



AMENDMENT NO. 1

**dated November 16, 2011
to the Annual Information Form of the Fidelity Funds dated October 27, 2011**

(the "AIF")

in respect of:

**Series A, Series B, Series F, Series O, Series T5, Series T8, Series S5 and Series S8 units of
Fidelity Dividend Plus Fund and Fidelity Income Allocation Fund**

(the "Funds")

The AIF is amended to add: (i) Series T5, Series T8, Series S5 and Series S8 units of Fidelity Dividend Plus Fund; and (ii) Series T5 and Series S5 units of Fidelity Income Allocation Fund.

AMENDMENTS TO THE AIF

The technical amendments to the AIF required to effect these amendments are set out below:

1. Front Cover

The front cover is amended to indicate that: (i) Series T5, Series T8, Series S5 and Series S8 units are also available for Fidelity Dividend Plus Fund; and (ii) Series T5 and Series S5 units are also available for Fidelity Income Allocation Fund.

2. Changes Incorporated in the Master Declaration of Trust

The following subparagraph is added on page 2 immediately following the end of subparagraph (t) in the third paragraph under the heading "The Fidelity Funds":

"(u) the creation on November 16, 2011 of Series T5, Series T8, Series S5 and Series S8 units for Fidelity Dividend Plus Fund and of Series T5 and Series S5 units for Fidelity Income Allocation Fund."

3. Back Cover

The back cover is amended to indicate that: (i) Series T5, Series T8, Series S5 and Series S8 units are also available for Fidelity Dividend Plus Fund; and (ii) Series T5 and Series S5 units are also available for Fidelity Income Allocation Fund.

CERTIFICATE OF THE FUNDS, MANAGER AND PROMOTER

DATED: November 16, 2011

This Amendment No. 1 dated November 16, 2011, together with the Annual Information Form dated October 27, 2011, together with the Simplified Prospectus dated October 27, 2011, as amended by Amendment No. 1 dated November 16, 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 AS TRUSTEE, MANAGER
AND PROMOTER OF THE FUNDS

“Sean Weir”

SEAN WEIR
Director

“Cameron Murray”

CAMERON MURRAY
Director