Invest in your retirement—and yourself—today, with help from University of Kentucky and Fidelity.
Invest some of what you earn today for what you plan to accomplish tomorrow.

Your Employer offers outstanding convenience and a variety of investment options. Take a look and see what a difference enrolling in the Plan could make in achieving your goals.

**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.

**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. Your plan offers you the option of having experienced professionals manage your account for you.

To learn more about what your plan offers, see “Frequently asked questions about your plan” later in this guide.

Enroll in your plan and invest in yourself today.
Frequently asked questions about your plan.

Here are answers to questions you may have about the key features, benefits, and rules of your plan.

When can I enroll in the Plan?
You can enroll in the Plan at any time.

There is a UK required contribution of 5%, which becomes mandatory for employees at age 30 and above. The University will then make a matching contribution of 10% of an employee’s base salary.

How do I enroll in the Plan?
For your convenience, you may enroll in the plan online through the myUK portal. Simply visit myuk.uky.edu and login to get started. Below are the plans available for employees hired on or after July 1, 2015.

- Plan 51345 - University of Kentucky Retirement Plan (Matching Plan)
- Plan 51348 - University of Kentucky 403(b) Voluntary Plan
- Plan 51383 - University of Kentucky 457(b) Deferred Compensation Plan

As another option, you may fill out the enrollment form located in the back of this brochure and return it to the address noted on the form.

What is the Roth contribution option?
A Roth contribution, which is only available for voluntary contributions, and not the Mandatory Plan, allows you to make after-tax contributions and take any associated earnings completely tax free at retirement - as long as the distribution is a qualified one. A qualified distribution, in this case, is one that is taken at least five tax years after your first Roth contribution and after you have attained age 59½, or become disabled or die. Through automatic payroll deduction, you can contribute between 1% and 100% of your eligible pay as designated Roth contributions, up to the annual IRS dollar limits.

For more information please log on to NetBenefits® at www.netbenefits.com/UK and select "Library" from the home page.

How much can I contribute?
There is a UK required contribution of 5%, which becomes mandatory for employees at age 30 and above. These contributions get directed to the University of Kentucky Retirement Plan (Matching Plan).

Employees who wish to contribute more than 5% may do so by enrolling in the University of Kentucky 403(b) Voluntary Plan.

What is the IRS contribution limit?
The IRS contribution limit for 2018 is $18,500.

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.

What are my investment options?
To help you meet your investment goals, the Plan offers you a range of options. You can select a mix of investment options that best suits your goals, time horizon, and risk tolerance. The many investment options available through the Plan include conservative, moderately conservative, and aggressive funds. A complete description of the Plan’s investment options and their performance, as well as planning tools to help
you choose an appropriate mix, are available online.

**What if I don’t make an investment election?**

We encourage you to take an active role in the University of Kentucky and choose investment options that best suit your goals, time horizon, and risk tolerance. If you do not select specific investment options in the Plan, your contributions will be invested in the Fidelity Freedom® Index Fund - Institutional Premium Class with the target retirement date closest to the year you might retire, based on your current age and assuming a retirement age of 65, at the direction of University of Kentucky.

If no date of birth or an invalid date of birth is on file at Fidelity your contributions may be invested in the Fidelity Freedom® Index Income Fund - Institutional Premium Class. More information about the Fidelity Freedom® Index Fund - Institutional Premium Class can be found online.

Target Date Funds are an asset mix of stocks, bonds and other investments that automatically becomes more conservative as the fund approaches its target retirement date and beyond. Principal invested is not guaranteed.

**When am I vested?**

You are always 100% vested in your own contributions to University of Kentucky.

**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.

Learn more about and/or request a loan online, or by calling the Fidelity Retirement Benefits Line at 1-800-343-0860.

**Can I move money from another retirement plan into my account in University of Kentucky?**

You are permitted to roll over eligible pretax and after-tax contributions from another 401(k) plan, Roth 401(k) plan, 403(b) plan or a Roth 403(b) plan account or eligible pretax contributions from conduit individual retirement accounts (IRAs). A conduit IRA is one that contains only money rolled over from an employer-sponsored retirement plan that has not been mixed with regular IRA contributions.

To learn more about rollovers into the plan, you are encouraged to schedule an onsite appointment with Fidelity. You may visit www.fidelity.com/reserve to review the upcoming dates and reserve a time that works best for you.

**Be sure to consider all your available options and the applicable fees and features of each before moving your retirement assets.**

**How do I access my account?**

You can access your account online through Fidelity NetBenefits® at www.netbenefits.com/UK or call the Fidelity Retirement Benefits Line at 1-800-343-0860 to speak with a representative or use the automated voice response system, virtually 24 hours, 7 days a week.
Investment Options

Here is a list of investment options for University of Kentucky. For up-to-date performance information and other fund specifics, go to www.netbenefits.com/UK.

Target Date Funds

Placement of investment options within each risk spectrum is only in relation to the investment options within that specific spectrum. Placement does not reflect risk relative to the investment options shown in the other risk spectrums.

