

**AMENDMENT NO. 1 DATED OCTOBER 8, 2009**  
**TO THE ANNUAL INFORMATION FORM DATED JANUARY 29, 2009**

**IN RESPECT OF CLASS A UNITS OF:**

**IMPERIAL CANADIAN EQUITY POOL**

(the "Pool")

This is Amendment No. 1 to the annual information form dated January 29, 2009 (the "Annual Information Form"), which should be read subject to this information.

All capitalized terms used herein and not otherwise defined shall have the meanings given to such terms in the Annual Information Form.

**SUMMARY OF AMENDMENT**

**Portfolio Sub-Advisor Change**

CIBC Asset Management Inc. (*CAMI*), as portfolio advisor of the Pool, has engaged Connor, Clark & Lunn Investment Management Ltd. to provide services to the small-cap component of the Pool, effective November 2, 2009. Connor, Clark & Lunn Investment Management Ltd. will replace Howson Tattersall Investment Counsel Limited.

As a result, effective November 2, 2009, the Annual Information Form is amended as set out below.

**SPECIFIC AMENDMENT**

**Name, Formation and History of the Pools**

The disclosure with respect to the Pool under the section entitled *Name, Formation and History of the Pools* is supplemented with the following:

- November 2, 2009, Howson Tattersall Investment Counsel Limited was replaced by Connor, Clark & Lunn Investment Management Ltd. to manage the small-cap component of the Pool;

**Responsibility for Operations of the Pools**

The disclosure with respect of the Pool under the sub-section *Portfolio Sub-advisors* under the section entitled *Responsibility for Operations of the Pools* is deleted and replaced with the following:

<b>POOL</b>	<b>PORTFOLIO SUB-ADVISOR</b>
Imperial Canadian Equity Pool	CIBC Global Asset Management Inc., Montreal, Quebec Connor, Clark & Lunn Investment Management Ltd., Vancouver, British Columbia

In addition, the disclosure under the section entitled *Responsibility for Operations of the Pools* regarding the names, titles, and length of time of service of persons employed by the portfolio sub-advisor who is principally responsible for the day-to-day management of a Pool or implementing its investment strategy or managing a particular segment of the portfolio of a Pool, with respect to Howson Tattersall Investment Counsel Limited, is deleted.

The disclosure under this section with respect to Connor, Clark & Lunn Investment Management Ltd., is deleted and replaced with the following:

Connor, Clark & Lunn Investment Management Ltd., (CC&L) Vancouver, British Columbia

<b>NAME OF INDIVIDUAL</b>	<b>POSITION AND OFFICE</b>	<b>DETAILS OF EXPERIENCE</b>
Martin Gerber	Director, Partner and Head of Quantitative Equities	Associated with this sub-advisor since 1991
Chris Archbold	Partner and Portfolio Manager, Quantitative Equities	Associated with this sub-advisor since 1993
Steven Huang	Partner and Portfolio Manager, Quantitative Equities	Associated with this sub-advisor since 1995
Dion Roseman	Partner and Portfolio Manager, Quantitative Equities	Associated with this sub-advisor since 2004; previously Principal, Lead Portfolio Manager at Barclays Global Investors from 2001 to 2004
Gary Baker	Director, Partner and Head of Fundamental Equities	Associated with this sub-advisor since 2004
Samba Chunduri	Partner and Portfolio Manager, Fundamental Equities	Associated with this sub-advisor since 2005; previously was an Investment Analyst at Orion Securities from 2004 to 2005
Steven Vertes	Partner and Portfolio Manager, Fundamental Equities	Associated with this sub-advisor since 2002
Alastair Dunn	Partner and Portfolio Manager, Fundamental Equities	Associated with this sub-advisor since 1986
John Novak	Partner and Portfolio Manager, Fundamental Equities	Associated with this sub-advisor since 2006; previously was a Managing Director Equity Research at CIBC World Markets Inc. from 2004 to 2006
Mark Bridges	Senior Analyst, Fundamental Equities	Associated with this sub-advisor since 2009; previously was an Investment Analyst at CIBC World Markets Inc. from 2001 to 2009

The portfolio sub-advisory agreement between CAMI and CC&L may be terminated by either party on 60 days' prior written notice.

## **AUDITORS' CONSENT**

Imperial Money Market Pool  
Imperial Short-Term Bond Pool  
Imperial Canadian Bond Pool  
Imperial Canadian Dividend Pool  
Imperial International Bond Pool  
Imperial Canadian Income Trust Pool  
Imperial Canadian Dividend Income Pool  
Imperial Global Equity Income Pool  
Imperial Canadian Equity Pool  
Imperial Registered U.S. Equity Index Pool  
Imperial U.S. Equity Pool  
Imperial Registered International Equity Index Pool  
Imperial International Equity Pool  
Imperial Overseas Equity Pool  
Imperial Emerging Economies Pool  
**(collectively, the "Pools")**

We have read amendment No. 1 dated October 8, 2009 to the simplified prospectus and the annual information form of the Pools dated January 29, 2009 (the "Amendment"), relating to the issue and sale of their mutual fund units. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned Amendment to the simplified prospectus and annual information form of our report dated February 20, 2009, to the Unitholders of the Pools on the statements of net assets as at December 31, 2008 and 2007, the statement of investment portfolio as at December 31, 2008, and the statements of operations and changes in net assets for the periods then ended.

***(signed) "Ernst & Young LLP"***

Chartered Accountants  
Licensed Public Accountants  
Toronto, Canada.  
October 8, 2009

**CERTIFICATE OF THE POOL**  
**Imperial Canadian Equity Pool**  
**(the "Pool")**

October 8, 2009

This Amendment No. 1 dated October 8, 2009, together with the annual information form dated January 29, 2009 and the simplified prospectus dated January 29, 2009, as amended by Amendment No. 1 dated October 8, 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 each of the provinces and territories of Canada, and do not contain any misrepresentation.

**CIBC TRUST CORPORATION**  
**the Trustee of the Pool**

*"Victor G. Dodig"*

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Victor G. Dodig  
Chairman

*"Gary Whitfield"*

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Gary Whitfield  
President and Chief Executive Officer

**CERTIFICATE OF THE MANAGER AND PROMOTER FOR THE POOL**

**Imperial Canadian Equity Pool**

**(the "Pool")**

October 8, 2009

This Amendment No. 1 dated October 8, 2009, together with the annual information form dated January 29, 2009 and the simplified prospectus dated January 29, 2009, as amended by Amendment No. 1 dated October 8, 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 each of the provinces and territories of Canada, and do not contain any misrepresentation.

**CANADIAN IMPERIAL BANK OF COMMERCE**

**the Manager and Promoter of the Pool**

*"Gerald McCaughey"*

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Gerald McCaughey

President and Chief Executive Officer

*"J. David Williamson"*

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J. David Williamson

Chief Financial Officer

On behalf of the Board of Directors of Canadian Imperial Bank of Commerce

*"Brent Belzberg"*

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Brent Belzberg

Director

*"Jalynn Bennett"*

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Jalynn Bennett

Director