

Amendment No. 1

dated November 16, 2011 to the Simplified Prospectus of the Fidelity Funds dated October 27, 2011
(the "Simplified Prospectus")

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 Simplified Prospectus 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 SIMPLIFIED PROSPECTUS

The technical amendments to the Simplified Prospectus 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. Fidelity Dividend Plus Fund – Fund Profile

- (a) The chart in the section entitled “Fund details” on page 40 is amended by deleting the rows entitled “Date started” and “Type of securities” in their entirety and replacing them with the following:

Date Started	Series A, Series B, Series F and Series O – May 25, 2005 Series T5, Series T8, Series S5 and Series S8 – November 16, 2011
Type of Securities	Series A, Series B, Series F, Series O, Series T5, Series T8, Series S5 and Series S8 units of a mutual fund trust

- (b) The section entitled “Distribution policy” on page 42 is amended by deleting the section in its entirety and replacing it with the following:

“For Series A, Series B, Series F and Series O, the fund generally distributes any income at the end of each month. Capital gains for the year are distributed in December of each year.

For Series T5, Series T8, Series S5 and Series S8, the fund will make monthly distributions of an amount comprised of a return of capital and/or net income on the last business day of each month. As well, for Series T5, Series T8, Series S5 and Series S8, any income not distributed previously in the year and capital gains will be distributed by the fund in December of each year. This year-end distribution must be reinvested in additional units of the fund.

A return of capital distribution reduces an investor’s adjusted cost base. Capital gains are generally deferred until the units are sold. Investors should not confuse the cash flow distribution with the fund’s rate of return or yield. Please see *Income tax considerations for investors* for more information.

The aggregate monthly distributions that are made on Series T5 and Series S5 units of the fund each year are expected to be between approximately 4% and 6% of the average net asset value of the fund over that year. For Series T8 and Series S8 units of the fund, the aggregate monthly distributions are expected to be between approximately 6% and 10% of the average net asset value of the fund over that year. We may adjust the per unit distribution amounts from time to time as may be necessary to keep monthly distributions generally within these percentage ranges.

Distributions on units held in Fidelity registered plans are always reinvested in additional units of the fund. Distributions on units held in other registered plans or in non-registered accounts are reinvested in additional units of the fund unless you tell us in writing that you want to receive them in cash. Cash distributions can be made payable directly to your bank account by way of electronic funds transfer, or by cheque. We may charge a fee of \$25 for each cash distribution you request by cheque.”

- (c) The chart in the section entitled “Fund expenses indirectly borne by investors” on page 42 is amended by adding the following footnote to the chart:

“This information has not been provided in respect of Series T5, Series T8, Series S5 and Series S8 because they are new.”

3. Fidelity Income Allocation Fund – Fund Profile

- (a) The chart in the section entitled “Fund details” on page 141 is amended by deleting the rows entitled “Date started” and “Type of securities” in their entirety and replacing them with the following:

Date Started	Series A, Series B, Series F, Series O, Series T8 and Series S8 – May 25, 2005 Series T5 and Series S5 – November 16, 2011
Type of Securities	Series A, Series B, Series F, Series O, Series T5, Series T8, Series S5 and Series S8 units of a mutual fund trust

- (b) The section entitled “Distribution policy” on page 143 is amended by deleting the section in its entirety and replacing it with the following:

“For Series A, Series B, Series F and Series O, the fund generally distributes any income at the end of each month. Capital gains for the year are distributed in December of each year.

For Series T5, Series T8, Series S5 and Series S8, the fund will make monthly distributions of an amount comprised of a return of capital and/or net income on the last business day of each month. Those monthly distributions are likely to include distributions of net income. As well, for Series T5, Series T8, Series S5 and Series S8, any income not distributed previously in the year and capital gains will be distributed by the fund in December of each year. This year-end distribution must be reinvested in additional units of the fund.

A return of capital distribution reduces an investor’s adjusted cost base. Capital gains are generally deferred until the units are sold. Investors should not confuse the cash flow distribution with the fund’s rate of return or yield. Please see *Income tax considerations for investors* for more information.

The aggregate monthly distributions that are made on Series T5 and Series S5 units of the fund each year are expected to be between approximately 4.5% and 5.5% of the average net asset value of the fund over that year. For Series T8 and Series S8 units of the fund, the aggregate monthly distributions are expected to be between approximately 7.5% and 9% of the average net asset value of the fund over that year. We may adjust the per unit distribution amounts from time to time as may be necessary to keep monthly distributions generally within these percentage ranges.

Distributions on units held in Fidelity registered plans are always reinvested in additional units of the fund. Distributions on units held in other registered plans or in non-registered accounts are reinvested in additional units of the fund unless you tell us in writing that you want to receive them in cash. Cash distributions can be made payable directly to your bank account by way of electronic funds transfer, or by cheque. We may charge a fee of \$25 for each cash distribution you request by cheque.”

- (c) The chart in the section entitled “Fund expenses indirectly borne by investors” on page 144 is amended by adding the following footnote to the chart:

“This information has not been provided in respect of Series T5 and Series S5 because they are new.”

4. Management and Advisory Fees

The rows in respect of Fidelity Dividend Plus Fund and Fidelity Income Allocation Fund in the Management and Advisory Fees chart on page 288 and page 289, respectively, are deleted in their entirety and replaced with the following:

	Annual management and advisory fees								
	Series A units	Series B units	Series F units	Series T5 units	Series T8 units	Series S5 units	Series S8 units	Series F5 units	Series F8 units
Fidelity Dividend Plus Fund	1.85%	1.70%	0.70%	1.85%	1.85%	1.70%	1.70%	—	—
Fidelity Income Allocation Fund	1.55%	1.40%	0.65%	1.55%	1.55%	1.40%	1.40%	—	—

5. Administration Fee

The rows in respect of Fidelity Dividend Plus Fund and Fidelity Income Allocation Fund in the Administration Fee chart on page 293 and page 295, respectively, are deleted in their entirety and replaced with the following:

Fund Type	Series	Administration Fee		
		Under \$100 Million	\$100 Million — \$1 Billion	Over \$1 Billion
Fidelity Dividend Plus Fund	Series A:	0.290%	0.280%	0.270%
	Series B:	0.240%	0.230%	0.220%
	Series F:	0.194%	0.194%	0.194%
	Series S5:	0.240%	0.230%	0.220%
	Series S8:	0.240%	0.230%	0.220%
	Series T5:	0.290%	0.280%	0.270%
	Series T8:	0.290%	0.280%	0.270%
	Fidelity Income Allocation Fund	Series A:	0.267%	0.257%
Series B:		0.217%	0.207%	0.197%
Series F:		0.155%	0.155%	0.155%
Series S5:		0.217%	0.207%	0.197%
Series S8:		0.217%	0.207%	0.197%
Series T5:		0.267%	0.257%	0.247%
Series T8:		0.267%	0.257%	0.247%

6. 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.

PURCHASER'S STATUTORY RIGHTS

Securities legislation in several of the provinces and territories gives you the right to withdraw from an agreement to buy securities within two business days after you receive a simplified prospectus or to cancel your purchase within 48 hours after you receive confirmation of a securities purchase. If you buy securities under a contractual plan, the time period for your right to withdraw from the purchase may be longer.

In several provinces and territories, securities law also gives you the right to cancel a purchase or, in some jurisdictions, claim damages if the simplified prospectus or annual information form or financial statements contain a misrepresentation. You must act within the time limit set by the securities legislation in your province or territory. You can find out more by consulting the securities legislation in the province or territory or by consulting a legal advisor.