



Fidelity Income Class Portfolio 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 Income Class Portfolio 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 Income Class Portfolio ("Class") invests substantially all of its assets in units of Fidelity Funds.

Fidelity Income Class Portfolio, Series B, returned 4.7%, after fees and expenses, for the six-month period ending 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 S&P/TSX Composite Index, broadly representative of Canadian equities, returned 7.9%. The Class' underperformance of the broad-based benchmark was primarily attributable to the Class' exposure to global and Canadian bonds, which underperformed equities.

The Class' benchmark, the Income Portfolio Benchmark, returned 5.6% for the six-month period under review. The Class' underperformance of the benchmark was primarily attributable to security selection among Canadian dividend paying securities. At the end of the period, the Class had an exposure of 15.0% to Canadian dividend paying securities, which was in line with the benchmark weighting.

The Fidelity Income Portfolio Benchmark is a blended index composed of approximately 10.0% S&P/TSX Capped Composite, 11.0% Barclays Capital Global Aggregate Bond Index – Hedged CAD, 10.0% BofA Merrill Lynch U.S. High Yield Master II Constrained – Hedged CAD, 10.5% MSCI Canada Value Capped Index, 8.0% MSCI World High Dividend Yield Index, 6.0% FTSE EPRA/NAREIT Developed Index, 31.5% DEX Universe Bond Index, 10.0% DEX Short Term Bond Index and 3.0% of a blend made up of 80% allocation to four S&P/TSX industry groups (telecommunication services, utilities, oil and gas storage and transportation, and REITs) and a 20% allocation to the S&P BMI U.S. REIT Index – Hedged CAD.

Canadian fixed income and equities gained during the six-month period ending May 31, 2011. The economic recovery in Canada continued at a moderate pace, despite showing slight weakness in economic activity. The economy expanded by 3.9% on an annualized basis in the first quarter of 2011, after businesses replenished inventories and boosted investment spending and exports rose. The Bank of Canada maintained its target for the overnight rate at 1.0%; the economic recovery continues broadly as expected, and underlying inflation is relatively subdued. During May 2011, conservatism prevailed as market participants grew uncertain about the direction of the markets, given the imminent approach of the end of the current quantitative easing program in the U.S. Continuing sovereign debt concerns in Europe and signs that manufacturing activity in key economies may be slowing did little to ease matters.

At the end of the six-month period ended May 31, 2011, the asset allocation was as follows: 25.0% Canadian equity funds, 15.0% global equity funds, 30.0% Canadian fixed-income funds, 10.0% global fixed-income funds, 10.0% U.S. high-yield funds and 10.0% short-term funds.

Fidelity Income Class Portfolio is one of a suite of six multi-asset class portfolios designed to offer investors a diversified investment option, with a below-average level of risk, that is geared toward income-oriented investments. The Class' targeted neutral mix is 60% fixed-income investments and 40% equity investments. The Class is managed with a view to maintaining consistent risk and return characteristics, and accordingly maintains an asset allocation balance close to its neutral mix. Portfolio design, construction and ongoing monitoring and management are conducted by portfolio managers Mark Friebel and Mariana Egan. The Class is monitored and actively managed on a daily basis to ensure that it adheres to its mandate. During the period under review, there were no significant changes in the Class' asset allocation to various equity and fixed-income funds, consistent with the Class' construction and management approach.

Recent Developments

Portfolio co-managers Mark Friebel and Mariana Egan continue to manage the portfolios strategically to achieve high total investment return. On a day-to-day basis, the co-managers have kept the portfolios in line with their long-term strategic asset allocation, especially during today's volatile times, when many asset classes have experienced significant declines.

The Class' neutral asset mix is reviewed and reassessed on a quarterly basis using a robust proprietary quantitative and qualitative process of assessment. The purpose of this review is to ensure that the Class' asset mix is optimized to meet its fundamental investment objective and to confirm that the Class' targeted risk and return characteristics remain consistent. The portfolio managers invest in underlying Fidelity Funds that invest primarily in a mix of equity securities and fixed-income securities. During the period under review, Canadian fixed-income funds accounted for the largest share of Class' assets, followed by Canadian equity funds.

