



AMENDMENT NO. 1

**dated November 16, 2011
to the Annual Information Form of the Fidelity Private Investment Pools
dated September 19, 2011**

(the "AIF")

in respect of:

**Series B, Series S5, Series S8, Series I, Series I5, Series I8, Series F, Series F5 and Series F8
securities of
Fidelity Balanced Income Private Pool* and Fidelity Balanced Private Pool***

(the "Pools")

The AIF is amended to add a U.S. dollar option in respect to each of the Pools, allowing investors to purchase securities of the Pools using U.S. dollars.

AMENDMENTS TO THE AIF

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

1. The second paragraph under the heading "Calculation of Net Asset Value of Portfolio Securities" on page 8 is deleted in its entirety and replaced with the following:

"All of the Pools are valued and can be bought in Canadian dollars. Fidelity Balanced Income Private Pool and Fidelity Balanced Private Pool can be bought in Canadian and U.S. dollars (the Canadian dollar Net Asset Value for these Pools is converted to U.S. dollars, at the prevailing exchange rate for that Valuation Day, to determine the applicable U.S. dollar Net Asset Value)."

2. The following sentence is added immediately following the first sentence in the second last paragraph on page 42:

"Where a securityholder has purchased or disposed of securities in U.S. dollars, the securityholder's adjusted cost base and proceeds of disposition for those securities must be calculated in Canadian dollars at the time of acquisition or disposition, as applicable."

*Classes of Fidelity Capital Structure Corp.

CERTIFICATE OF THE POOLS

DATED: November 16, 2011

This Amendment No. 1 dated November 16, 2011, together with the Annual Information Form dated September 19, 2011, together with the Simplified Prospectus dated September 19, 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.

“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 McKay”

RODERICK MCKAY
Director

“Karl Ewoniak”

KARL EWONIAK
Director

CERTIFICATE OF THE MANAGER AND PROMOTER OF THE POOLS

DATED: November 16, 2011

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“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 MANAGER AND
PROMOTER OF THE POOLS

“Sean Weir”

SEAN WEIR
Director

“Cameron Murray”

CAMERON MURRAY
Director