



Fidelity International Equity Private Pool of the Fidelity Capital Structure Corp.

**Semi-Annual
Management Report of
Fund Performance**

May 31, 2011



Caution Regarding Forward-looking Statements

Certain portions of this report, including, but not limited to, “Results of Operations” and “Recent Developments”, may contain forward-looking statements about the Class, including its strategy, risks, expected performance and condition. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “estimates” and similar forward-looking expressions or negative versions thereof.

In addition, any statement that may be made concerning future performance, strategies or prospects, and possible future Class action, is also a forward-looking statement. Forward-looking statements are based on current expectations and projections about future events and are inherently subject to, among other things, risks, uncertainties and assumptions about the Class and economic factors. Accordingly, assumptions concerning future economic and other factors may prove to be incorrect at a future date.

Forward-looking statements are not guarantees of future performance, and actual events and results could differ materially from those expressed or implied in any forward-looking statements made by the Class. Any number of important factors could contribute to these digressions, including, but not limited to, general economic, political and market factors in North America and internationally, interest and foreign exchange rates, global equity and capital markets, business competition, technological change, changes in government regulations, unexpected judicial or regulatory proceedings, and catastrophic events.

It should be stressed that the above-mentioned list of important factors is not exhaustive. You are encouraged to consider these and other factors carefully before making any investment decisions and you are urged to avoid placing undue reliance on forward-looking statements. Further, you should be aware of the fact that the Class has no specific intention of updating any forward-looking statements whether as a result of new information, future events or otherwise, prior to the release of the next Management Report of Fund Performance.

Semi-Annual Management Report of Fund Performance as at May 31, 2011 Fidelity International Equity Private Pool of the Fidelity Capital Structure Corp.

This semi-annual management report of fund performance contains financial highlights but does not contain the complete semi-annual financial statements for the investment fund. You can get a copy of the semi-annual financial statements at your request, and at no cost, by calling 1-800-263-4077, by writing to us at Fidelity Investments, 483 Bay St. Suite 300, Toronto ON M5G 2N7 or by visiting our website at www.fidelity.ca or SEDAR at www.sedar.com.

Security holders may also contact us using one of these methods to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record or quarterly portfolio disclosure relating to the investment fund.

Management Discussion of Fund Performance

Results of Operations

Fidelity International Equity Private Pool ("Class") invests substantially all of its assets in units of its Underlying Fund, Fidelity International Equity Investment Trust ("Underlying Fund").

Fidelity International Equity Private Pool, Series B, returned 7.8%, after fees and expenses, for the six-month period ended May 31, 2011. The net returns of the other series of this Class are similar to those of Series B, except for differences attributable to expense structures. By way of comparison, the broad-based benchmark, the MSCI World Index, returned 8.3% (in Canadian dollar terms) during the period. The Class' underperformance can be attributed to the overweight exposure to Japanese equities, which fared worse than global equities, owing to the earthquake in March 2011.

The Class' benchmark, the MSCI EAFE Index, broadly representative of developed international markets, returned 8.4% for the period under review. Security selection in the consumer staples and information technology sectors detracted from relative performance over the period. At the end of the period, the Underlying Fund had approximately 10.1% of its assets in the consumer staples sector and 5.2% in the information technology sector, compared with the benchmark weightings of 10.3% and 4.7%, respectively.

Global equities gained during the six-month period ending May 31, 2011. The global economy showed signs of improvement, with a revival in consumer sentiment and strong corporate earnings. Strong corporate earnings and an improving employment situation in the U.S. provided a boost to global stock markets. In Europe, renewed sovereign debt concerns in Greece caused investors to be wary of further deterioration. However, economic data from the region suggested that their economy was on a firmer footing. Political turmoil in the Middle East and North Africa led to a surge in oil prices, raising concerns about a potential slowdown in the economic recovery in developing economies. With the impact of the tsunami and earthquake in Japan, investors grew wary of riskier assets, leading to a rise in volatility. The economies in the Asia-Pacific (ex Japan) region continued to grow at a robust pace, particularly in China and India, despite monetary tightening measures by their central banks to control rising inflation.

From a sector perspective, the Underlying Fund broadly maintained its neutral approach, with exposures to all ten sectors similar in proportion to those of the MSCI EAFE Index.

Portfolio manager César Hernández increased the Underlying Fund's exposure to the telecommunication services sector, to take advantage of attractive valuations in select stocks. Exposure to the utilities sector was also increased amid volatile economic conditions. The portfolio manager reduced exposure to the financials sector during the period, particularly to European banks, due to concerns about the health of the finances of their countries.

Recent Developments

During the period, portfolio manager César Hernández has kept the Underlying Fund neutrally positioned in its sector and regional exposures, while focusing on stock selection to drive the Underlying Fund's relative performance. He is looking for investment opportunities in companies that exhibit attractive valuations and strong future prospects.

At the end of the six-month period, the Underlying Fund had its largest absolute exposures to financials, followed by industrials. As at May 31, 2011, active stock selection resulted in slightly overweight positions, relative to the benchmark, in the consumer discretionary, telecommunication services and information technology sectors and slight underweights in the utilities and financials sectors.

Independent Review Committee

Susan E.C. Mey retired from the Independent Review Committee on February 23, 2011, and Helen Meyer was appointed on the same date for a term of three years.