Fidelity Income Class Portfolio of the Fidelity Capital Structure Corp. Management Discussion of Fund Performance – continued

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. 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 \$2,405,000 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, which is calculated on a tiered basis, based on the average net assets of each Series. The Class paid Fidelity administration fees of \$352,000 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 A

	Six-months ended				
	May 31, 2011	2010	Periods ended 2009	November 30, 2008	2007 ^A
The Series' Net Assets per Share					
Net assets, beginning of period ^{B, H}	\$ 10.5664	\$ 9.8901	\$ 8.3896	\$ 9.8217	\$ 10.0000
Increase (decrease) from operations:					
Total revenue	.2258	.3785	.3760	.3756	.2466
Total expenses	(.1247)	(.2309)	(.2035)	(.2138)	(.1381)
Realized gains (losses)	.0941	.0800	(.2072)	(.0466)	(.0011)
Unrealized gains (losses)	.2881	.4858	1.6223	(2.0088)	(.1609)
Total increase (decrease) from operations^B	.4833	.7134	1.5876	(1.8936)	(.0535)
Distributions:					
From income (excluding dividends)	—	—	—	—	—
From dividends	—	(.0170)	(.0200)	—	—
From capital gains	—	—	—	—	—
Return of capital	—	—	—	—	—
Total distributions^{B, C}	—	(.0170)	(.0200)	—	—
Net assets, end of period^{B, H}	\$ 11.0488	\$ 10.5664	\$ 9.8901	\$ 8.3896	\$ 9.8217
Ratios and Supplemental Data					
Net asset value (000s) ^D	\$ 95,423	\$ 81,534	\$ 51,682	\$ 30,760	\$ 13,149
Shares outstanding ^D	8,636,554	7,716,287	5,225,583	3,666,470	1,338,823
Management expense ratio ^E	2.31%	2.27%	2.26%	2.27%	2.30%
Management expense ratio before waivers or absorptions ^E	2.31%	2.27%	2.26%	2.27%	2.59%
Portfolio turnover rate ^F	1%	4%	18%	21%	6%
Trading expense ratio ^G	.09%	.09%	.10%	.09%	—%

^A For the period April 18, 2007 to November 30, 2007.

^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 ratios prior to September 2008 have not been calculated.

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

Series B

	Six-months ended				
	May 31, 2011	2010	Periods ended November 30, 2009	2008	2007 ^A
The Series' Net Assets per Share					
Net assets, beginning of period ^{B, H}	\$ 10.6072	\$ 9.9278	\$ 8.4148	\$ 9.8323	\$ 10.0000
Increase (decrease) from operations:					
Total revenue	.2113	.3770	.3832	.3765	.2446
Total expenses	(.1145)	(.2120)	(.1861)	(.1955)	(.1260)
Realized gains (losses)	.0944	.0811	(.2144)	(.0335)	(.0014)
Unrealized gains (losses)	.3007	.4965	1.5756	(1.9523)	(.1527)
Total increase (decrease) from operations^B	.4919	.7426	1.5583	(1.8048)	(.0355)
Distributions:					
From income (excluding dividends)	—	—	—	—	—
From dividends	—	(.0370)	(.0300)	—	—
From capital gains	—	—	—	—	—
Return of capital	—	—	—	—	—
Total distributions^{B, C}	—	(.0370)	(.0300)	—	—
Net assets, end of period^{B, H}	\$ 11.1026	\$ 10.6072	\$ 9.9278	\$ 8.4148	\$ 9.8323
Ratios and Supplemental Data					
Net asset value (000s) ^D	\$ 127,238	\$ 85,033	\$ 47,696	\$ 29,750	\$ 14,182
Shares outstanding ^D	11,460,081	8,016,438	4,804,301	3,535,383	1,442,276
Management expense ratio ^E	2.12%	2.07%	2.06%	2.08%	2.10%
Management expense ratio before waivers or absorptions ^E	2.12%	2.07%	2.09%	2.10%	2.42%
Portfolio turnover rate ^F	1%	4%	18%	21%	6%
Trading expense ratio ^G	.09%	.09%	.10%	.09%	—%

^A For the period April 18, 2007 to November 30, 2007.

^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.

^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 ratios prior to September 2008 have not been calculated.

