

Guide to enrolling in your retirement plan

University of San
Diego
Defined Contribution
Retirement Plan

PUT TIME **on your side**

ENROLL NOW TO TAKE FULL ADVANTAGE
OF YOUR RETIREMENT SAVINGS PLAN BENEFITS



Contributing to your retirement savings plan can help move you closer to your retirement goals. **Enroll today.**

It is our pleasure to offer you the opportunity to enroll in the USD 403(b) Plan. Your retirement savings plan offers a convenient, tax-advantaged way to save for retirement.

By participating in the USD 403(b) Plan you benefit from:

Convenience. Your contributions are automatically deducted regularly from your paycheck.

Tax savings now. Your pretax contributions are deducted from your pay before income taxes are taken out. This means that you can actually lower the amount of current income taxes you pay each period. It could mean more money in your take-home pay versus saving money in a taxable account.

Tax-deferred savings opportunities. You pay no taxes on any earnings until you withdraw them from your account, enabling you to keep more of your money working for you now.

Catch-up contributions. If you make the maximum contribution to your plan account, and you are 50 years of age or older during the calendar year, you can make an additional "catch-up" contribution of \$5,000.

Investment options. You have the flexibility to select from investment options that range from more conservative to more aggressive, making it easy for you to develop a well-diversified investment portfolio.

Portability. You can roll over eligible savings from a previous employer into this Plan. You can also take your plan vested account balance with you if you leave your employer.

The enclosed material will provide you with information about the USD 403(b) Plan. Review the hypothetical illustrations to see the potential growth over time of any retirement savings plan contributions you may make. Then follow the simple "Next Steps" to enroll in your Employer's retirement savings plan, or call 1-800-343-0860 if you have any questions.

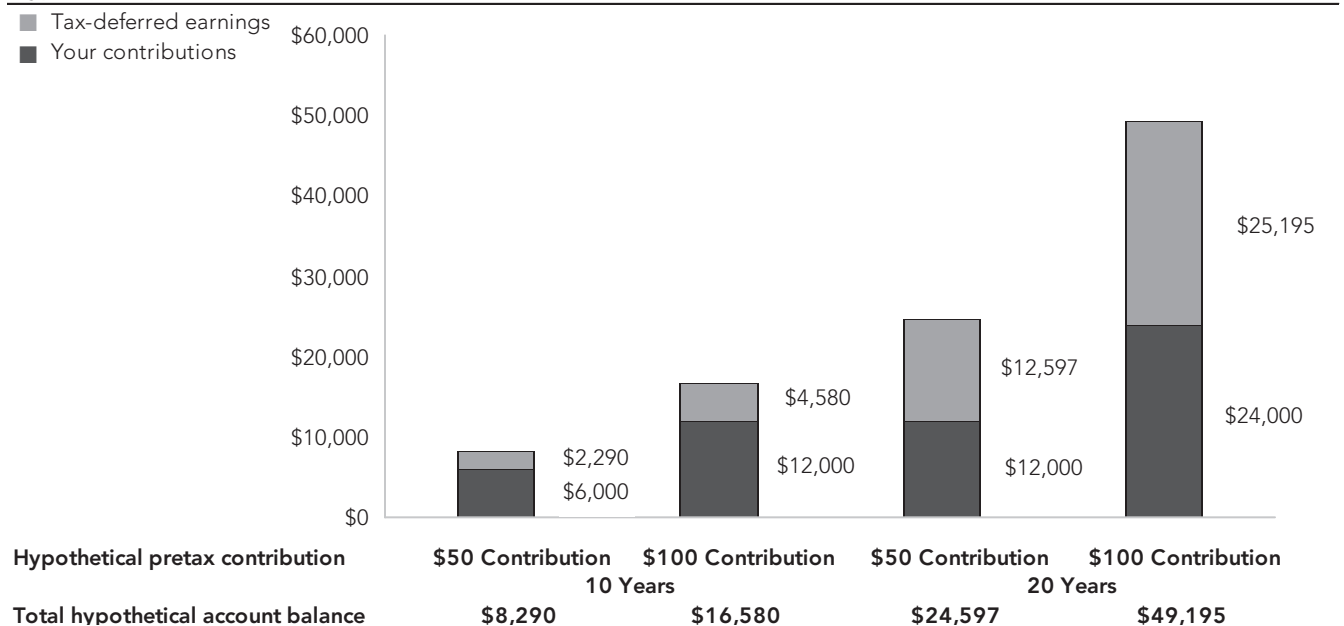
how much CAN YOU SAVE?

A hypothetical illustration

Hypothetical rate of return: 7%

Time is money. These hypothetical charts illustrate the potential growth of a retirement savings plan account if a participant were to start contributing to the Plan now. The columns compare monthly contributions of \$50 and \$100 and the amount that could potentially accumulate after 10 years and 20 years.

Hypothetical pretax account balance illustration



The cost of waiting. Based on this hypothetical illustration and the assumptions below, a participant who puts off contributing to the Plan for just five years would likely have much less money in his/her retirement savings plan account for retirement than if s/he started saving this year. In 10 years, a participant would have \$4,839 less with \$50 monthly contributions and \$9,679 less with a \$100 monthly contribution.

The hypothetical illustration is based on the following assumptions: Hypothetical participant will remain employed and contribute at the indicated rates throughout the periods shown. The indicated contribution amount remains constant throughout the periods shown. The account increases at the hypothetical annual rate of return of 7% compounded annually. Neither withdrawals nor loans are taken. All earnings are reinvested. Plan limits that are currently in effect may prevent a participant from contributing the full amount illustrated. IRS limits on compensation and pretax contributions apply. For highly compensated employees, additional limits may apply. All calculations assume contributions made the last day of the year and annual compounding. Hypothetical participant is assumed 100% vested in the Plan.

PARTICIPATING IN YOUR **plan**

You can receive help reaching your financial goals for retirement with the USD 403(b) Plan. For additional information about your Plan, visit Fidelity NetBenefits® at www.fidelity.com/atwork or call 1-800-343-0860.

When can I enroll in the Plan?

There is no waiting period. You can enroll in the Plan at any time.

How do I enroll in the Plan?

Simply fill out the enclosed 403(b) Account Application and contact your Human Resources Department for the USD Salary Reduction Agreement. Return both forms to the Human Resources Department.

When is my enrollment effective?

Your enrollment becomes effective once you elect a deferral percentage, which initiates deduction of your contributions from your pay. These salary deductions will generally begin with your next pay period after we receive your enrollment information, or as soon as administratively possible.

How do I designate my beneficiary?

Your beneficiary designation is part of the 403(b) Account Application. Please complete the form and return it to your Human Resources Department.

How much can I contribute?

Employees determined to be highly compensated may have additional limitations. The Internal Revenue Code provides that the combined annual limit for total plan contributions is 100% of your W2 compensation or \$44,000, whichever is less.

What are the IRS contribution limits?

The IRS contribution limit for 2007 is \$15,500.

What "catch-up" contribution can I make?

If you have reached age 50 or will reach 50 during the calendar year January 1 - December 31 and are making the maximum plan or IRS pretax contribution, you may make an additional "catch-up" contribution each pay period. In 2006, the maximum annual catch-up contri-

bution is \$5,000. After 2006, catch-up contribution limits will be subject to cost of living adjustments (COLAs) in \$500 increments. You make catch-up contributions through payroll deduction, the same way you make regular contributions.

If you have 15 years or more of work experience and have contributed less than \$5,000 a year, on average, to your retirement savings plan, you may be able to make additional "catch-up" contributions to the USD 403(b) Plan, allowing you to contribute up to a maximum of \$3,000 per year, up to a maximum lifetime benefit of \$15,000.

When am I vested?

You are always 100% vested in both your own contributions to the USD 403(b) Plan as well as any employer contributions. USD will also contribute up to 12% of your compensation each payroll period.

Can I take a loan from my account?

Although your plan account is intended for the future, you may borrow from your account for any reason. Generally, the USD 403(b) Plan allows you to borrow up to 50% of your vested account balance. The minimum loan amount is \$1,000, and a loan must not exceed \$50,000. You then pay the money back into your account, plus interest, through after-tax payments to Fidelity. Any outstanding loan balances over the previous 12 months may reduce the amount you have available to borrow. You may have one loan outstanding at a time. The cost to initiate a loan is \$15, and there is a quarterly maintenance fee of \$6.25. The initiation and maintenance fees will be deducted directly from your individual plan account. Be sure you understand the Plan guidelines before you initiate a loan from your plan account.