Accounting Standards

Changeover to International Financial Reporting Standards

The Canadian Accounting Standards Board (AcSB) of the Canadian Institute of Chartered Accountants (CICA) had planned to adopt International Financial Reporting Standards (IFRS), as published by the International Accounting Standards Board, effective January 1, 2011.

**Fidelity International Equity Private Pool of the Fidelity Capital Structure Corp.
Management Discussion of Fund Performance – continued**

In January 2011, the AcSB deferred the adoption of IFRS for investment companies, which include investment funds. Investment companies may continue to apply existing GAAP standards until fiscal years beginning on or after January 1, 2013.

The manager is reviewing and developing a plan to meet the above timetable for changeover to IFRS. The impact of IFRS on accounting policies and implementation decisions will mainly be in the areas of presentations and disclosures in the financial statements of the Class. Currently, two significant areas that may impact the presentation are IAS 32 Financial Instruments: Presentation, and IAS 27 Consolidated and Separate Financial Statements. The manager is currently assessing the Class' shareholder structure and investments to determine the impact of these standards. The manager has currently not identified any changes that will impact net asset value per share (NAVPS) as a result of the changeover to IFRS. However, this present determination is subject to change resulting from the issuance of new standards or new interpretations of existing standards.

Related Party Transactions

Manager and Portfolio Adviser

The Class is managed by Fidelity Investments Canada ULC (Fidelity). Fidelity is a wholly-owned subsidiary of FMR LLC. FMR LLC is the parent company of a group of subsidiaries collectively known as Fidelity Investments.

Fidelity provides or arranges for the provision of all general management and administrative services required by the Class in its day-to-day operations, including providing or arranging the provision of investment advice, establishment of brokerage arrangements relating to the purchase and sale of the investment portfolio, bookkeeping, record-keeping and other administrative services for the Class.

The Class' portfolio adviser is Fidelity and it provides investment advisory services to the Class.

As a result of providing investment advisory and management services, Fidelity receives a monthly management fee, based on the average net assets of each Series, calculated daily and payable monthly. The Class paid Fidelity management fees of \$38,000 for the period ended May 31, 2011.

Administration Fee

Fidelity charges the Class a fixed administration fee in place of certain variable expenses. Fidelity, in turn, pays all of the operating expenses of the Class, other than certain specified class costs (e.g. the fees and expenses of the Independent Review Committee, taxes, brokerage commissions and interest charges). The Class pays an annual rate based on the average net assets of each Series. The Class paid Fidelity administration fees of \$5,000 for the period ended May 31, 2011.

Financial Highlights

The following tables show selected key financial information about the Class and are intended to help you understand the Class' financial performance for the period end of the years shown. This information is derived from the Class' audited annual and/or unaudited semi-annual financial statements. Please see the front page for information about how you can obtain the Class' annual or semi-annual financial statements.

Series B

	Six-months ended May 31, 2011	2010	Periods ended November 30, 2009	2008 ^A
The Series' Net Assets per Share				
Net assets, beginning of period ^{B, H}	\$ 10.8353	\$ 11.1241	\$ 10.0816	\$ 10.0000
Increase (decrease) from operations:				
Total revenue	.1720	.1278	.0024	—
Total expenses	(.1233)	(.2267)	(.2169)	(.0032)
Realized gains (losses)	.0252	.0509	.3765	.0004
Unrealized gains (losses)	.6793	(.1218)	1.3296	.0844
Total increase (decrease) from operations^B	.7532	(.1698)	1.4916	.0816
Distributions:				
From income (excluding dividends)	—	—	—	—
From dividends	—	—	—	—
From capital gains	—	—	—	—
Return of capital	—	—	—	—
Total distributions^{B, C}	—	—	—	—
Net assets, end of period^{B, H}	\$ 11.6830	\$ 10.8353	\$ 11.1241	\$ 10.0816
Ratios and Supplemental Data				
Net asset value (000s) ^D	\$ 2,750	\$ 1,766	\$ 1,696	\$ 101
Shares outstanding ^D	235,323	162,997	152,364	10,000
Management expense ratio ^E	2.15%	2.12%	2.10%	2.10%
Management expense ratio before waivers or absorptions ^E	2.15%	2.12%	2.10%	2.10%
Portfolio turnover rate ^F	3%	19%	45%	—%
Trading expense ratio ^G	.30%	.43%	.62%	n/a

^A For the period October 31, 2008 to November 30, 2008.

^B Net assets and distributions are based on the actual number of shares outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of shares outstanding over the financial period. This table is not intended to be a reconciliation of beginning to ending net assets per share.

^C Distributions were paid in cash or reinvested in additional shares of the Class, or both.

^D This information is provided as at period end of the year shown.

^E Management expense ratio is based on total expenses for the stated period and is expressed as an annualized percentage of daily average net asset values during the period.

^F The Class' portfolio turnover rate indicates how actively the Class' portfolio adviser manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Class buying and selling all of the securities in its portfolio once in the course of the year. The higher the Class' portfolio turnover rate in a year, the greater the trading costs payable by the Class in the year, and the greater chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high portfolio turnover rate and the performance of the Class. The portfolio turnover rate is calculated based on the lesser of purchases or sales of securities divided by the weighted average market value of the portfolio securities, excluding short-term securities.