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

Financial Highlights – continued

Series F

	Six-months ended				
	May 31, 2011	2010	Periods ended November 30, 2009	2008	2007 ^A
The Series' Net Assets per Share					
Net assets, beginning of period ^{B, H}	\$ 10.7818	\$ 10.0931	\$ 8.5569	\$ 9.8938	\$ 10.0000
Increase (decrease) from operations:					
Total revenue	.2169	.3920	.3922	.3780	.2445
Total expenses	(.0575)	(.1060)	(.0931)	(.0979)	(.0628)
Realized gains (losses)	.0961	.0833	(.2349)	(.0185)	(.0010)
Unrealized gains (losses)	.3116	.4767	1.6004	(2.0897)	(.2052)
Total increase (decrease) from operations^B	.5671	.8460	1.6646	(1.8281)	(.0245)
Distributions:					
From income (excluding dividends)	—	—	—	—	—
From dividends	—	(.1550)	(.1400)	—	—
From capital gains	—	—	—	—	—
Return of capital	—	—	—	—	—
Total distributions^{B, C}	—	(.1550)	(.1400)	—	—
Net assets, end of period^{B, H}	\$ 11.3453	\$ 10.7818	\$ 10.0931	\$ 8.5569	\$ 9.8938
Ratios and Supplemental Data					
Net asset value (000s) ^D	\$ 10,726	\$ 7,947	\$ 4,328	\$ 2,936	\$ 1,753
Shares outstanding ^D	945,433	737,115	428,839	343,081	177,215
Management expense ratio ^E	1.04%	1.01%	1.01%	1.02%	1.04%
Management expense ratio before waivers or absorptions ^E	1.04%	1.01%	1.03%	1.06%	1.68%
Portfolio turnover rate ^F	1%	4%	18%	21%	6%
Trading expense ratio ^G	.09%	.09%	.10%	.09%	—%

^A For the period April 18, 2007 to November 30, 2007.

^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 ratios prior to September 2008 have not been calculated.

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

Series F5

	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}	\$ 14.2235	\$ 13.9518	\$ 12.4462	\$ 15.0000
Increase (decrease) from operations:				
Total revenue	.2836	.5096	.5545	.4809
Total expenses	(.0733)	(.1423)	(.1336)	(.1280)
Realized gains (losses)	.1256	.1146	(.3051)	(.2753)
Unrealized gains (losses)	.3930	.6268	2.5930	(3.5033)
Total increase (decrease) from operations^B	.7289	1.1087	2.7088	(3.4257)
Distributions:				
From income (excluding dividends)	—	—	—	—
From dividends	—	(.2060)	(.1900)	—
From capital gains	—	—	—	—
Return of capital	(.3300)	(.6600)	(.6700)	(.7150)
Total distributions^{B, C}	(.3300)	(.8660)	(.8600)	(.7150)
Net assets, end of period^{B, H}	\$ 14.6339	\$ 14.2235	\$ 13.9518	\$ 12.4462
Ratios and Supplemental Data				
Net asset value (000s) ^D	\$ 3,414	\$ 2,432	\$ 1,009	\$ 555
Shares outstanding ^D	233,302	171,008	72,307	44,561
Management expense ratio ^E	1.02%	1.01%	1.02%	1.01%
Management expense ratio before waivers or absorptions ^E	1.02%	1.01%	1.03%	1.01%
Portfolio turnover rate ^F	1%	4%	18%	21%
Trading expense ratio ^G	.09%	.09%	.10%	.09%

^A For the period January 7, 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.

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

Financial Highlights – continued

Series F8

	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}	\$ 12.9745	\$ 13.1302	\$ 12.1058	\$ 15.0000
Increase (decrease) from operations:				
Total revenue	.2547	.3864	.5567	.4730
Total expenses	(.0671)	(.1315)	(.1216)	(.1317)
Realized gains (losses)	.1136	.1062	(.4371)	(.0463)
Unrealized gains (losses)	.3732	.8697	1.9958	(.9471)
Total increase (decrease) from operations^B	.6744	1.2308	1.9938	(.6521)
Distributions:				
From income (excluding dividends)	—	—	—	—
From dividends	—	(.1890)	(.1800)	—
From capital gains	—	—	—	—
Return of capital	(.5160)	(1.0320)	(1.0460)	(1.1000)
Total distributions^{B, C}	(.5160)	(1.2210)	(1.2260)	(1.1000)
Net assets, end of period^{B, H}	\$ 13.1457	\$ 12.9745	\$ 13.1302	\$ 12.1058
Ratios and Supplemental Data				
Net asset value (000s) ^D	\$ 203	\$ 150	\$ 6	\$ 9
Shares outstanding ^D	15,436	11,586	484	721
Management expense ratio ^E	1.03%	1.01%	1.00%	1.03%
Management expense ratio before waivers or absorptions ^E	1.03%	1.01%	1.02%	1.06%
Portfolio turnover rate ^F	1%	4%	18%	21%
Trading expense ratio ^G	.09%	.09%	.10%	.09%

^A For the period January 7, 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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^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.

