



AMENDMENT NO. 1

**Dated July 11, 2011 to the Annual Information Form of
Fidelity Capital Structure Corp. dated March 25, 2011
(the "AIF")**

**in respect of
Series A, Series B, Series F, Series T5, Series S5 and Series F5 shares of
Fidelity Corporate Bond Capital Yield Class
(the "Fund")**

This amendment is in connection with the Administration Fees applicable to the Fund as set out in Amendment No. 1 to the Simplified Prospectus dated July 11, 2011.

CERTIFICATE OF THE FUND

DATED: July 11, 2011

This Amendment No. 1 dated July 11, 2011, together with the Annual Information Form dated March 25, 2011, together with the Simplified Prospectus dated March 25, 2011, as amended by Amendment No. 1 thereto dated July 11, 2011, and the documents incorporated by reference into the Simplified Prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as amended, as required by the securities legislation of all of the provinces and territories of Canada, and do not contain any misrepresentations.

“Gordon Thomson”

GORDON THOMSON
Chief Executive Officer
Fidelity Capital Structure Corp.

“Philippe Potvin”

PHILIPPE POTVIN
Chief Financial Officer
Fidelity Capital Structure Corp.

ON BEHALF OF THE BOARD OF DIRECTORS OF
FIDELITY CAPITAL STRUCTURE CORP.

“Roderick J McKay”

RODERICK J MCKAY
Director

“Karl Ewoniak”

KARL EWONIAK
Director

**CERTIFICATE OF THE
MANAGER AND PROMOTER**

DATED: July 11, 2011

This Amendment No. 1 dated July 11, 2011, together with the Annual Information Form dated March 25, 2011, together with the Simplified Prospectus dated March 25, 2011, as amended by Amendment No. 1 thereto dated July 11, 2011, and the documents incorporated by reference into the Simplified Prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the Simplified Prospectus, as amended, as required by the securities legislation of all of the provinces and territories of Canada, and do not contain any misrepresentations.

“Robert Lloyd Strickland”

ROBERT LLOYD STRICKLAND
Chief Executive Officer
Fidelity Investments Canada ULC

“Philip McDowell”

PHILIP McDOWELL
Chief Financial Officer
Fidelity Investments Canada ULC

ON BEHALF OF THE BOARD OF DIRECTORS OF
FIDELITY INVESTMENTS CANADA ULC IN ITS CAPACITY
AS MANAGER AND PROMOTER OF THE FUND

“Sean Weir”

SEAN WEIR
Director

“Cameron Murray”

CAMERON MURRAY
Director