASKA
NEVADA
NEW HAMPSHIRE
SOUTH DAKOTA

Recipient

JAMES D HORN

(Associated) Broker or Dealer None

FOOTHILL SECURITIES INC.

Street Address 1

115 W BROADWAY AVE

City

MARYVILLE

State(s) of Solicitation All States

Recipient CRD Number None

1721412

(Associated) Broker or Dealer CRD Number None

1027

Street Address 2

State/Province/Country

TENNESSEE

Foreign/Non-US

ZIP/Postal Code

37801

ALABAMA
ARIZONA
CALIFORNIA
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
ILLINOIS
KENTUCKY
LOUISIANA
MARYLAND
MISSISSIPPI
MISSOURI
NORTH CAROLINA
OHIO

OKLAHOMA
SOUTH CAROLINA
TENNESSEE
TEXAS
VIRGINIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
JENEEN S, PAUL	5238152	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
FOOTHILL SECURITIES INC.	1027	
Street Address 1	Street Address 2	
1999 S. BASCOM AVE. STE 700		
City	State/Province/Country	ZIP/Postal Code
CAMPBELL	CALIFORNIA	95008
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
MICHAEL DIPIETRO	2811047	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
CENTAURUS FINANCIAL, INC	20833	
Street Address 1	Street Address 2	
907 S. MYRTLE AVE		
City	State/Province/Country	ZIP/Postal Code
MONROVIA	CALIFORNIA	91016
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

ARIZONA
CALIFORNIA
IDAHO
MASSACHUSETTS
NORTH CAROLINA
SOUTH CAROLINA
UTAH
VIRGINIA
WASHINGTON

Recipient	Recipient CRD Number <input type="checkbox"/> None	
JILL D BEACH	2487684	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
CENTAURUS FINANCIAL, INC	30833	
Street Address 1	Street Address 2	
12291-A RED ARROW HIGHWAY	PO BOX 49125	

City
SAWYER
State(s) of Solicitation All States

State/Province/Country
MICHIGAN
 Foreign/Non-US

ZIP/Postal Code
49125

- COLORADO
- FLORIDA
- ILLINOIS
- INDIANA
- MICHIGAN
- TENNESSEE

Recipient
JIM HUGHES
(Associated) Broker or Dealer None
VSR FINANCIAL SERVICES, INC

Recipient CRD Number None
2964182
(Associated) Broker or Dealer CRD Number None
14503

Street Address 1
837 SOUTH WHEELER

Street Address 2

City
JASPER
State(s) of Solicitation All States

State/Province/Country
TEXAS
 Foreign/Non-US

ZIP/Postal Code
75951

- LOUISIANA
- TEXAS

Recipient
MICHAEL HEREK
(Associated) Broker or Dealer None
FINANCIAL WEST GROUP

Recipient CRD Number None
4163979
(Associated) Broker or Dealer CRD Number None
16668

Street Address 1
13750 MILLARD AVENUE

Street Address 2
STE 203

City
OMAHA
State(s) of Solicitation All States

State/Province/Country
NEBRASKA
 Foreign/Non-US

ZIP/Postal Code
68137

- ARIZONA
- ARKANSAS
- CALIFORNIA
- IOWA
- KANSAS
- MISSOURI
- NEBRASKA
- NEVADA
- NEW YORK
- NORTH CAROLINA
- PENNSYLVANIA

Recipient Recipient CRD Number None
DESTRY WITT 2176013
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
CENTAURUS FINANCIAL INC 30833
Street Address 1 Street Address 2
1498 SE TECH CENTER PLACE SUITE 160
City State/Province/Country ZIP/Postal Code
VANCOUVER WASHINGTON 98683
State(s) of Solicitation All States Foreign/Non-US

- MICHIGAN
- OREGON
- TEXAS
- WASHINGTON

Recipient Recipient CRD Number None
ALAN K FLAKE 209342
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
VSR FINANCIAL SERVICES INC 14503
Street Address 1 Street Address 2
4606 CYPRESS CREEK PARKWAY SUITE 400
City State/Province/Country ZIP/Postal Code
HOUSTON TEXAS 77069
State(s) of Solicitation All States Foreign/Non-US

- ARIZONA
- ARKANSAS
- CALIFORNIA
- COLORADO
- IDAHO
- NORTH CAROLINA
- OREGON
- TEXAS
- UTAH

Recipient Recipient CRD Number None
JEAN GANNETT 1809460
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
FOOTHILL SECURITIES 1027
Street Address 1 Street Address 2
18 ORINDA WAY
City State/Province/Country ZIP/Postal Code
ORINDA CALIFORNIA 94563

State(s) of Solicitation All States

Foreign/Non-US

ARIZONA
CALIFORNIA
COLORADO
FLORIDA
ILLINOIS
NEVADA
OREGON
WASHINGTON

13. Offering and Sales Amounts

Total Offering Amount \$ 4,500,000 USD or Indefinite

Total Amount Sold \$ 4,150,000 USD

Total Remaining to be Sold \$ 350,000 USD or Indefinite

Clarification of Response (if Necessary)

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, 15
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 82

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 330,950 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

SALES COMMISSIONS INCLUDE DUE DILIGENCE FEE

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 165,600 USD Estimate

Clarification of Response (if Necessary)

AN ESTIMATED ADDITIONAL PAYMENT OF \$207,000 HAS BEEN MADE TO ISSUER'S INVESTMENT ADVISER

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
MACKENZIE FLAGSHIP FUND 15, LLC	JEN MOSER	JEN MOSER	VICE PREIDENT	2013-01-10

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.