Contact Fidelity Investments Representative for more information or to request a loan.

Can I make withdrawals from my account?

Withdrawals from the Plan are generally permitted when you terminate your employment, retire, reach age 59½, become permanently disabled, or have severe financial hardship as defined by your Plan. Keep in mind that withdrawals are subject to income taxes and possibly to early withdrawal penalties.

The taxable portion of your withdrawal that is eligible for rollover into an individual retirement account (IRA) or another employer's retirement plan is subject to 20% mandatory federal income tax withholding, unless it is rolled directly over to an IRA or another employer plan. (You may owe more or less when you file your income taxes.) If you are under age 59½, the taxable portion of your withdrawal is also subject to a 10% early withdrawal penalty, unless you qualify for an exception to this rule. To learn more about and/or to request a withdrawal, log on to Fidelity NetBenefits® at www.fidelity.com/atwork to access NetBenefits® or call the Fidelity Services Representative at 1-800-343-0860.

When you leave employment from University of San Diego you can withdraw contributions and any associated earnings or, you can leave contributions and any associated earnings in the Plan.

Can I move money from another retirement plan into my account in the USD 403(b) Plan?

You are permitted to roll over eligible pretax contributions from another 401(k) or a 403(b) plan account. Contact your Fidelity Investments Representative for details.

How do I access my account?

You can access your account online through Fidelity NetBenefits® at www.fidelity.com/atwork to access NetBenefits® or call the Fidelity Services Representative at 1-800-343-0860 to speak with a representative or use the automated voice response system, virtually 24 hours, 7 days a week. For information on how to access NetBenefitsSM, please see the "Next Steps" section of this brochure.

What are my rights with respect to mutual fund pass-through voting?

As a Plan participant, you have the ability to exercise voting, tender, and other similar rights for mutual funds

in which you are invested through the Plan. Materials related to the exercise of these rights will be sent to you at the time of any proxy meeting, tender offer or similar rights relating to the particular mutual funds held in your account.

How do I obtain additional investment option and account information?

Your Employer has appointed Fidelity to provide additional information on the investment options available through the Plan. Also, a statement of your account may be requested by phone at 1-800-343-0860 or reviewed online at Fidelity NetBenefits®.

NEXT **steps**

To learn more about the USD 403(b) Plan and to enroll, just follow these simple steps:

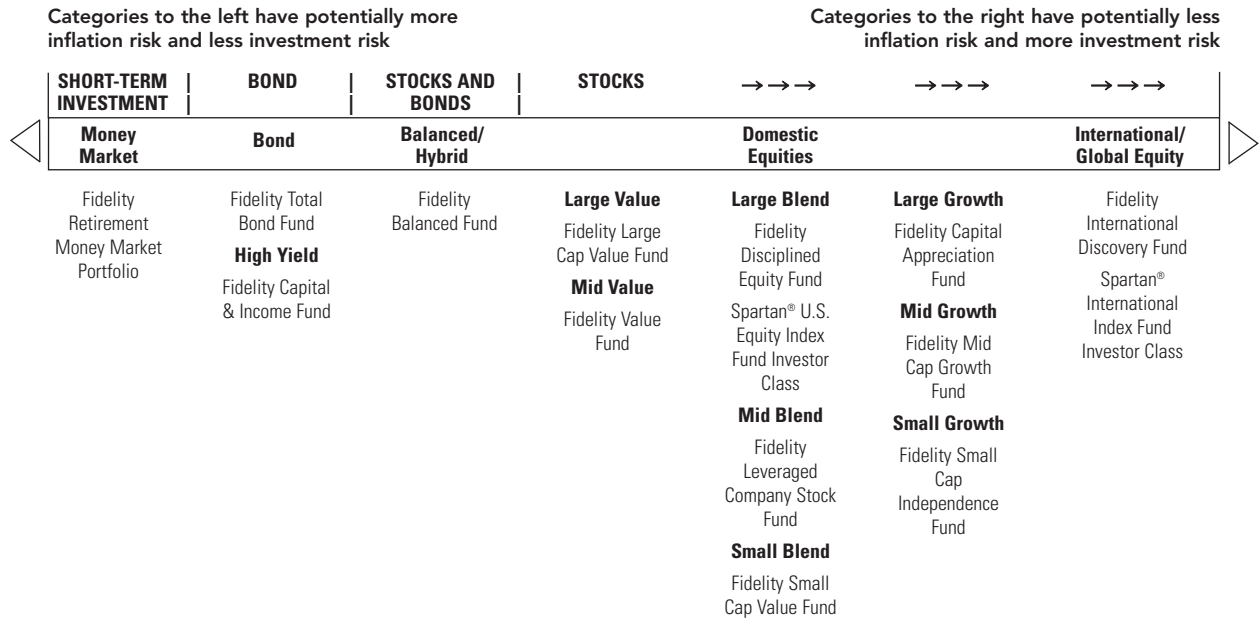
Step 1: Complete the enclosed 403(b) Account Application and return to your Human Resources Department.

Step 2: Obtain the USD Salary Reduction Agreement Form from your Human Resources Department and return the completed form to Human Resources.

If you have any questions about the enrollment process or need assistance, call 1-800-343-0860 to speak with a Fidelity Services Representative representative from 5:30 a.m. to 9:00 p.m., Pacific time, Monday - Friday.

Enroll today and start saving for your retirement.

INVESTMENT **options** IN THE USD 403(B) PLAN



This spectrum, with the exception of the Domestic Equity category, is based on Fidelity's analysis of the characteristics of the general investment categories of the investment options and not on the actual security holdings, which can change frequently. Investment options in the Domestic Equity category are based on the options' Morningstar categories as of 9/30/2006. Morningstar categories are based on a fund's style as measured by its underlying portfolio holdings over the past three years and may change at any time. These style calculations do not represent the investment options' objectives and do not predict the investment options' future styles. Investment options are listed in alphabetical order within each investment category. Risk associated with the investment options can vary significantly within each particular investment category, and the relative risk of categories may change under certain economic conditions. For a more complete discussion of risk associated with the mutual fund options, please read the prospectuses before making your investment decision. The spectrum does not represent actual or implied performance.

An investment in a money market fund is not insured or guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at \$1 per share, it is possible to lose money by investing in these funds.

Investments in smaller companies may involve greater risks than those of larger, more well-known companies.

Foreign investments, especially those in emerging markets, involve greater risk and may offer greater potential returns than U.S. investments. This risk includes political and economic uncertainties of foreign countries, as well as the risk of currency fluctuations.

Lower-quality debt securities involve greater risk of default or price changes due to changes in the credit quality of the issuer.

Lifecycle Funds

Lifecycle Funds

Target Date 2000-2014	Target Date 2015-2029	Target Date 2030+
Fidelity Freedom Income Fund®	Fidelity Freedom 2015 Fund®	Fidelity Freedom 2030 Fund®
Fidelity Freedom 2000 Fund®	Fidelity Freedom 2020 Fund®	Fidelity Freedom 2035 Fund®
Fidelity Freedom 2005 Fund®	Fidelity Freedom 2025 Fund®	Fidelity Freedom 2040 Fund®
Fidelity Freedom 2010 Fund®		Fidelity Freedom 2045 Fund SM
		Fidelity Freedom 2050 Fund SM

The Lifecycle Funds are represented on a separate spectrum because each fund (except the income fund) will gradually adjust its asset allocation to be more conservative as the funds approach and move beyond their target retirement dates, until ultimately reaching their respective income fund allocations. Generally, within each fund family, those funds with later target retirement dates have greater risk than those with earlier target retirement dates. For lifecycle mutual funds, please see the fund's prospectus for detailed information.

The chart below illustrates the plan-assigned fund the USD 403(b) Plan believes will best fit your diversification needs should you not select an investment option.