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

Series T5

	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}	\$ 14.0728	\$ 13.7970	\$ 12.3149	\$ 15.0000
Increase (decrease) from operations:				
Total revenue	.3014	.5210	.5404	.5032
Total expenses	(.1622)	(.3116)	(.2905)	(.2769)
Realized gains (losses)	.1242	.1094	(.3017)	(.3033)
Unrealized gains (losses)	.3719	.6721	2.2600	(3.2267)
Total increase (decrease) from operations^B	.6353	.9909	2.2082	(3.3037)
Distributions:				
From income (excluding dividends)	—	—	—	—
From dividends	—	(.0230)	(.0200)	—
From capital gains	—	—	—	—
Return of capital	(.3240)	(.6480)	(.6590)	(.7150)
Total distributions^{B, C}	(.3240)	(.6710)	(.6790)	(.7150)
Net assets, end of period^{B, H}	\$ 14.3880	\$ 14.0728	\$ 13.7970	\$ 12.3149
Ratios and Supplemental Data				
Net asset value (000s) ^D	\$ 28,870	\$ 25,688	\$ 14,553	\$ 9,952
Shares outstanding ^D	2,006,558	1,825,384	1,054,797	808,119
Management expense ratio ^E	2.28%	2.24%	2.26%	2.25%
Management expense ratio before waivers or absorptions ^E	2.28%	2.24%	2.26%	2.25%
Portfolio turnover rate ^F	1%	4%	18%	21%
Trading expense ratio ^G	.09%	.09%	.10%	.09%

^A For the period January 7, 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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^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.

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

Financial Highlights – continued

Series T8

	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}	\$ 12.8025	\$ 12.9761	\$ 11.9759	\$ 15.0000
Increase (decrease) from operations:				
Total revenue	.2688	.4806	.5145	.4944
Total expenses	(.1498)	(.2935)	(.2778)	(.2737)
Realized gains (losses)	.1119	.1023	(.2854)	(.2765)
Unrealized gains (losses)	.3437	.6273	2.2212	(3.2544)
Total increase (decrease) from operations^B	.5746	.9167	2.1725	(3.3102)
Distributions:				
From income (excluding dividends)	—	—	—	—
From dividends	—	(.0210)	(.0200)	—
From capital gains	—	—	—	—
Return of capital	(.5100)	(1.0200)	(1.0350)	(1.1000)
Total distributions^{B, C}	(.5100)	(1.0410)	(1.0550)	(1.1000)
Net assets, end of period^{B, H}	\$ 12.8686	\$ 12.8025	\$ 12.9761	\$ 11.9759
Ratios and Supplemental Data				
Net asset value (000s) ^D	\$ 18,319	\$ 15,538	\$ 8,952	\$ 5,321
Shares outstanding ^D	1,423,507	1,213,667	689,903	444,270
Management expense ratio ^E	2.34%	2.29%	2.26%	2.25%
Management expense ratio before waivers or absorptions ^E	2.34%	2.29%	2.26%	2.25%
Portfolio turnover rate ^F	1%	4%	18%	21%
Trading expense ratio ^G	.09%	.09%	.10%	.09%

^A For the period January 7, 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.

^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}	\$ 14.0887	\$ 13.8144	\$ 12.3308	\$ 15.0000
Increase (decrease) from operations:				
Total revenue	.2861	.5059	.5390	.5003
Total expenses	(.1503)	(.2885)	(.2667)	(.2567)
Realized gains (losses)	.1242	.1099	(.2721)	(.2681)
Unrealized gains (losses)	.3897	.6753	2.3526	(3.1701)
Total increase (decrease) from operations^B	.6497	1.0026	2.3528	(3.1946)
Distributions:				
From income (excluding dividends)	—	—	—	—
From dividends	—	(.0500)	(.0500)	—
From capital gains	—	—	—	—
Return of capital	(.3240)	(.6480)	(.6590)	(.7150)
Total distributions^{B, C}	(.3240)	(.6980)	(.7090)	(.7150)
Net assets, end of period^{B, H}	\$ 14.4167	\$ 14.0887	\$ 13.8144	\$ 12.3308
Ratios and Supplemental Data				
Net asset value (000s) ^D	\$ 21,018	\$ 15,493	\$ 8,358	\$ 3,969
Shares outstanding ^D	1,457,911	1,099,686	605,028	321,868
Management expense ratio ^E	2.11%	2.07%	2.06%	2.07%
Management expense ratio before waivers or absorptions ^E	2.11%	2.07%	2.09%	2.08%
Portfolio turnover rate ^F	1%	4%	18%	21%
Trading expense ratio ^G	.09%	.09%	.10%	.09%

^A For the period January 7, 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.