^G The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net assets during the period, based on the Class' pro-rata share of estimated trading costs incurred in each Underlying Fund. Trading expense ratio disclosure of n/a represents periods too short to accurately indicate true costs.

^H The net assets per share is calculated in accordance with Section 3855 of the CICA Handbook.

Series F

	Six-months ended May 31, 2011	Periods ended November 30, 2010	2009 ^A
The Series' Net Assets per Share			
Net assets, beginning of period ^{B, H}	\$ 10.0472	\$ 10.2046	\$ 10.0000
Increase (decrease) from operations:			
Total revenue	.1881	.0604	.0001
Total expenses	(.0583)	(.1052)	(.0169)
Realized gains (losses)	.0249	.0861	.3124
Unrealized gains (losses)	.6905	.1210	(.3960)
Total increase (decrease) from operations^B	.8452	.1623	(.1004)
Distributions:			
From income (excluding dividends)	—	—	—
From dividends	—	—	—
From capital gains	—	—	—
Return of capital	—	—	—
Total distributions^{B, C}	—	—	—
Net assets, end of period^{B, H}	\$ 10.8902	\$ 10.0472	\$ 10.2046
Ratios and Supplemental Data			
Net asset value (000s) ^D	\$ 1,632	\$ 1,588	\$ 189
Shares outstanding ^D	149,904	158,060	18,556
Management expense ratio ^E	1.09%	1.07%	1.06%
Management expense ratio before waivers or absorptions ^E	1.09%	1.07%	1.06%
Portfolio turnover rate ^F	3%	19%	45%
Trading expense ratio ^G	.30%	.43%	.62%

^A For the period October 5, 2009 to November 30, 2009.

^B Net assets and distributions are based on the actual number of shares outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of shares outstanding over the financial period. This table is not intended to be a reconciliation of beginning to ending net assets per share.

^C Distributions were paid in cash or reinvested in additional shares of the Class, or both.

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^E Management expense ratio is based on total expenses for the stated period and is expressed as an annualized percentage of daily average net asset values during the period.

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^H The net assets per share is calculated in accordance with Section 3855 of the CICA Handbook.

Financial Highlights – continued

Series F5

	Six-months ended May 31, 2011	Periods ended November 30, 2010	2009 ^A
The Series' Net Assets per Share			
Net assets, beginning of period ^{B, H}	\$ 18.8581	\$ 20.4000	\$ 20.0000
Increase (decrease) from operations:			
Total revenue	.3333	.2692	—
Total expenses	(.1296)	(.2308)	(.0200)
Realized gains (losses)	.0556	.0769	.5000
Unrealized gains (losses)	1.2963	(.4230)	(.0800)
Total increase (decrease) from operations^B	1.5556	(.3077)	.4000
Distributions:			
From income (excluding dividends)	—	—	—
From dividends	—	—	—
From capital gains	—	—	—
Return of capital	(.5100)	(1.0200)	(.1700)
Total distributions^{B, C}	(.5100)	(1.0200)	(.1700)
Net assets, end of period^{B, H}	\$ 19.9197	\$ 18.8581	\$ 20.4000
Ratios and Supplemental Data			
Net asset value (000s) ^D	\$ 1	\$ 1	\$ 1
Shares outstanding ^D	55	53	50
Management expense ratio ^E	1.16%	1.13%	1.06%
Management expense ratio before waivers or absorptions ^E	1.16%	1.13%	1.06%
Portfolio turnover rate ^F	3%	19%	45%
Trading expense ratio ^G	.30%	.43%	.62%

^A For the period October 5, 2009 to November 30, 2009.

^B Net assets and distributions are based on the actual number of shares outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of shares outstanding over the financial period. This table is not intended to be a reconciliation of beginning to ending net assets per share.

^C Distributions were paid in cash or reinvested in additional shares of the Class, or both.

^D This information is provided as at period end of the year shown.

^E Management expense ratio is based on total expenses for the stated period and is expressed as an annualized percentage of daily average net asset values during the period.

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^G The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net assets during the period, based on the Class' pro-rata share of estimated trading costs incurred in each Underlying Fund.

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Series F8

	Six-months ended May 31, 2011	Periods ended November 30, 2010	2009 ^A
The Series' Net Assets per Share			
Net assets, beginning of period ^{B, H}	\$ 18.1402	\$ 20.0000	\$ 20.0000
Increase (decrease) from operations:			
Total revenue	.3214	.2642	—
Total expenses	(.1250)	(.2264)	(.0200)
Realized gains (losses)	.0536	.0755	.5000
Unrealized gains (losses)	1.2500	(.4152)	(.0800)
Total increase (decrease) from operations^B	1.5000	(.3019)	.4000
Distributions:			
From income (excluding dividends)	—	—	—
From dividends	—	—	—
From capital gains	—	—	—
Return of capital	(.8100)	(1.6200)	(.2700)
Total distributions^{B, C}	(.8100)	(1.6200)	(.2700)
Net assets, end of period^{B, H}	\$ 18.8386	\$ 18.1402	\$ 20.0000
Ratios and Supplemental Data			
Net asset value (000s) ^D	\$ 1	\$ 1	\$ 1
Shares outstanding ^D	58	55	51
Management expense ratio ^E	1.16%	1.13%	1.06%
Management expense ratio before waivers or absorptions ^E	1.16%	1.13%	1.06%
Portfolio turnover rate ^F	3%	19%	45%
Trading expense ratio ^G	.30%	.43%	.62%

^A For the period October 5, 2009 to November 30, 2009.