If your birth date is between:*	Fund Name	Target Retirement Years
January 1, 1900 - December 31, 1932	Fidelity Freedom Income Fund®	Retired before 1997
January 1, 1933 - December 31, 1937	Fidelity Freedom 2000 Fund®	Target Years 1998 - 2002
January 1, 1938 - December 31, 1942	Fidelity Freedom 2005 Fund®	Target Years 2003 - 2007
January 1, 1943 - December 31, 1947	Fidelity Freedom 2010 Fund®	Target Years 2008 - 2012
January 1, 1948 - December 31, 1952	Fidelity Freedom 2015 Fund®	Target Years 2013 - 2017
January 1, 1953 - December 31, 1957	Fidelity Freedom 2020 Fund®	Target Years 2018 - 2022
January 1, 1958 - December 31, 1962	Fidelity Freedom 2025 Fund®	Target Years 2023 - 2027
January 1, 1963 - December 31, 1967	Fidelity Freedom 2030 Fund®	Target Years 2028 - 2032
January 1, 1968 - December 31, 1972	Fidelity Freedom 2035 Fund®	Target Years 2033 - 2037
January 1, 1973 - December 31, 1977	Fidelity Freedom 2040 Fund®	Target Years 2038 - 2042
January 1, 1978 - December 31, 1982	Fidelity Freedom 2045 Fund SM	Target Years 2043 - 2047
January 1, 1983 - December 31, 1987	Fidelity Freedom 2050 Fund SM	Target Years 2048 - 2052

* Dates selected by plan sponsor.

MONEY MARKET

Fidelity Retirement Money Market Portfolio

Fund code: 00630

Ticker symbol: FRTXX

What it is: A money market mutual fund.

Goal: Seeks to provide as high a level of current income as is consistent with the preservation of principal and liquidity.

What it invests in: Primarily invests in U.S. dollar-denominated money market securities and repurchase agreements for those securities. The fund may also enter into reverse repurchase agreements. The fund also invests more than 25% of its assets in the financial services industry. *An investment in this portfolio is not guaranteed or insured by the FDIC or any other government agency. Although this money market fund seeks to preserve the value of your investment at \$1 per share, it is possible to lose money by investing in this fund. Yield will vary.*

Who might want to invest:

- Someone who anticipates using a portion of this money soon, possibly for retirement income, and who is looking for the value of the investment to remain stable.
- Someone who is interested in balancing an aggressive portfolio with an investment that seeks to provide stability of principal.

BOND

Fidelity Total Bond Fund

Fund code: 00820

Ticker symbol: FTBFX

What it is: An income mutual fund.

Goal: Seeks to provide a high level of current income.

What it invests in: Primarily invests at least 80% of its assets in debt securities of all types, and in repurchase agreements for those securities. The fund uses the Lehman Brothers U.S. Universal Index as a guide in allocating its assets across the investment-grade, high yield, and emerging market asset classes, and in managing the fund's overall interest rate risk. The fund may invest in domestic and foreign issuers. The fund allocates its assets across different asset classes, market sectors, and maturities. Fidelity Management & Research Company (FMR) analyzes a security's structural features and current pricing, trading opportunities, the credit quality of the issuer, the issuer's potential for success, and the credit, currency and economic risk of the security and the issuer, to select investments. Foreign investments, especially those in emerging markets, involve greater risk and may offer greater potential returns than U.S. investments. This risk includes political and economic uncertainties of foreign countries, as well as the risk of currency fluctuation. Interest rate increases can cause the price of a debt security to decrease. Lower-quality debt securities involve greater risk of default or price changes due to potential changes in the credit quality of the issuer. The fund is considered non-diversified and can invest a greater portion of its assets in securities of individual issuers than a diversified fund might, which may cause greater share price fluctuation. Share price, yield, and return will vary.

Who might want to invest:

- Someone with an intermediate to long-term time horizon.
- Someone seeking broad fixed income exposure to the U.S. dollar-denominated bond market.
- Income-oriented investors with a slightly higher risk tolerance.

The Lehman Brothers U.S. Universal Index is an unmanaged market value-weighted performance benchmark for the U.S. dollar-denominated bond market, which includes investment-grade, high yield, and emerging market debt securities with maturities of one year or more.

BOND HIGH YIELD

Fidelity Capital & Income Fund

Fund code: 00038

Ticker symbol: FAGIX

What it is: An income mutual fund.

Goal: Seeks to provide a combination of income and capital growth.

What it invests in: Primarily invests in equity and debt securities, including defaulted securities, with an emphasis on lower-quality debt securities. The fund invests in companies in troubled or uncertain financial condition. The fund may invest in securities of domestic and foreign issuers. If you sell any of your shares after holding them for less than 90 days, the fund will deduct a short-term trading fee from your account equal to 1% of the value of the shares sold. Lower-quality debt securities involve greater risk of default or price changes due to potential changes in the credit quality of the issuer. In general, bond prices rise when interest rates fall, and vice versa. This effect is usually more pronounced for longer-term securities. Share price and return will vary.

Who might want to invest:

- Someone who understands the greater investment risk involved in lower-quality securities, and who is willing to take more investment risk than is generally associated with bond funds.
- Someone who plans to invest long term.

BALANCED/HYBRID

Fidelity Balanced Fund

Fund code: 00304

Ticker symbol: FBALX

What it is: A balanced mutual fund.

Goal: Seeks to provide income and capital growth consistent with reasonable risk.

What it invests in: Primarily invests 60% of its assets in stocks and other equity securities, and the remainder in bonds and other debt securities, including lower-quality debt securities, when the outlook for the markets is neutral. Lower-quality debt securities involve greater risk of default or price changes due to potential changes in the credit quality of the issuer. The fund will invest at least 25% of its assets in fixed income senior securities (including debt securities and preferred stocks). The fund may invest in securities of domestic and foreign issuers. Share price and return will vary.

Who might want to invest:

- Someone who wants to invest in a fund that selects both stocks and bonds.
- Someone who wants the potential of both income and long-term growth, and who is willing to ride out the fluctuation of the stock market for the potential of a higher return.

DOMESTIC EQUITIES LARGE VALUE

Fidelity Large Cap Value Fund

Fund code: 00708

Ticker symbol: FSLVX

What it is: A growth mutual fund.

Goal: Seeks to provide long-term growth of capital.

What it invests in: Primarily invests at least 80% of its assets in securities of companies with large market capitalizations (those with market capitalizations similar to companies in the Russell 1000® Index or the S&P 500® Index). The fund invests in securities of companies its manager believes are undervalued in the marketplace. The stocks of these companies are often called "value" stocks. The fund uses the Russell 1000® Value Index as a guide in structuring the fund and for selecting its investments. The fund may invest in securities of domestic and foreign issuers. Share price and return will vary.

Who might want to invest:

- Someone who is comfortable with the volatility of value style and large-cap stocks, in addition to the overall risk of investing in the stock market.
- Someone who wants to diversify their equity portfolios through a mutual fund that primarily invests in securities perceived to be undervalued, large-cap stocks.

The Russell 1000® Index is an unmanaged market capitalization-weighted index of 1,000 large U.S. domiciled company stocks. The Russell 1000® Value Index is an unmanaged market capitalization-weighted index of value-oriented stocks of the largest U.S. domiciled companies. The S&P 500® Index is a registered service mark of The McGraw-Hill Companies, Inc., and has been licensed for use by Fidelity Distributors Corporation and its affiliates. It is an unmanaged index of the common stock prices of 500 widely held U.S. stocks that includes the reinvestment of dividends. Fidelity Large Cap Value Fund was formerly known as Fidelity Structured Large Cap Value Fund.

DOMESTIC EQUITIES

MID VALUE

Fidelity Value Fund

Fund code: 00039

Ticker symbol: FDVLX

What it is: A domestic equity mutual fund.

Goal: Seeks to provide capital appreciation.

What it invests in: Primarily invests in common stocks. The fund invests in securities of companies that possess valuable fixed assets or that the manager believes are undervalued in the marketplace in relation to factors such as assets, earnings, or growth potential. Such stocks can continue to be "undervalued" by the market for long periods of time, and might never realize their full value. The fund may invest in securities of domestic and foreign issuers. Share price and return will vary.

Who might want to invest:

- Someone who is investing for the long term, and who is comfortable with the fluctuation of the stock market.

DOMESTIC EQUITIES

LARGE BLEND

Fidelity Disciplined Equity Fund

Fund code: 00315

Ticker symbol: FDEQX

What it is: A growth mutual fund.

Goal: Seeks to provide capital growth.

What it invests in: Primarily invests at least 80% of its assets in common stocks. The manager seeks to reduce the impact of industry weightings on the fund's performance relative to the S&P 500® Index. The fund may invest in securities of domestic and foreign issuers. Share price and return will vary.

Who might want to invest:

- Someone who wants to invest in a fund that uses computer-aided stock selection to enhance its quantitative analysis and fundamental research.
- Someone with a conservative portfolio who wants to invest part of his or her money more aggressively.

The S&P 500 Index is a registered service mark of The McGraw-Hill Companies, Inc., and has been licensed for use by Fidelity Distributors Corporation and its affiliates. It is an unmanaged index of the common stock prices of 500 widely held U.S. stocks that includes the reinvestment of dividends.

