

AMENDMENT NO. 1 dated December 9, 2011 to the simplified prospectus dated September 29, 2011 for:

## **RBC Dominion Securities Canadian Focus List Portfolio**

### **AMENDMENTS TO THE SIMPLIFIED PROSPECTUS**

#### **Summary**

First Defined Portfolio Management Co. (the “**Manager**”), the manager of RBC Dominion Securities Canadian Focus List Portfolio (the “**Fund**”), is seeking unitholder approval to change the fundamental investment objective of the Fund. The Manager is also seeking the approval of unitholders to increase the operating expense caps and management fees for each series of the Fund.

The changes are being sought as a result of a mutual agreement to terminate a license agreement entered into between FDPM, RBC Dominion Securities Inc. and Royal Bank of Canada, pursuant to which FDPM has licensed the use of certain marks, as well as a list of securities known as the “Focus List” (the “**License Agreement**”). As the Fund is based on the Focus List, when the License Agreement is terminated, the Fund will not be able to achieve its investment objective.

A meeting of Unitholders of the Fund has been called for January 26, 2012 to consider the matters described above. If approved, the Fund’s name will be changed to “*First Trust Canadian Capital Strength Portfolio*”. If approved, the changes will be effective on or about January 27, 2012.

#### **Amendments**

If approved by unitholders of the Fund, effective on or about January 27, 2012, the following amendments to the simplified prospectus will be made:

#### General

1. The name of the Fund will be changed from “RBC Dominion Securities Canadian Focus List Portfolio” to “First Trust Canadian Capital Strength Portfolio” and all references to the Fund on the cover page, throughout the simplified prospectus and the back page shall be amended accordingly.
2. All references throughout the simplified prospectus to the abbreviation for the Fund will be changed from the “RBC Canadian Fund” to the “Canadian Fund”.

#### Risk Factors

3. The risk factor “Limited Investment Management Discretion of Manager” on page 6 will be deleted in respect of the Fund.

## Fees and Expenses

4. The references to the management fee payable in respect of the Fund on page 17 in the first row of the table under the heading *Fees and Expenses Payable by a Fund* will be changed to the following:

	Series A	Series F
Canadian Fund	1.95%	0.95%

5. The following paragraph, located in the third row of the table under the heading *Fees and Expenses Payable by a Fund – Operating Expenses*, on page 18:

“With respect to RBC Canadian Fund, Operating Expenses, together with management fees, are capped at a maximum of 1.97% of the Series A NAV and 0.97% of the Series F NAV (together the “**RBC Canadian Operating Expense Caps**”).”

will be deleted in its entirety and replaced with the following:

“With respect to the Canadian Fund, Operating Expenses, together with management fees, are capped at a maximum of 2.40% of the Series A NAV and 1.40% of the Series F NAV (together the “**Canadian Fund Operating Expense Caps**”).”;

and all references to the abbreviated term “RBC Canadian Operating Expense Caps” throughout the simplified prospectus will be changed to “Canadian Fund Operating Expense Caps”.

6. The following paragraph will be deleted in its entirety from the third row of the table under the heading *Fees and Expenses Payable by a Fund – Operating Expenses* on page 18:

“RBC DS also receives an annual fee of 0.465% of the NAV of RBC Canadian Fund (the “**RBC Canadian Fee**”) in respect of license grants and the use by RBC Canadian Fund of its “Focus List”.<sup>4</sup> The RBC Canadian Fee is included in the RBC Canadian Operating Expense Cap.”

## Fund Details

7. The first paragraph under the sub-heading *Investment Objectives* on page 35 will be deleted in its entirety and replaced with the following:

“The fundamental investment objective of the Fund is to provide long-term capital appreciation by investing primarily in securities traded on a Canadian exchange or market.”

8. All of the language under the sub-heading *Investment Strategy* on pages 35-38 will be deleted in its entirety and replaced with the following:

“The Fund seeks to achieve its investment objective by investing in securities of issuers that are based in Canada or have significant business operations in the Canadian market. Securities invested in by the Fund include common shares of public companies or securities of ETFs that are traded on a Canadian exchange or market. The Fund may invest in foreign securities but such securities typically are not expected to exceed 20% of the net assets of the Fund at the time of purchase.

To achieve its investment objective, the Fund uses a multi-step, bottom-up, quantitative selection process to identify its investible universe of securities, and fundamental analysis to make final portfolio selections. The selection process, as detailed below, is designed to identify issuers that have certain objective and easily determinable attributes that, in the Portfolio Advisor’s opinion, makes them capital strength issuers.

***Identify the Universe.*** The first step in the Portfolio Advisor’s selection process is to identify the universe of securities from which the Portfolio Advisor will select the portfolio. The Portfolio Advisor begins by selecting securities of issuers that, primarily, are traded on a Canadian exchange or market.

***Screen for Financial Strength.*** Next, the Portfolio Advisor evaluates issuers based on multiple quantitative metrics, including, but not limited to, cash on hand, return on equity and long term debt to market value of equity. These factors are designed to identify those issuers which exhibit strong fundamental characteristics at the time of purchase and to eliminate those that do not meet the investment criteria.

After the investible universe is established, the Portfolio Advisor examines other factors, including valuation and future growth prospects, to determine securities it may purchase for the Fund.

***Select Issuers with Attractive Valuations for the Portfolio.*** The final step in the process is to select issuers based on the fundamental analysis performed by the Portfolio Advisor’s team of research analysts. The securities selected for the Fund’s portfolio are those that meet the Fund’s investment objectives, trade at attractive valuations and, in the opinion of the Portfolio Advisor, are likely to exceed market expectations of future cash flows.

At the Portfolio Advisor’s discretion, the Fund may hold position in securities that no longer meet the selection criteria of the Fund described above. This may occur due to special situations or other considerations, including those relating to the Tax Act or ensuring compliance with applicable securities law.

The Fund may not be fully invested at all times and may hold cash and cash equivalents (including short-term debt instruments) to the extent needed to pay its fees and operating expenses, make distributions and fund redemptions. Additionally, the Fund may hold cash or invest in short-term securities if determined to be appropriate for the purposes of enhancing liquidity or preserving capital in light of prevailing market or economic conditions.”

9. Under the heading *What are the Risks of Investing in the Fund?* on page 38, the tenth bullet point, “Limited Investment Management Discretion of Manager” will be deleted.

**What are your legal rights?**

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy mutual funds within two business days of receiving the simplified prospectus, or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund securities and get your money back, or to make a claim for damages, if the simplified prospectus, annual information form or financial statements misrepresent any facts about the mutual fund. These rights must usually be exercised within certain time limits.

For more information, refer to the securities legislation of your province or territory or consult your lawyer.