^B Net assets and distributions are based on the actual number of shares outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of shares outstanding over the financial period. This table is not intended to be a reconciliation of beginning to ending net assets per share.

^C Distributions were paid in cash or reinvested in additional shares of the Class, or both.

^D This information is provided as at period end of the year shown.

^E Management expense ratio is based on total expenses for the stated period and is expressed as an annualized percentage of daily average net asset values during the period.

^F The Class' portfolio turnover rate indicates how actively the Class' portfolio adviser manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Class buying and selling all of the securities in its portfolio once in the course of the year. The higher the Class' portfolio turnover rate in a year, the greater the trading costs payable by the Class in the year, and the greater chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high portfolio turnover rate and the performance of the Class. The portfolio turnover rate is calculated based on the lesser of purchases or sales of securities divided by the weighted average market value of the portfolio securities, excluding short-term securities.

^G The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net assets during the period, based on the Class' pro-rata share of estimated trading costs incurred in each Underlying Fund.

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Financial Highlights – continued

Series I

	Six-months ended May 31, 2011	2010	Periods ended November 30, 2009 2008 ^A	
The Series' Net Assets per Share				
Net assets, beginning of period ^{B, H}	\$ 10.7757	\$ 11.0917	\$ 10.0824	\$ 10.0000
Increase (decrease) from operations:				
Total revenue	.1543	.1562	.0011	—
Total expenses	(.1339)	(.2516)	(.2506)	(.0019)
Realized gains (losses)	.0239	.0233	.3734	.0005
Unrealized gains (losses)	.6089	(.6207)	1.7905	.0839
Total increase (decrease) from operations^B	.6532	(.6928)	1.9144	.0825
Distributions:				
From income (excluding dividends)	—	—	—	—
From dividends	—	—	—	—
From capital gains	—	—	—	—
Return of capital	—	—	—	—
Total distributions^{B, C}	—	—	—	—
Net assets, end of period^{B, H}	\$ 11.6081	\$ 10.7757	\$ 11.0917	\$ 10.0824
Ratios and Supplemental Data				
Net asset value (000s) ^D	\$ 1,051	\$ 661	\$ 861	\$ 111
Shares outstanding ^D	90,562	61,297	77,668	11,000
Management expense ratio ^E	2.42%	2.38%	2.36%	2.36%
Management expense ratio before waivers or absorptions ^E	2.42%	2.38%	2.36%	2.36%
Portfolio turnover rate ^F	3%	19%	45%	—%
Trading expense ratio ^G	.30%	.43%	.62%	n/a

^A For the period October 31, 2008 to November 30, 2008.

^B Net assets and distributions are based on the actual number of shares outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of shares outstanding over the financial period. This table is not intended to be a reconciliation of beginning to ending net assets per share.

^C Distributions were paid in cash or reinvested in additional shares of the Class, or both.

^D This information is provided as at period end of the year shown.

^E Management expense ratio is based on total expenses for the stated period and is expressed as an annualized percentage of daily average net asset values during the period.

^F The Class' portfolio turnover rate indicates how actively the Class' portfolio adviser manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Class buying and selling all of the securities in its portfolio once in the course of the year. The higher the Class' portfolio turnover rate in a year, the greater the trading costs payable by the Class in the year, and the greater chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high portfolio turnover rate and the performance of the Class. The portfolio turnover rate is calculated based on the lesser of purchases or sales of securities divided by the weighted average market value of the portfolio securities, excluding short-term securities.

^G The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net assets during the period, based on the Class' pro-rata share of estimated trading costs incurred in each Underlying Fund. Trading expense ratio disclosure of n/a represents periods too short to accurately indicate true costs.

^H The net assets per share is calculated in accordance with Section 3855 of the CICA Handbook.

Series I5

	Six-months ended May 31, 2011	2010	Periods ended November 30, 2009 2008 ^A	
The Series' Net Assets per Share				
Net assets, beginning of period ^{B, H}	\$ 19.4071	\$ 21.0913	\$ 20.1625	\$ 20.0000
Increase (decrease) from operations:				
Total revenue	.3571	.0202	.0098	—
Total expenses	(.2500)	(.4627)	(.4687)	(.0040)
Realized gains (losses)	.0536	(.0250)	.5645	—
Unrealized gains (losses)	1.3214	.1775	1.8729	.1660
Total increase (decrease) from operations^B	1.4821	(.2900)	1.9785	.1620
Distributions:				
From income (excluding dividends)	—	—	—	—
From dividends	—	—	—	—
From capital gains	—	—	—	—
Return of capital	(.5100)	(1.0200)	(1.0200)	—
Total distributions^{B, C}	(.5100)	(1.0200)	(1.0200)	—
Net assets, end of period^{B, H}	\$ 20.3789	\$ 19.4071	\$ 21.0913	\$ 20.1625
Ratios and Supplemental Data				
Net asset value (000s) ^D	\$ 1	\$ 1	\$ 11	\$ 10
Shares outstanding ^D	57	56	526	500
Management expense ratio ^E	2.46%	2.41%	2.36%	2.36%
Management expense ratio before waivers or absorptions ^E	2.46%	2.41%	2.36%	2.36%
Portfolio turnover rate ^F	3%	19%	45%	—%
Trading expense ratio ^G	.30%	.43%	.62%	n/a

^A For the period October 31, 2008 to November 30, 2008.