Spartan® U.S. Equity Index Fund Investor Class

Fund code: 00650

Ticker symbol: FUSEX

What it is: An index mutual fund.

Goal: Seeks to provide investment results that correspond to the total return (i.e., the combination of capital changes and income) performance of common stocks publicly traded in the United States.

What it invests in: Normally invests at least 80% of its assets in common stocks included in the S&P 500® Index, which broadly represents the performance of common stocks publicly traded in the United States. Share price and return will vary.

Who might want to invest:

- Someone who wants to pursue long-term growth through a portfolio of securities that broadly represent the stock market as measured by the S&P 500® Index.
- Someone willing to ride out stock market fluctuations for potentially high long-term return.

The S&P 500® Index is a registered service mark of The McGraw-Hill Companies, Inc., and has been licensed for use by Fidelity Distributors Corporation and its affiliates. It is an unmanaged index of the common stock prices of 500 widely held U.S. stocks that includes the reinvestment of dividends.

**DOMESTIC EQUITIES
MID BLEND**

Fidelity Leveraged Company Stock Fund

Fund code: 00122

Ticker symbol: FLVCX

What it is: A growth mutual fund.

Goal: Seeks to provide capital appreciation.

What it invests in: Primarily invests at least 80% of its assets in common stocks of leveraged companies (companies that issue lower-quality debt and companies with leveraged capital structures). The fund may also invest in lower-quality debt securities. Issuers of lower-quality debt and companies with leveraged capital structures may be in adverse, difficult, or uncertain financial condition, and may be involved in bankruptcy proceedings, reorganizations, or financial restructuring. Leverage can magnify the impact of adverse issuer, political, regulator, market, or economic developments on a company. A decrease in the credit quality of a highly leveraged company can lead to a significant decrease in the value of the company's securities. The fund is considered non-diversified and can invest a greater portion of its assets in securities of individual issuers than a diversified fund might, which may cause greater share price fluctuation. Lower-quality debt securities involve greater risk of default or price changes due to potential changes in the credit quality of the issuer. The fund may invest in securities of domestic and foreign issuers. If you sell any of your shares after holding them for less than 90 days, the fund will deduct a short-term trading fee from your account equal to 1.5% of the value of the shares sold. Share price and return will vary.

Who might want to invest:

- Someone who is willing to accept greater share-price fluctuation, and who plans to invest for the long term.
- Someone who is willing to take more investment risk than is generally associated with stock funds, including the risk from investing in non-diversified investments.
- Someone who understands, and who is willing to accept the greater investment risk involved in securities of companies with leveraged capital structures or that issue lower-quality debt, which may include companies with financial difficulties.

**DOMESTIC EQUITIES
SMALL BLEND**

Fidelity Small Cap Value Fund

Fund code: 01389

Ticker symbol: FCPVX

What it is: A domestic equity mutual fund.

Goal: Seeks capital appreciation.

What it invests in: Normally invests at least 80% of the fund's assets in securities of companies with small market capitalizations. The fund's manager generally defines small market capitalization companies as those companies with market capitalization similar to companies in the Russell 2000 Index or the S&P SmallCap 600. The fund invests in securities of companies that it believes are undervalued in the marketplace in relation to factors such as assets, sales, earnings, growth potential, or cash flow, or in relation to securities of other companies in the same industry (stocks of those companies are often called 'value' stocks). The fund may invest in domestic and foreign issuers. Investments in smaller companies may involve greater risks than those in larger, more well known companies. If you sell any of your shares after holding them for less than 90 days, the fund will deduct a short-term trading fee from your account equal to 1.5% of the value of the shares sold. Share price and return will vary.

Who might want to invest:

- Someone who wants to focus on small-capitalization stocks and who is willing to assume greater risk in search of potentially above-average returns.
- Someone who will be invested in the fund for the long term and who is willing to ride out the ups and downs of the stock market to try to get potentially higher long-term returns.

The Russell 2000 Index is an unmanaged market capitalization-weighted index of 2,000 small company stocks. The S&P SmallCap 600 Index is an unmanaged index that consists of 600 domestic stocks chosen for market size, liquidity, and industry group representation. It is a market-value weighted index, with each stock's weight in the Index proportionate to its market value.

DOMESTIC EQUITIES LARGE GROWTH

Fidelity Capital Appreciation Fund

Fund code: 00307

Ticker symbol: FDCAX

What it is: A growth mutual fund.

Goal: Seeks to provide capital appreciation.

What it invests in: Primarily invests in common stocks. The fund may invest in securities of domestic and foreign issuers. At any given time, the manager may tend to buy "growth" stocks or "value" stocks, or a combination of both types. In buying and selling securities for the fund, the manager relies on fundamental analysis of each issuer and its potential for success in light of its current financial condition, its industry position, and economic and market conditions. Share price and return will vary.

Who might want to invest:

- Someone who is looking for long-term growth potential rather than current income, and who can stay invested over the long term.
- Someone seeking to diversify a conservative portfolio with a more aggressive investment.

DOMESTIC EQUITIES MID GROWTH

Fidelity Mid Cap Growth Fund

Fund code: 00793

Ticker symbol: FSMGX

What it is: A growth mutual fund.

Goal: Seeks to provide long-term growth of capital.

What it invests in: Primarily invests at least 80% of its assets in securities of companies with medium market capitalizations (those with market capitalizations similar to companies in the Russell Midcap® Index or the S&P® MidCap 400 Index). The fund may also invest in companies with smaller or larger market capitalizations. Investments in mid-sized companies may involve greater risk than those in larger, more well known companies, but may be less volatile than investments in smaller companies. The fund invests in companies the manager believes to have above-average growth potential. The stocks of these companies are often called "growth" stocks. The fund uses the Russell Midcap® Growth Index as a guide in structuring the fund and for selecting its investments. The fund may invest in securities of domestic and foreign issuers. If you sell any of your shares after holding them for less than 30 days, the fund will deduct a short-term trading fee from your account equal to 0.75% of the value of the shares sold. Share price and return will vary.

Who might want to invest:

- Someone who wants to diversify their equity portfolios through a mutual fund that primarily invests in securities perceived to be growth style, mid-cap stocks.
- Someone who is comfortable with the volatility of growth style and mid-cap stocks, in addition to the overall risk of investing in the stock market.

The Russell Midcap® Growth Index is an unmanaged market capitalization-weighted index of medium-capitalization growth-oriented stocks of U.S. companies. The Russell Midcap® Index is an unmanaged market capitalization-weighted index of medium-capitalization U.S. company stocks. The S&P® MidCap 400 Index is a market capitalization-weighted index of 400 medium-capitalization stocks. Fidelity Mid Cap Growth Fund was formerly known as Fidelity Structured Mid Cap Growth Fund.

DOMESTIC EQUITIES SMALL GROWTH

Fidelity Small Cap Independence Fund

Fund code: 00336

Ticker symbol: FDSCX

What it is: A growth mutual fund.

Goal: Seeks to provide capital appreciation.

What it invests in: Primarily invests in common stocks. Normally invests at least 80% of its assets in securities of companies with small market capitalization (those with market capitalization similar to companies in the Russell 2000® Index or the S&P® SmallCap 600 Index). Investments in smaller companies may involve greater risk than those in larger, more well known companies. The fund may invest in securities of domestic and foreign issuers. If you sell any of your shares after holding them for less than 90 days, the fund will deduct a short-term trading fee from your account equal to 1.5% of the value of the shares sold. Share price and return will vary.

Who might want to invest:

- Someone who is comfortable with investing for the long term and with the higher investment risk investing in smaller companies generally involves, in exchange for offering greater potential for long-term reward.
- Someone who wants to focus on small-capitalization stocks in search of above-average returns.

The Russell 2000 Index is an unmanaged market capitalization-weighted index of 2,000 small company stocks of U.S. domiciled companies. The S&P SmallCap 600 Index is an unmanaged index that consists of 600 domestic stocks chosen for market size, liquidity, and industry group representation. It is a market-value weighted index, with each stock's weight in the Index proportionate to its market value.

INTERNATIONAL/GLOBAL EQUITY

Fidelity International Discovery Fund

Fund code: 00305

Ticker symbol: FIGRX

What it is: A growth and income mutual fund that invests internationally.

Goal: Seeks to provide long-term growth of capital.