^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}	\$ 12.8450	\$ 13.0083	\$ 11.9911	\$ 15.0000
Increase (decrease) from operations:				
Total revenue	.2465	.4662	.5181	.4889
Total expenses	(.1349)	(.2662)	(.2544)	(.2514)
Realized gains (losses)	.1122	.1030	(.2679)	(.2846)
Unrealized gains (losses)	.3691	.6807	2.2728	(3.2312)
Total increase (decrease) from operations^B	.5929	.9837	2.2686	(3.2783)
Distributions:				
From income (excluding dividends)	—	—	—	—
From dividends	—	(.0450)	(.0500)	—
From capital gains	—	—	—	—
Return of capital	(.5100)	(1.0200)	(1.0350)	(1.1000)
Total distributions^{B, C}	(.5100)	(1.0650)	(1.0850)	(1.1000)
Net assets, end of period^{B, H}	\$ 12.9308	\$ 12.8450	\$ 13.0083	\$ 11.9911
Ratios and Supplemental Data				
Net asset value (000s) ^D	\$ 15,729	\$ 10,020	\$ 4,897	\$ 2,402
Shares outstanding ^D	1,216,400	780,057	376,422	200,343
Management expense ratio ^E	2.10%	2.07%	2.06%	2.07%
Management expense ratio before waivers or absorptions ^E	2.10%	2.07%	2.09%	2.07%
Portfolio turnover rate ^F	1%	4%	18%	21%
Trading expense ratio ^G	.09%	.09%	.10%	.09%

^A For the period January 7, 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.

^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 A Shares	Series B Shares	Series F Shares	Series F5 Shares	Series F8 Shares	Series T5 Shares	Series T8 Shares	Series S5 Shares	Series S8 Shares
Management Fees	1.85%	1.70%	0.70%	0.70%	0.70%	1.85%	1.85%	1.70%	1.70%
As a percentage of management fees:									
Dealer Compensation*	85.09	58.82	—	—	—	61.80	172.33	58.82	58.82
Investment management, administration and other	14.91	41.18	100.00	100.00	100.00	38.20	(72.33)	41.18	41.18

* 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 Income Class Portfolio of the Fidelity Capital Structure Corp.

Past Performance

The performance information shown assumes that all distributions made by the investment class in the periods shown were reinvested in additional securities of the investment class. 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 class 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 class' annual performance for each of the years shown, and illustrates how the investment class' 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 grown or decreased by the last day of each financial year.

Series A



^A Since the Commencement of Operation, from April 18, 2007 to November 30, 2007.

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

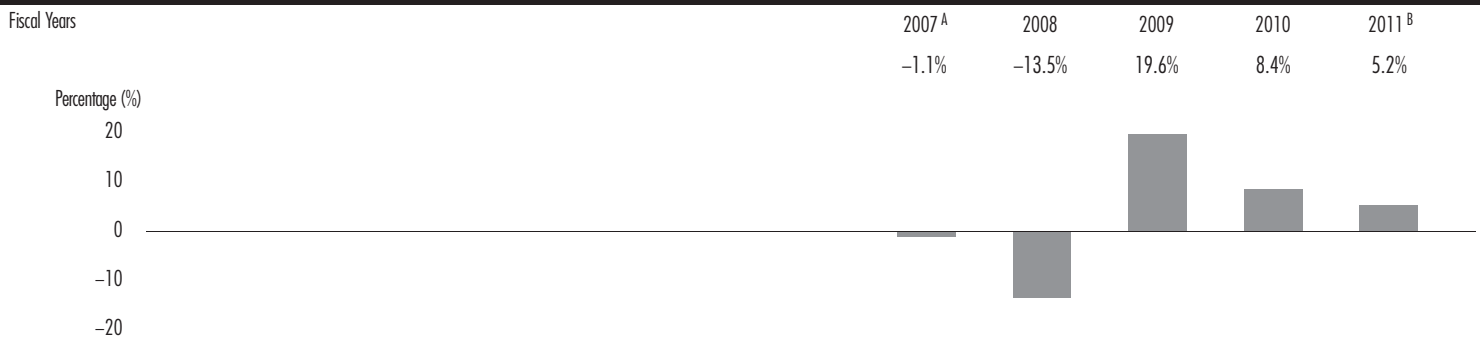
Series B



^A Since the Commencement of Operation, from April 18, 2007 to November 30, 2007.