^B Net assets and distributions are based on the actual number of shares outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of shares outstanding over the financial period. This table is not intended to be a reconciliation of beginning to ending net assets per share.

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^H The net assets per share is calculated in accordance with Section 3855 of the CICA Handbook.

Financial Highlights – continued

Series I8

	Six-months ended May 31, 2011	2010	Periods ended November 30, 2009		2008 ^A
The Series' Net Assets per Share					
Net assets, beginning of period ^{B, H}	\$ 18.1808	\$ 20.4268	\$ 20.1625	\$ 20.0000	
Increase (decrease) from operations:					
Total revenue	.3284	.2296	.0026	—	
Total expenses	(.2367)	(.4545)	(.4805)	(.0040)	
Realized gains (losses)	.0442	.0914	2.2548	—	
Unrealized gains (losses)	1.2429	(.2945)	(3.2301)	.1660	
Total increase (decrease) from operations^B	1.3788	(.4280)	(1.4532)	.1620	
Distributions:					
From income (excluding dividends)	—	—	—	—	
From dividends	—	—	—	—	
From capital gains	—	—	—	—	
Return of capital	(.8100)	(1.6200)	(1.6200)	—	
Total distributions^{B, C}	(.8100)	(1.6200)	(1.6200)	—	
Net assets, end of period^{B, H}	\$ 18.7516	\$ 18.1808	\$ 20.4268	\$ 20.1625	
Ratios and Supplemental Data					
Net asset value (000s) ^D	\$ 253	\$ 244	\$ 212	\$ 10	
Shares outstanding ^D	13,471	13,433	10,374	500	
Management expense ratio ^E	2.51%	2.42%	2.36%	2.36%	
Management expense ratio before waivers or absorptions ^E	2.51%	2.42%	2.36%	2.36%	
Portfolio turnover rate ^F	3%	19%	45%	—%	
Trading expense ratio ^G	.30%	.43%	.62%	n/a	

^A For the period October 31, 2008 to November 30, 2008.

^B Net assets and distributions are based on the actual number of shares outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of shares outstanding over the financial period. This table is not intended to be a reconciliation of beginning to ending net assets per share.

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^H The net assets per share is calculated in accordance with Section 3855 of the CICA Handbook.

Series S5

	Six-months ended May 31, 2011	2010	Periods ended November 30, 2009 2008 ^A	
The Series' Net Assets per Share				
Net assets, beginning of period ^{B, H}	\$ 19.5265	\$ 21.1483	\$ 20.1632	\$ 20.0000
Increase (decrease) from operations:				
Total revenue	.3529	.3554	.0098	—
Total expenses	(.2255)	(.4240)	(.4180)	(.0060)
Realized gains (losses)	.0490	(.0172)	.5645	—
Unrealized gains (losses)	1.3236	(1.5269)	1.8789	.1700
Total increase (decrease) from operations^B	1.5000	(1.6127)	2.0352	.1640
Distributions:				
From income (excluding dividends)	—	—	—	—
From dividends	—	—	—	—
From capital gains	—	—	—	—
Return of capital	(.5100)	(1.0200)	(1.0200)	—
Total distributions^{B, C}	(.5100)	(1.0200)	(1.0200)	—
Net assets, end of period^{B, H}	\$ 20.5344	\$ 19.5265	\$ 21.1483	\$ 20.1632
Ratios and Supplemental Data				
Net asset value (000s) ^D	\$ 2	\$ 2	\$ 11	\$ 10
Shares outstanding ^D	103	101	526	500
Management expense ratio ^E	2.21%	2.14%	2.10%	2.10%
Management expense ratio before waivers or absorptions ^E	2.21%	2.14%	2.10%	2.10%
Portfolio turnover rate ^F	3%	19%	45%	—%
Trading expense ratio ^G	.30%	.43%	.62%	n/a

^A For the period October 31, 2008 to November 30, 2008.

^B Net assets and distributions are based on the actual number of shares outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of shares outstanding over the financial period. This table is not intended to be a reconciliation of beginning to ending net assets per share.

^C Distributions were paid in cash or reinvested in additional shares of the Class, or both.

^D This information is provided as at period end of the year shown.

^E Management expense ratio is based on total expenses for the stated period and is expressed as an annualized percentage of daily average net asset values during the period.

^F The Class' portfolio turnover rate indicates how actively the Class' portfolio adviser manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Class buying and selling all of the securities in its portfolio once in the course of the year. The higher the Class' portfolio turnover rate in a year, the greater the trading costs payable by the Class in the year, and the greater chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high portfolio turnover rate and the performance of the Class. The portfolio turnover rate is calculated based on the lesser of purchases or sales of securities divided by the weighted average market value of the portfolio securities, excluding short-term securities.