What it invests in: Primarily invests in foreign securities. The fund normally invests a majority of its assets in common stocks, with a focus on those that pay current dividends and show potential for capital appreciation. The fund may potentially invest in debt securities, including lower-quality debt securities. Foreign investments, especially those in emerging markets, involve greater risk and may offer greater potential returns than U.S. investments. This risk includes political and economic uncertainties of foreign countries, as well as the risk of currency fluctuation. Lower-quality debt securities involve greater risk of default or price changes due to potential changes in the credit quality of the issuer. If you sell any of your shares after holding them for less than 30 days, the fund will deduct a short-term trading fee from your account equal to 1% of the value of the shares sold. Share price and return will vary.

Who might want to invest:

- Someone who is willing to ride out the fluctuation of the stock market for the potential of higher returns, and who is comfortable with the risk involved in investing overseas.
- Someone who wants to complement the performance of U.S. investments with overseas investments, which can behave differently.

Spartan® International Index Fund Investor Class**Fund code:** 00399**Ticker symbol:** FSIX**What it is:** An international growth fund.**Goal:** Seeks to provide investment results that correspond to the total returns of foreign stock markets.

What it invests in: Normally invests at least 80% of its assets in common stocks included in the Morgan Stanley Capital International Europe, Australasia, Far East Index (MSCI EAFE® Index) which represents the performance of developed stock markets outside the United States and Canada. Foreign investments, especially those in emerging markets, involve greater risk and may offer greater potential returns than U.S. investments. This risk includes political and economic uncertainties of foreign countries, as well as the risk of currency fluctuation. If you sell any of your shares after holding them for less than 90 days, the fund will deduct a short-term trading fee from your account equal to 1% of the value of the shares sold. Share price and return will vary.

Who might want to invest:

- Someone who wants a portfolio of securities that broadly represent a specific market or markets.
- Someone who is willing to ride out stock market fluctuation in pursuit of potentially high long-term returns.

The EAFE Index (Morgan Stanley Capital International Europe, Australasia, Far East Index) is an unmanaged index and includes the reinvestment of dividends. It is designed to represent the performance of developed stock markets outside the United States and Canada. The EAFE Index is a registered service mark of Morgan Stanley and Co., Inc., and has been licensed for use by FMR Corp. The fund is neither sponsored by nor affiliated with Morgan Stanley.

LIFECYCLE FUNDS

Fidelity Freedom Income Fund®**Fidelity Freedom 2000 Fund®****Fidelity Freedom 2005 Fund®****Fidelity Freedom 2010 Fund®****Fidelity Freedom 2015 Fund®****Fidelity Freedom 2020 Fund®****Fidelity Freedom 2025 Fund®****Fidelity Freedom 2030 Fund®****Fidelity Freedom 2035 Fund®****Fidelity Freedom 2040 Fund®****Fidelity Freedom 2045 Fundsm****Fidelity Freedom 2050 Fundsm**

What they are: The Fidelity Freedom Funds are investment options that allow the investor to select the fund that best matches his or her expected retirement year. The Fidelity Freedom Funds invest in a diversified portfolio of other Fidelity mutual funds to provide moderate asset allocation. They are designed for investors who want a simple yet diversified approach to investing for their retirement. The allocation strategy for the underlying equity, fixed-income, and short-term mutual funds is based on the number of years until the Freedom funds reach their target retirement dates. Each Freedom fund with a target retirement date will gradually adopt a more conservative asset allocation as it approaches its target retirement date. Therefore, each fund's target asset allocation percentages will change over time to become more conservative, by gradually reducing allocations to equity funds and increasing allocations to fixed-income and short-term funds. The Fidelity Freedom Income Fund®, designed for those already in retirement, emphasizes fixed-income and short-term mutual funds and seeks to maintain

a stable asset allocation from year to year.

Goal: The Fidelity Freedom funds with target retirement dates seek to provide high total returns until the target retirement date. Thereafter, each fund's goal will be to seek high current income and, as a secondary objective, capital appreciation. The Freedom Income Fund seeks high current income and, secondarily, capital appreciation.

What they invest in: Each Freedom fund invests in a diversified portfolio of Fidelity equity, fixed-income, and short-term mutual funds. Fidelity Freedom 2050 Fundsm, with the longest time horizon, invests primarily in equity mutual funds to take advantage of potentially greater growth opportunities. The asset mix of each Freedom fund with a target retirement date (Fidelity Freedom Income Fund[®], Fidelity Freedom 2000 Fund[®], Fidelity Freedom 2005 Fund[®], Fidelity Freedom 2010 Fund[®], Fidelity Freedom 2015 Fund[®], Fidelity Freedom 2020 Fund[®], Fidelity Freedom 2025 Fund[®], Fidelity Freedom 2030 Fund[®], Fidelity Freedom 2035 Fund[®], Fidelity Freedom 2040 Fund[®], Fidelity Freedom 2045 Fundsm, Fidelity Freedom 2050 Fundsm) will gradually become more conservative over time so investors can stay with the same fund before and during retirement. After reaching the target retirement date, these Freedom funds continue to be managed more conservatively for 10 to 15 more years until their asset mix is approximately the same as Freedom Income Fund. Ultimately, after notifying the funds' investors, the funds will merge into the Freedom Income Fund. The Freedom Income Fund, designed for those already retired, is invested more conservatively, with a larger percentage in fixed-income and short-term funds and has a smaller percentage of equity mutual funds. The funds' manager must invest in the group of underlying funds named in the prospectus, and will aim for the projected target asset allocation percentages announced to investors in the funds' annual and semiannual reports. Freedom funds with target retirement dates may invest in domestic and foreign equity funds, high yield and investment grade fixed-income funds, and short-term funds. The Freedom Income Fund invests in domestic equity funds, investment grade fixed-income funds, high yield bond funds and short-term funds. These funds are subject to the volatility of the financial markets in the U.S. and abroad and may be subject to the additional risk associated with investing in high yield, small cap, and foreign securities. Share price and return of each Freedom fund will vary.

Who might want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of well-established, actively-managed Fidelity funds.

Fidelity Freedom Income Fund[®]

Fund code: 00369

Ticker symbol: FFFAX

What it is: An asset allocation mutual fund.

Goal: Seeks to provide high current income and, as a secondary objective, some capital appreciation for those already in retirement.

What it invests in: Primarily invests approximately 37% in investment grade fixed income funds, 3% in high yield fixed income funds, 40% in short-term funds and 20% in domestic equity funds. Beginning May 29, 2005, Freedom Income Fund will gradually move toward its stable target asset allocation of 20% domestic equity funds, 35% investment grade fixed income funds, 5% in high yield fixed income funds and 40% in short-term funds. Share price and return will vary.

Who might want to invest:

- Someone who is already in retirement.
- Someone who wants a simple approach for choosing retirement investment options.

Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds[®]. The percentages represent anticipated target asset allocation at September 30, 2006.

Fidelity Freedom 2000 Fund[®]

Fund code: 00370

Ticker symbol: FFFBX

What it is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 27% in domestic equity funds, 1% in international equity funds, 32% in investment grade fixed income funds, 3% in high yield fixed-income funds and 37% in Fidelity short-term mutual funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who might want to invest:

- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wants a simple approach for choosing retirement investment options.

Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at September 30, 2006.

Fidelity Freedom 2005 Fund®

Fund code: 01312

Ticker symbol: FFFVX

What it is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 40% in domestic equity funds, 9% in international equity funds, 35% in investment grade fixed income funds, 5% in high yield fixed income funds and 11% in Fidelity short-term mutual funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who might want to invest:

- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and money market short-term mutual funds when closer to or in retirement.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wants a simple approach for choosing retirement investment options.

Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at September 30, 2006.

Fidelity Freedom 2010 Fund®

Fund code: 00371

Ticker symbol: FFFCX

What it is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 40% in domestic equity funds, 10% in international equity funds, 35% in investment grade fixed income funds, 5% in high yield fixed income funds and 10% in Fidelity short-term mutual funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who might want to invest:

- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wants a simple approach for choosing retirement investment options.

Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at September 30, 2006.

Fidelity Freedom 2015 Fund®**Fund code:** 01313**Ticker symbol:** FFVFX**What it is:** An asset allocation mutual fund.**Goal:** Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.**What it invests in:** Primarily invests approximately 47% in domestic equity funds, 12% in international equity funds, 30% in investment grade fixed income funds, 6% in high yield fixed income funds, and 5% in Fidelity short-term mutual funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.**Who might want to invest:**

- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wants a simple approach for choosing retirement investment options.

Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at September 30, 2006.