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

Series F



^A Since the Commencement of Operation, from April 18, 2007 to November 30, 2007.

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

**Fidelity Income Class Portfolio of the Fidelity Capital Structure Corp.
Past Performance – continued**

Series F5

Fiscal Years	2008 ^A	2009	2010	2011 ^B
	-12.8%	19.6%	8.4%	5.3%

Percentage (%)

20

10

0

-10

-20

^A Since the Commencement of Operation, from January 7, 2008 to November 30, 2008.

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

Series F8

Fiscal Years	2008 ^A	2009	2010	2011 ^B
	-12.8%	19.6%	8.4%	5.4%

Percentage (%)

20

10

0

-10

-20

^A Since the Commencement of Operation, from January 7, 2008 to November 30, 2008.

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

Series T5

Fiscal Years	2008 ^A	2009	2010	2011 ^B
	-13.7%	18.1%	7.0%	4.6%

Percentage (%)

20

10

0

-10

-20

^A Since the Commencement of Operation, from January 7, 2008 to November 30, 2008.

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

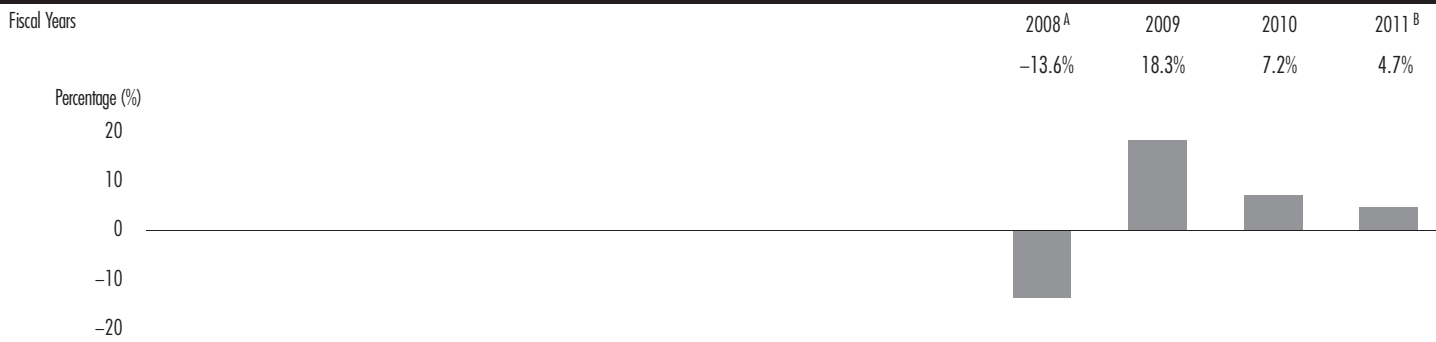
Series T8



^A Since the Commencement of Operation, from January 7, 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 January 7, 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 January 7, 2008 to November 30, 2008.

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

Fidelity Income Class Portfolio of the Fidelity Capital Structure Corp.
Summary of Investment Portfolio as at May 31, 2011

Class Holdings

	% of Class' Net Assets
Canadian Equity Funds	
Fidelity Canadian Disciplined Equity® Fund – Series O	10.0
Fidelity Dividend Fund – Series O	15.0
	<u>25.0</u>
Global and International Equity Funds	
Fidelity Global Dividend Fund – Series O	10.0
Fidelity Global Real Estate Fund – Series O	5.0
	<u>15.0</u>
Canadian Fixed-Income Funds	
Fidelity Canadian Bond Fund – Series O	30.0
Global Fixed-Income Funds	
Fidelity Global Bond Currency Neutral Fund – Series O	10.0
U.S. Fixed-Income Funds	
Fidelity American High Yield Currency Neutral Fund – Series O	10.0
Short-Term Funds	
Fidelity Canadian Short Term Bond Fund – Series O	10.0

Asset Allocation

	% of Class' Net Assets
Canadian Equity Funds	25.0
Global and International Equity Funds	15.0
Canadian Fixed-Income Funds	30.0
Global Fixed-Income Funds	10.0
U.S. Fixed-Income Funds	10.0
Short-Term Funds	10.0
Net Other Assets	0.0

Total Class Net Assets \$320,940,000

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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