^G The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net assets during the period, based on the Class' pro-rata share of estimated trading costs incurred in each Underlying Fund. Trading expense ratio disclosure of n/a represents periods too short to accurately indicate true costs.

^H The net assets per share is calculated in accordance with Section 3855 of the CICA Handbook.

Financial Highlights – continued

Series S8

	Six-months ended May 31, 2011	2010	Periods ended November 30, 2009 2008 ^A	
The Series' Net Assets per Share				
Net assets, beginning of period ^{B, H}	\$ 18.2740	\$ 20.4862	\$ 20.1632	\$ 20.0000
Increase (decrease) from operations:				
Total revenue	.3182	.3396	.0096	—
Total expenses	(.2091)	(.4052)	(.4115)	(.0060)
Realized gains (losses)	.0455	(.0117)	.5538	—
Unrealized gains (losses)	1.2363	(1.4637)	1.8519	.1700
Total increase (decrease) from operations^B	1.3909	(1.5410)	2.0038	.1640
Distributions:				
From income (excluding dividends)	—	—	—	—
From dividends	—	—	—	—
From capital gains	—	—	—	—
Return of capital	(.8100)	(1.6200)	(1.6200)	—
Total distributions^{B, C}	(.8100)	(1.6200)	(1.6200)	—
Net assets, end of period^{B, H}	\$ 18.8820	\$ 18.2740	\$ 20.4862	\$ 20.1632
Ratios and Supplemental Data				
Net asset value (000s) ^D	\$ 2	\$ 2	\$ 11	\$ 10
Shares outstanding ^D	112	108	543	500
Management expense ratio ^E	2.21%	2.14%	2.10%	2.10%
Management expense ratio before waivers or absorptions ^F	2.21%	2.14%	2.10%	2.10%
Portfolio turnover rate ^F	3%	19%	45%	—%
Trading expense ratio ^G	.30%	.43%	.62%	n/a

^A For the period October 31, 2008 to November 30, 2008.

^B Net assets and distributions are based on the actual number of shares outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of shares outstanding over the financial period. This table is not intended to be a reconciliation of beginning to ending net assets per share.

^C Distributions were paid in cash or reinvested in additional shares of the Class, or both.

^D This information is provided as at period end of the year shown.

^E Management expense ratio is based on total expenses for the stated period and is expressed as an annualized percentage of daily average net asset values during the period.

^F The Class' portfolio turnover rate indicates how actively the Class' portfolio adviser manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Class buying and selling all of the securities in its portfolio once in the course of the year. The higher the Class' portfolio turnover rate in a year, the greater the trading costs payable by the Class in the year, and the greater chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high portfolio turnover rate and the performance of the Class. The portfolio turnover rate is calculated based on the lesser of purchases or sales of securities divided by the weighted average market value of the portfolio securities, excluding short-term securities.

^G The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net assets during the period, based on the Class' pro-rata share of estimated trading costs incurred in each Underlying Fund. Trading expense ratio disclosure of n/a represents periods too short to accurately indicate true costs.

^H The net assets per share is calculated in accordance with Section 3855 of the CICA Handbook.

Management Fees

Fidelity serves as manager of the Class. The Class pays Fidelity a monthly management fee for its services, based on the average net assets of each Series, calculated daily and payable monthly. Fidelity uses these management fees to pay for sales and trailing commissions to registered dealers on the distribution of the Class shares, as well as for general investment management and administration expenses.

	Series B Shares	Series F Shares	Series F5 Shares	Series F8 Shares	Series I Shares	Series I5 Shares	Series I8 Shares	Series S5 Shares	Series S8 Shares
Management Fees	1.80%	0.80%	0.80%	0.80%	2.05%	2.05%	2.05%	1.80%	1.80%
As a percentage of management fees:									
Dealer Compensation*	55.56	—	—	—	60.98	60.98	60.98	55.56	55.56
Investment management, administration and other	44.44	100.00	100.00	100.00	39.02	39.02	39.02	44.44	44.44

* Dealer compensation represents cash commissions paid by Fidelity to registered dealers during the period and includes upfront deferred sales charge and trailing commissions. This amount may, in certain circumstances, exceed 100% of the fees earned by Fidelity during the period. For new Classes or Series the amounts presented may not be indicative of longer term operating periods.

Fidelity International Equity Private Pool of the Fidelity Capital Structure Corp.

Past Performance

The performance information shown assumes that all distributions made by the investment fund in the periods shown were reinvested in additional securities of the investment fund. The performance information does not take into account sales, redemption, distribution or other optional charges that would have reduced returns or performance. How the investment fund has performed in the past does not necessarily indicate how it will perform in the future.

Year-by-Year Returns

The following bar chart shows the investment fund's annual performance for each of the years shown, and illustrates how the investment fund's performance was changed from year to year. In percentage terms, the bar chart shows how much an investment made on the first day of each financial year would have increased or decreased by the last day of each financial year.



^A Since the Commencement of Operation, from November 26, 2008 to November 30, 2008.

^B For the period December 1, 2010 to May 31, 2011.



^A Since the Commencement of Operation, from October 5, 2009 to November 30, 2009.