Fidelity Freedom 2020 Fund®**Fund code:** 00372**Ticker symbol:** FFFDX**What it is:** An asset allocation mutual fund.**Goal:** Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.**What it invests in:** Primarily invests approximately 55% in domestic equity funds, 14% in international equity funds, 24% in investment grade fixed income funds, and 7% in high yield fixed income funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.**Who might want to invest:**

- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wants a simple approach for choosing retirement investment options.

Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at September 30, 2006.

Fidelity Freedom 2025 Fund®**Fund code:** 01314**Ticker symbol:** FFTWX**What it is:** An asset allocation mutual fund.**Goal:** Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.**What it invests in:** Primarily invests approximately 58% in domestic equity funds, 14% in international equity funds, 20% in investment grade fixed income funds and 8% in high yield fixed income funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who might want to invest:

- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of fixed-income and short-term mutual funds when closer to or in retirement.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wants a simple approach for choosing retirement investment options.

Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at September 30, 2006.

Fidelity Freedom 2030 Fund®

Fund code: 00373

Ticker symbol: FFFEX

What it is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 66% in domestic equity funds, 16% in international equity funds, 10% in investment grade fixed income funds and 8% in high yield fixed income funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who might want to invest:

- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wants a simple approach for choosing retirement investment options.

Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at September 30, 2006.

Fidelity Freedom 2035 Fund®

Fund code: 01315

Ticker symbol: FFTHX

What it is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 66% in domestic equity funds, 17% in international equity funds, 9% in investment grade fixed income funds and 8% in high yield fixed income funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who might want to invest:

- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wants a simple approach for choosing retirement investment options.

Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at September 30, 2006.

Fidelity Freedom 2040 Fund®**Fund code:** 00718**Ticker symbol:** FFFFX**What it is:** An asset allocation mutual fund.**Goal:** Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.**What it invests in:** Primarily invests approximately 68% in domestic equity funds, 17% in international equity funds, 5% in investment grade fixed income funds and 10% in high yield fixed income funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.**Who might want to invest:**

- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wants a simple approach for choosing retirement investment options.

Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at September 30, 2006.

Fidelity Freedom 2045 FundSM**Fund code:** 01617**Ticker symbol:** FFFGX**What it is:** An asset allocation mutual fund.**Goal:** Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.**What it invests in:** Primarily invests approximately 69% in domestic equity funds, 19% in international equity funds, 2% in investment grade fixed income funds and 10% in high yield fixed income funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.**Who might want to invest:**

- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wants a simple approach for choosing retirement investment options.

Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at September 30, 2006.

Fidelity Freedom 2050 FundSM**Fund code:** 01618**Ticker symbol:** FFFHX**What it is:** An asset allocation mutual fund.**Goal:** Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.**What it invests in:** Primarily invests approximately 70% in domestic equity funds, 20% in international equity funds and 10% in high yield fixed income funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who might want to invest:

- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wants a simple approach for choosing retirement investment options.

Strategic Advisers, Inc., a subsidiary of FMR Corp., manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at September 30, 2006.

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Fidelity Investments

403(b) Custodial Account Application

1. GENERAL INSTRUCTIONS

Opening a new account: Please complete this form and sign it on the back. You will receive written confirmation once your account is established. At that point you can submit a Savings Plan Contribution form to your employer who can then forward contributions to your account. Please contact Fidelity, your employer, or tax advisor to determine your maximum allowable contribution.

Moving assets from an existing plan: To make a transfer or rollover contribution, please complete the enclosed transfer/rollover form. If a form was not included within your enrollment kit, please call to request a form.

Fees: Your account may be subject to an annual maintenance and/or recordkeeping fee.

Mailing instructions: Return this form in the enclosed postage-paid envelope or to

Fidelity Investments, P.O. Box 770002, Cincinnati, OH 45277-0090

Questions? Call Fidelity Investments at 1-800-343-0860 Monday through Friday from 8:00 A.M. to midnight ET, or visit us at www.fidelity.com/atwork.

2. SELECTION OF INVESTMENT OPTIONS

In **whole percentages** please indicate how you wish to have your contributions allocated to the investment options available for investment under your plan. Please ensure that your allocations total 100%, for example, 50% for your first, 30% for your second, and 20% for your third fund choice. If your percentages do not add up to 100% or you select an unavailable investment option, your contribution will be invested in an investment option according to your plan rules.

If you would like to select more than four investment options, please write the fund code, fund name, and allocation percentage on a separate sheet of paper and attach it to your account application. The fund code can be found in your investment options brochure. If you do not complete Section 2 correctly, all or a portion of your contributions may be deposited in a default fund as determined by the 403(b) Custodial Account Agreement or by rules determined by the employer.

3. DESIGNATING YOUR BENEFICIARY(IES)

You are not limited to three primary and three contingent beneficiaries. To assign additional beneficiaries, or to designate a more complex beneficiary designation, please attach, sign, and date a separate piece of paper. You may revoke the beneficiary designation and designate a different beneficiary by submitting a new Beneficiary Designation form to Fidelity.

When designating primary and contingent beneficiaries, please use whole percentages and be sure that the percentages for each group of beneficiaries total 100%. Your primary beneficiary cannot be your contingent beneficiary. If you designate a trust as a beneficiary, please include the date the trust was created, and the trustee's name.

If more than one person is named and no percentages are indicated, payment will be made in equal shares to your primary beneficiary(ies) who survives you. If a percentage is indicated and a primary beneficiary(ies) does not survive you, the percentage of that beneficiary's designated share shall be divided among the surviving primary beneficiary(ies) in proportion to the percentage selected for them.

4. SPOUSAL CONSENT

Spousal Consent: If you are married, your plan requires that you designate your spouse as primary beneficiary for at least 50% of your vested account balance, payable in the form of a preretirement survivor annuity. If you are married and you do not designate your spouse as your primary beneficiary for your account balances as described above, your spouse must sign the Spousal Consent portion of this form in the presence of a notary public or a representative of the plan.

Age 35 Requirement: Your spouse must be the primary beneficiary of your account as described above unless your spouse consents to a different primary beneficiary. If this designation occurs prior to the first day of the plan year in which you attain age 35, this designation is void on the earlier of (a) the first day of the plan year in which you attain age 35, or (b) the date of separation from service. When this designation is voided, your spouse will become the beneficiary for the amount described above. If you wish to designate a different primary beneficiary at that time you will need to complete a new Beneficiary Designation form.

5. AUTHORIZATION

Please provide your signature.

Fidelity Investments Institutional Operations Company, Inc.



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3. DESIGNATING YOUR BENEFICIARY(IES)

Please check here if you have more than three primary or contingent beneficiaries.

Primary Beneficiary(ies)

I hereby designate the person(s) named below as primary beneficiary(ies) to receive payment of the value of my account(s) under the plan upon my death.

1. Individual or Trust Name:	<input type="text"/>	Percentage:	<input type="text"/> <input type="text"/> <input type="text"/> %
Date of Birth or Trust Date:	<input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Relationship to Applicant:	<input type="checkbox"/> Spouse OR <input type="checkbox"/> Trust OR <input type="checkbox"/> Other
2. Individual or Trust Name:	<input type="text"/>	Percentage:	<input type="text"/> <input type="text"/> <input type="text"/> %
Date of Birth or Trust Date:	<input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Relationship to Applicant:	<input type="checkbox"/> Spouse OR <input type="checkbox"/> Trust OR <input type="checkbox"/> Other
3. Individual or Trust Name:	<input type="text"/>	Percentage:	<input type="text"/> <input type="text"/> <input type="text"/> %
Date of Birth or Trust Date:	<input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Relationship to Applicant:	<input type="checkbox"/> Spouse OR <input type="checkbox"/> Trust OR <input type="checkbox"/> Other
			Total = 100%

Contingent Beneficiary(ies)

If there is no primary beneficiary(ies) living at the time of my death, I hereby specify that the value of my account is to be distributed to my contingent beneficiary(ies) listed below. **Please note:** Your primary beneficiary cannot be your contingent beneficiary.

