

**Amendment No. 1 dated October 12, 2009  
to the Annual Information Form dated July 20, 2009  
of  
Russell Canadian Dividend Pool  
(the “Pool”)  
(Series B, E, F and O Units)**

**Series A units**

In addition to the other series of units offered in its current simplified prospectus, the Pool now offers Series A units. Except as described in its simplified prospectus, as amended, Series A units of the Pool are offered on the same basis as Series A units of other mutual funds within the Russell Sovereign Investment Program. Accordingly, the annual information form of the Pool is amended as follows:

1. On the cover page of the annual information form, a reference to “A” is added under “Series of Units” adjacent to “Russell Canadian Dividend Pool”.
2. The following information is added to the table under “Administration of the Funds – Trust Funds – Russell Sovereign Investment Program” adjacent to “Russell Canadian Dividend Pool”:

Series A	October 12, 2009
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## Certificates

### Certificates of the Pool and its Manager, Promoter and Principal Distributor

Dated October 12, 2009

This amendment no. 1 dated October 12, 2009, together with the annual information form dated July 20, 2009, and the simplified prospectus dated July 20, 2009 as amended by amendment no. 1 dated October 12, 2009, required to be sent or delivered to a purchaser during the currency of the annual information form, as amended, 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 the provinces and territories of Canada, and do not contain any misrepresentations.

*“Irshaad Ahmad”*

Irshaad Ahmad  
Managing Director, President and Chief  
Executive Officer of Russell Investments  
Canada Limited

*“David Steele”*

David Steele  
Managing Director, Operations and Chief  
Financial Officer of Russell Investments Canada  
Limited

On behalf of the Board of Directors of Russell Investments Canada Limited in its capacity as the trustee, manager, promoter and principal distributor of the Pool.

*“Samir Khan”*

Samir Khan  
Director of Russell Investments Canada Limited

*“Bruce Curwood”*

Bruce Curwood  
Director of Russell Investments Canada Limited