^B For the period December 1, 2010 to May 31, 2011.



^A Since the Commencement of Operation, from October 5, 2009 to November 30, 2009.

^B For the period December 1, 2010 to May 31, 2011.

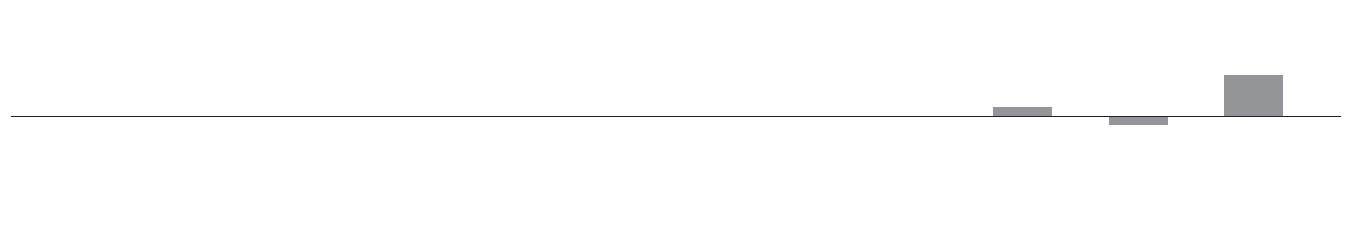
**Fidelity International Equity Private Pool of the Fidelity Capital Structure Corp.
Past Performance – continued**

Series F8

Fiscal Years	2009 ^A	2010	2011 ^B
	2.0%	-1.6%	8.4%

Percentage (%)

20
10
0
-10
-20



^A Since the Commencement of Operation, from October 5, 2009 to November 30, 2009.

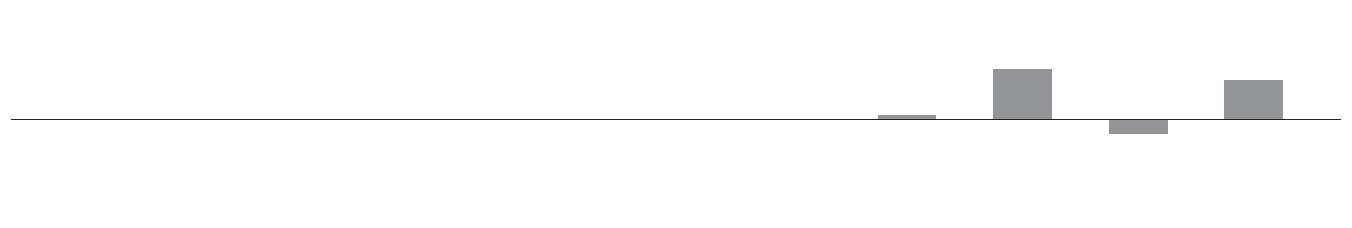
^B For the period December 1, 2010 to May 31, 2011.

Series I

Fiscal Years	2008 ^A	2009	2010	2011 ^B
	0.8%	10.0%	-2.9%	7.7%

Percentage (%)

20
10
0
-10
-20



^A Since the Commencement of Operation, from November 26, 2008 to November 30, 2008.

^B For the period December 1, 2010 to May 31, 2011.

Series I5

Fiscal Years	2008 ^A	2009	2010	2011 ^B
	0.8%	10.0%	-3.0%	7.7%

Percentage (%)

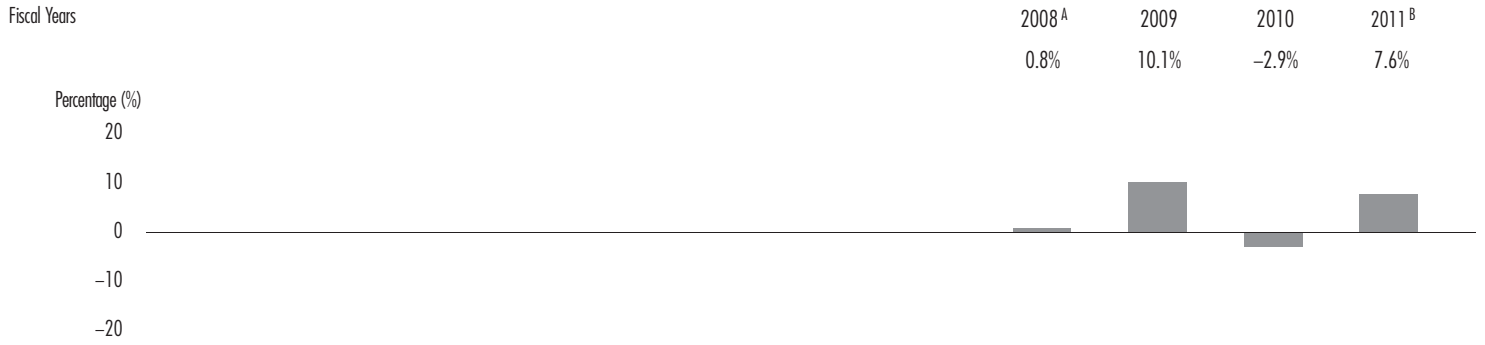
20
10
0
-10
-20



^A Since the Commencement of Operation, from November 26, 2008 to November 30, 2008.