1. Individual or Trust Name:	<input type="text"/>	Percentage:	<input type="text"/> <input type="text"/> <input type="text"/> %
Date of Birth or Trust Date:	<input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Relationship to Applicant:	<input type="checkbox"/> Spouse OR <input type="checkbox"/> Trust OR <input type="checkbox"/> Other
2. Individual or Trust Name:	<input type="text"/>	Percentage:	<input type="text"/> <input type="text"/> <input type="text"/> %
Date of Birth or Trust Date:	<input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Relationship to Applicant:	<input type="checkbox"/> Spouse OR <input type="checkbox"/> Trust OR <input type="checkbox"/> Other
3. Individual or Trust Name:	<input type="text"/>	Percentage:	<input type="text"/> <input type="text"/> <input type="text"/> %
Date of Birth or Trust Date:	<input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> - <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Relationship to Applicant:	<input type="checkbox"/> Spouse OR <input type="checkbox"/> Trust OR <input type="checkbox"/> Other
			Total = 100%

Payment to contingent beneficiary(ies) will be made according to the rules of succession described under Primary Beneficiary(ies).



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4. SPOUSAL CONSENT

As the spouse of the Participant named above, I understand that, under the terms of the Plan, my spouse's retirement benefits are to be paid to me in the form of a Qualified Joint and Survivor Annuity (QJSA), unless I choose to give up that right. By signing below, I hereby acknowledge that I understand: (1) that the effect of my consent may result in the forfeiture of benefits I would otherwise be entitled to receive upon my spouse's death; (2) that my spouse's waiver of the QJSA is not valid unless I consent to it; (3) that my consent is voluntary, (4) that my consent is irrevocable unless my spouse revokes the waiver to the QJSA; and (5) that my consent (signature) must be witnessed by a notary public or a representative of the Plan.

I understand that if this beneficiary designation is executed prior to the first day of the plan year in which the participant turns 35 that my rights to receive the QJSA benefit as determined by the retirement plan provisions will be restored to me on the earlier of (a) the first day of the plan year in which the participant attains age 35, or (b) the date the participant separates from service with the employer sponsoring the retirement Plan.

Signature of Participant's Spouse:

Date:

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To be completed by a notary public or representative of the plan (if provided for under the terms of your employer's plan):

Sworn before me this day

--

In the State of

County of

Notary Public Signature:

Notary stamp must be in the above box

My Commission Expires:

--

Witnessed by Plan Representative:

Date:

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5. AUTHORIZATION AND SIGNATURE

Individual Authorization: By executing this form

- I certify under penalties of perjury that my Social Security number in Section 1 on this form is correct.
- I acknowledge that I have read the prospectus of any mutual fund in which I invest and that it is my responsibility to read the prospectus(es) of any fund into which I exchange and agree to the terms.
- I am aware that the beneficiary information included in this form becomes effective when delivered to Fidelity and will remain in effect until I deliver another completed and signed Beneficiary Designation form to Fidelity with a later date.
- I am aware that the beneficiary information provided herein shall apply to all my Fidelity Accounts under the plan listed in section 1 for which FMTC (or its affiliates and/or any successor appointed pursuant to the terms of such Accounts or trust agreement in effect between FMTC and my Employer, as applicable) acts as trustee or custodian, and shall replace all previous designation(s) I have made on any of my Accounts.
- **I understand that my account may be subject to an annual maintenance and/or recordkeeping fee.**
- I understand that my Employer and Fidelity Management Trust Company have executed a Fidelity Investments Section 403(b)(7) Custodial Account Agreement (the "Program") and that an account under the Program has been established on my behalf.
- I understand that I may designate a beneficiary for my assets accumulated under the Program and that if I choose not to designate a beneficiary, my beneficiary will be my surviving spouse, or if I do not have a surviving spouse, distributions will be based on my employer's 403(b) plan.
- I recognize that although Fidelity Management Trust Company is a bank, neither Fidelity Distributors Corporation nor any mutual fund in which my 403(b) account may be invested is a bank, and mutual fund shares are not backed or guaranteed by any bank or insured by the FDIC.

Your Signature:

Date:

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Transfer/Rollover Form Instructions

Reference the instructions below while completing the form. For additional assistance, please contact Fidelity Investments at 1-800-343-0860 or for the hearing impaired (TTY) 1-800-259-9743, Monday through Friday, 8:00 A.M. to midnight ET.

1. YOUR INFORMATION

Please provide your information in this section.

2. INVESTMENT PROVIDER YOU ARE MOVING MONEY FROM

Please review your most recent statement for this name and address, and include a copy of the statement with this form. **Please contact your previous investment provider to see if additional paperwork is required.**

3. ACCOUNT(S) OR CONTRACT(S) TO MOVE

Account or Contract Number: This number is available on your Previous Investment Provider account statement. If you are unable to locate this number on your statement, please contact the Investment Provider. If you do not provide an account or contract number, we will use your Social Security number to request the assets to be moved.

The Account or Contract Number above is from: Please choose only one of the options listed. If you choose "A Previous Employer," provide the name of that employer.

Type of Account or Contract: If you are unsure of the type of account or contract, please contact the Previous Investment Provider or refer to your statement. Select at least one.

Liquidation Amount: Specify the amount of money you want moved to your Fidelity account. If you choose "Full Liquidation/100%," Fidelity will request your full balance. If you choose "Partial Liquidation," Fidelity will request the dollar amount or percentage you specify. **If you do not specify an amount, Fidelity will move/liquidate 100%.** If you are transferring 457(b) money, please be aware that governmental 457(b) money must be transferred into a governmental 457(b) plan, and tax-exempt 457(b) money must be transferred into a tax-exempt 457(b) plan.

4. YOUR FIDELITY ACCOUNT INFORMATION

If you do not have a retirement account through Fidelity for the employer listed here, you must complete the enrollment process. For help with enrollment, please contact a Fidelity representative at 1-800-343-0860.

Employer sponsoring your Fidelity retirement account: The employer name appears on your Fidelity account statement or in your enrollment paperwork.

Plan Number: Please provide the Plan Number if you have multiple retirement plan accounts with Fidelity. Please contact Fidelity at 1-800-343-0860 to obtain the Plan Number.

Type of account with this employer: This information is required to ensure that Fidelity credits your assets to the proper account. Please contact Fidelity at 1-800-343-0860 or for the hearing impaired (TTY) 1-800-259-9743 if you do not know your type of account.

5. INVESTMENT INSTRUCTIONS

Would you like the assets invested in your current investment selection? If "Yes" is selected, Fidelity will credit your money to the investment selection currently specified for your account. If you do not select "Yes," please list the fund names, fund codes (if known) and percentages. **Please ensure that the percentages equal 100%.** Please list additional funds on a separate page and attach it to this form.

Fund Name: List the Fund Name(s) you want your assets credited to.

Fund Code: Provide the four-digit Fund Code(s) (if known).

Percentage: Please ensure that the percentages listed equal 100%.

Note: If the funds selected are unclear, unavailable, or equal less than 100%, the percentages allocated to those funds and/or any unallocated percentage will be defaulted to an investment option selected by your employer, or as specified in the custodial account agreement. If the percentages listed exceed 100%, the entire amount will be defaulted.

6. EMPLOYER PLAN ACCEPTANCE

Employer Authorized Signature: An authorized signature from the employer that sponsors your Fidelity retirement account **may be required**. To verify if this section needs to be signed, contact your Human Resources office, or a Fidelity Representative at 1-800-343-0860 or for the hearing impaired (TTY) 1-800-259-9743.

7. YOUR SIGNATURE

Your Signature: Please read the legal information provided in this section and then sign the form. We are unable to process your request without your signature.

Transfer/Rollover Checklist:

Here is a checklist to ensure that your request is in good order.

Please remember to:

- Include your most recent account statement from the Previous Investment Provider
- Indicate the amount or percentage of money you are moving to Fidelity
- Obtain the Employer Authorized Signature (contact your Human Resources office or Fidelity to verify if this is required)
- Sign the form
- Return this form in the enclosed postage-paid envelope **OR**

Return to:

Fidelity Investments
P.O. Box 770002
Cincinnati, OH 45277-0090

If you are sending this using an overnight delivery service, please send to this address:

Fidelity Investments
100 Crosby Parkway, Mailzone KC1E
Covington, KY 41015

Please contact your previous investment provider to see if additional paperwork is required.



Transfer/Rollover Form

Instructions: Use this form to move assets to your Fidelity employer-sponsored retirement account from a previous investment provider. You may also use this form to consolidate multiple employer-sponsored retirement accounts currently at Fidelity. **If you do not have a retirement account with Fidelity, you must also complete an Account Application/Enrollment Form. An incomplete form may delay the processing of your request.**

Unless otherwise instructed by your employer, please return this transfer/rollover form in the postage-paid envelope provided **OR**

Return to:
Fidelity Investments
P.O. Box 770002
Cincinnati, OH 45277-0090

If you are sending this using an overnight delivery service, please send to this address:
Fidelity Investments
100 Crosby Parkway, Mailzone KC1E
Covington, KY 41015

Questions? Call Fidelity Investments at 1-800-343-0860 or for the hearing impaired (TTY) 1-800-259-9743, Monday through Friday, 8 A.M. to midnight ET, for assistance with completing this form.