^B For the period December 1, 2010 to May 31, 2011.

Series 18



^A Since the Commencement of Operation, from November 26, 2008 to November 30, 2008.

^B For the period December 1, 2010 to May 31, 2011.

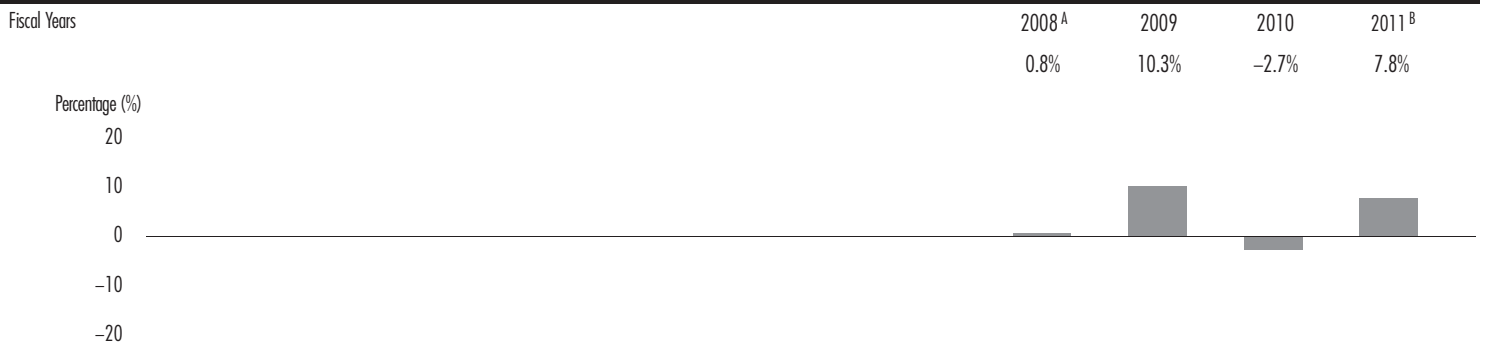
Series S5



^A Since the Commencement of Operation, from November 26, 2008 to November 30, 2008.

^B For the period December 1, 2010 to May 31, 2011.

Series S8



^A Since the Commencement of Operation, from November 26, 2008 to November 30, 2008.

^B For the period December 1, 2010 to May 31, 2011.

Fidelity International Equity Private Pool of the Fidelity Capital Structure Corp. Summary of Investment Portfolio as at May 31, 2011

Asset Mix

	% of Class' Net Assets
Foreign Equities	98.3
Cash and Cash Equivalents	2.4
Net Other Assets (Liabilities)	(0.7)

Sector Mix

	% of Class' Net Assets
Financials	22.3
Industrials	12.3
Materials	11.4
Consumer Discretionary	11.1
Consumer Staples	10.1
Health Care	8.8
Energy	7.3
Telecommunication Services	6.4
Information Technology	5.2
Utilities	3.4
Cash and Cash Equivalents	2.4
Net Other Assets (Liabilities)	(0.7)

Geographic Mix

	% of Class' Net Assets
United Kingdom	19.8
Japan	19.2
France	9.9
Germany	9.8
Australia	8.8
Switzerland	8.1
Netherlands	3.3
Spain	2.7
Italy	2.7
Denmark	2.4
Hong Kong	2.3
Norway	1.6
Singapore	1.5
Sweden	1.5
Bailiwick of Jersey	1.5
Belgium	1.2
Others (Individually Less Than 1%)	2.0
Cash and Cash Equivalents	2.4
Net Other Assets (Liabilities)	(0.7)

Top 25 Issuers

	% of Class' Net Assets
1. Nestle SA	2.7
2. Cash and Cash Equivalents	2.4
3. Royal Dutch Shell PLC	2.3
4. Novo Nordisk A/S	1.6
5. HSBC Holdings PLC	1.5
6. Vodafone Group PLC	1.4
7. Siemens AG	1.4
8. Toyota Motor Corp.	1.3
9. UBS AG	1.2
10. Barclays PLC	1.2
11. BG Group PLC	1.2
12. Sanofi-Aventis	1.1
13. Volkswagen AG	1.1
14. BNP Paribas SA	1.0
15. Australia & New Zealand Banking Group Ltd.	1.0
16. Enel Spa	1.0
17. Saipem SpA	1.0
18. Unilever NV	1.0
19. Commonwealth Bank of Australia	1.0
20. Roche Holding AG	1.0
21. Rio Tinto Ltd.	0.9
22. Anglo American PLC	0.9
23. Shire PLC	0.9
24. Swisscom AG	0.9
25. Sumitomo Mitsui Financial Group, Inc.	0.9
	<u>31.9</u>

Total Class Net Assets \$5,693,000

The information in the above tables is based on the Class' pro-rata share of the investment in the Underlying Fund.

The summary of investment portfolio may change due to ongoing portfolio transactions of the underlying fund and class. The most recent annual report, semi-annual report, quarterly report or simplified prospectus for the class and/or underlying fund is available at no cost, by calling 1-800-263-4077, by writing to us at Fidelity Investments Canada ULC, 483 Bay St. Suite 300, Toronto ON M5G 2N7 or by visiting our web site at www.fidelity.ca or SEDAR at www.sedar.com.



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