1. YOUR INFORMATION

Please use a **black** pen and print clearly in **CAPITAL LETTERS**.

Social Security #: -- Date of Birth: --

First Name:

Last Name:

Street Address:

City: State:

Zip: - E-mail address:

Daytime Phone: -- Evening Phone: --

2. INVESTMENT PROVIDER YOU ARE MOVING MONEY FROM

Name of investment provider you are moving money from
(e.g., VALIC, TIAA-CREF, Vanguard, ING, Lincoln):

Please include a copy of your most recent account statement from your investment provider.

Street Address:

City: State:

Zip: -

Phone: --

Please contact your previous investment provider to see if additional paperwork is required.



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3. ACCOUNT(S) OR CONTRACT(S) TO MOVE

Please provide information about the account(s)/contract(s) you wish to move to Fidelity. If no account or contract numbers are provided, we will use your Social Security number to request the assets to be moved. Please make additional copies of this page if you have more than two accounts/contracts to move.

3A. FIRST ACCOUNT (if more than one account, please complete section 3B):

Account or Contract Number:

The Account or Contract Number above is from:

- The same Employer as my Employer Plan with Fidelity
 A previous Employer (List the Employer Plan name)
 A Traditional or SEP IRA
 A Rollover IRA

Type of Account or Contract: (select at least one)

- 403(b) 401(a)/(k) 457(b) IRA

Liquidation Amount: (select one)

- Full Liquidation/100%
 Partial Liquidation % OR \$

Unless otherwise specified, we will move/liquidate 100%.

3B. SECOND ACCOUNT (if applicable).

Account or Contract Number:

The Account or Contract Number above is from:

- The same Employer as my Employer Plan with Fidelity
 A previous Employer (List the Employer Plan name)
 A Traditional or SEP IRA
 A Rollover IRA

Type of Account or Contract: (select at least one)

- 403(b) 401(a)/(k) 457(b) IRA

Liquidation Amount: (select one)

- Full Liquidation/100%
 Partial Liquidation % OR \$

Unless otherwise specified, we will move/liquidate 100%.

4. YOUR FIDELITY ACCOUNT INFORMATION

If you do not have a retirement account through Fidelity for the employer listed here, you must complete the enrollment process. For help with enrollment, please contact a Fidelity representative at 1-800-343-0860.

Employer sponsoring your Fidelity retirement account:

(This name appears on your Fidelity statement, or in your enrollment paperwork.)

Plan Number (if known):

OR City & State of Employer:

Type of account with this employer: 403(b) 401(a)/(k) 457(b)

If you do not know the type of account, please contact your Fidelity representative at 1-800-343-0860.

5. INVESTMENT INSTRUCTIONS

Would you like the assets invested in your current investment selection?

Yes

If no, specify below:

Fund Name:

OR

Fund Code:

OR

OR

OR

Percentage:

Total = 100%

If no investment options are selected, the assets will be allocated to your current investment selection. The transfer or rollover will be allocated to your current investment election on file with Fidelity for the Plan unless you complete the above investment instructions. Your entire contribution will be invested in the Plan's default fund if the Investment Instructions are incomplete or if you select a fund that is not available.

6. EMPLOYER PLAN ACCEPTANCE

An authorized signature from the employer that sponsors your Fidelity retirement account may be required. To verify if this section needs to be signed, contact your Human Resources office, or a Fidelity Representative at 1-800-343-0860 or for the hearing impaired (TTY) 1-800-259-9743.

Employer Authorized Signature:

X

Date:

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Employer Authorized Printed Name:

X

7. YOUR SIGNATURE

By signing this form:

- I hereby agree to the terms and conditions stated in this Form and certify that I am requesting a rollover or transfer of my retirement plan assets in accordance with applicable IRS and plan rules.
- I certify under the penalties of perjury that my Social Security number on this form is correct.
- I acknowledge that I have read the prospectus(es) for any mutual fund in which I invest and agree to the terms.
- I hereby direct the investment provider identified on this form to liquidate the designated amount of the account(s) listed on this form, and to release the proceeds to my account under my employer's plan, except to the extent my current employer or any of my former employers prohibit such release. In the event of such prohibition, I hereby direct said investment provider to retain the nontransferable portion of my account(s) in a separate account or contract and to release the remainder.
- I hereby agree that if my assets will be sent to Fidelity in installments, the first installment may be invested according to my instructions on this form. All subsequent installment payments as well as any residual balances not received within 30 days will be invested according to my current investment elections at the time my assets are received by Fidelity.

For 403(b)-to-403(b) transfers (not rollovers)

- I understand that any balances I am transferring from a 403(b)(1) annuity into a 403(b)(7) custodial account may be subject to more restrictive withdrawal provisions.
- I direct Fidelity to treat all monies as pretax contributions made subsequent to 12/31/88 unless my prior investment provider provides Fidelity with account balances as of 12/31/88 and post-1988 salary reduction contributions.
- I understand that if I transfer a contribution source that is not allowed by the Plan, the value associated with the unacceptable source will be returned to the investment provider named in Section 2.
- I direct Fidelity to treat the entire balances as subject to minimum distribution requirements unless my prior investment provider provides Fidelity with account balances as of 12/31/86.
- I direct Fidelity to allocate the entire balance to the most restrictive source in the current employer's plan unless my prior investment provider provides Fidelity with the sources of the transferred amount under the previous plan.

Your Signature:

X

Date:

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Transfer/Rollover Checklist:

Here is a checklist to ensure that your request is in good order.

Please remember to:

- Include your most recent account statement from the Previous Investment Provider
- Indicate the amount or percentage of money you are moving to Fidelity
- Obtain the Employer Authorized Signature (contact your Human Resources office or Fidelity to verify if this is required)
- Sign the form
- Return this form in the enclosed postage-paid envelope **OR**

Return to:

Fidelity Investments
P.O. Box 770002
Cincinnati, OH 45277-0090

If you are sending this using an overnight delivery service, please send to this address:

Fidelity Investments
100 Crosby Parkway, Mailzone KC1E
Covington, KY 41015

Please contact your previous investment provider to see if additional paperwork is required.

Fidelity Acceptance of Transfer/Rollover (FIDELITY INTERNAL USE ONLY):

INFORMATION REQUESTED OF TRANSFERRING INVESTMENT PROVIDER

Please provide the following information on the check:

- FBO
- Social Security number

Please make the check payable to **Fidelity Management Trust Company** and return it to:

Fidelity Investments, P.O. Box 770002, Cincinnati, OH 45277-0090

In addition, please provide the following either on the check or by separate letter:

1. For hardship distribution restriction:

- Account balance as of 12/31/88
- Post-1988 salary reduction contributions
- Post-1988 non-salary reduction contributions (e.g., employer monies)

2. For minimum distribution requirements 403(b) plan transfers:

- Account balance as of 12/31/86

3. Please provide the dollar amount or percentage of the breakdown of each money type being transferred.

- Portion of transfer—employee pre-tax
- Portion of transfer—employee after-tax
- Portion of transfer—employer matching

For Internal Use Only

Fidelity Investments hereby agrees to accept the transfer/rollover described above for deposit in the 403(b)/401(a)/401(k)/457(b) Account established on behalf of the individual.

Authorized Signature:

Date:

Be sure you understand the plan guidelines before you initiate a loan from your plan account.

Please be sure you understand the tax consequences of any withdrawal from the Plan.

The investment options available through the Plan reserve the right to modify or withdraw the exchange privilege.

Unless otherwise noted, transaction requests confirmed after the close of the market, normally 4 p.m. Eastern time or on weekends or holidays, will receive the next available closing price.

This document provides only a summary of the main features of the USD 403(b) Plan and the Plan Document will govern in the event of discrepancies.

Fidelity Management & Research Company manages Fidelity mutual funds.

Before investing in any mutual fund, please carefully consider the investment objectives, risks, charges and expenses. For this and other information, call or write Fidelity for a free prospectus. Read it carefully before you invest.

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Fidelity Investments
P.O. Box 145429
Cincinnati, OH 45250-5429

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Fidelity Investments Institutional Services Company, Inc., 82 Devonshire Street, Boston, MA 02109

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