- Investment options to the left have potentially more inflation risk and less investment risk
- Investment options to the right have potentially less inflation risk and more investment risk

Fidelity Freedom® Index Income Fund - Institutional Premium Class
Fidelity Freedom® Index 2005 Fund - Institutional Premium Class
Fidelity Freedom® Index 2010 Fund - Institutional Premium Class
Fidelity Freedom® Index 2015 Fund - Institutional Premium Class
Fidelity Freedom® Index 2020 Fund - Institutional Premium Class
Fidelity Freedom® Index 2025 Fund - Institutional Premium Class
Fidelity Freedom® Index 2030 Fund - Institutional Premium Class
Fidelity Freedom® Index 2035 Fund - Institutional Premium Class
Fidelity Freedom® Index 2040 Fund - Institutional Premium Class
Fidelity Freedom® Index 2045 Fund - Institutional Premium Class
Fidelity Freedom® Index 2050 Fund - Institutional Premium Class
Fidelity Freedom® Index 2055 Fund - Institutional Premium Class
Fidelity Freedom® Index 2060 Fund - Institutional Premium Class

Target date investments are generally designed for investors expecting to retire around the year indicated in each investment’s name. The investments are managed to gradually become more conservative over time. The investment risks of each target date investment change over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad and may be subject to risks associated with investing in high yield, small cap and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.
The chart below lists the assigned fund University of Kentucky believes will best fit your diversification needs should you not select an investment option.

<table>
<thead>
<tr>
<th>Your Birth Date*</th>
<th>Fund Name</th>
<th>Target Retirement Years</th>
</tr>
</thead>
<tbody>
<tr>
<td>Before 1938</td>
<td>Fidelity Freedom® Index Income Fund - Institutional Premium Class</td>
<td>Retired before 2003</td>
</tr>
<tr>
<td>January 1, 1943 - December 31, 1947</td>
<td>Fidelity Freedom® Index 2010 Fund - Institutional Premium Class</td>
<td>Target Years 2008 - 2012</td>
</tr>
<tr>
<td>January 1, 1953 - December 31, 1957</td>
<td>Fidelity Freedom® Index 2020 Fund - Institutional Premium Class</td>
<td>Target Years 2018 - 2022</td>
</tr>
<tr>
<td>January 1, 1958 - December 31, 1962</td>
<td>Fidelity Freedom® Index 2025 Fund - Institutional Premium Class</td>
<td>Target Years 2023 - 2027</td>
</tr>
<tr>
<td>January 1, 1963 - December 31, 1967</td>
<td>Fidelity Freedom® Index 2030 Fund - Institutional Premium Class</td>
<td>Target Years 2028 - 2032</td>
</tr>
<tr>
<td>January 1, 1968 - December 31, 1972</td>
<td>Fidelity Freedom® Index 2035 Fund - Institutional Premium Class</td>
<td>Target Years 2033 - 2037</td>
</tr>
<tr>
<td>January 1, 1973 - December 31, 1977</td>
<td>Fidelity Freedom® Index 2040 Fund - Institutional Premium Class</td>
<td>Target Years 2038 - 2042</td>
</tr>
<tr>
<td>January 1, 1978 - December 31, 1982</td>
<td>Fidelity Freedom® Index 2045 Fund - Institutional Premium Class</td>
<td>Target Years 2043 - 2047</td>
</tr>
<tr>
<td>January 1, 1983 - December 31, 1987</td>
<td>Fidelity Freedom® Index 2050 Fund - Institutional Premium Class</td>
<td>Target Years 2048 - 2052</td>
</tr>
<tr>
<td>January 1, 1988 - December 31, 1992</td>
<td>Fidelity Freedom® Index 2055 Fund - Institutional Premium Class</td>
<td>Target Years 2053 - 2057</td>
</tr>
<tr>
<td>January 1, 1993 and later*</td>
<td>Fidelity Freedom® Index 2060 Fund - Institutional Premium Class</td>
<td>Target Years 2058 and beyond</td>
</tr>
</tbody>
</table>

*Dates selected by Plan Sponsor
Core Investment Options

Investment options to the left have potentially more inflation risk and less investment risk.

Investment options to the right have potentially less inflation risk and more investment risk.

<table>
<thead>
<tr>
<th>Money Market</th>
<th>Bond</th>
<th>Domestic Equities</th>
<th>International/Global</th>
</tr>
</thead>
<tbody>
<tr>
<td>Government</td>
<td>Government</td>
<td>Large Value</td>
<td>Large Growth</td>
</tr>
<tr>
<td></td>
<td>Vanguard</td>
<td>Vanguard Equity-Income Fund Admiral Shares</td>
<td>Fidelity® Contrafund® - Class K</td>
</tr>
<tr>
<td></td>
<td>Vanguard Short-Term Treasury Index Fund</td>
<td>Mid Value</td>
<td>Mid Growth</td>
</tr>
<tr>
<td></td>
<td>Vanguard Long-Term Treasury Index Fund</td>
<td>Fidelity® Low-Priced Stock Fund - Class K</td>
<td>AB Discovery Growth Fund Class Z</td>
</tr>
<tr>
<td></td>
<td>Vanguard Total Bond Market Index Fund</td>
<td>Small Blend</td>
<td>Diversified</td>
</tr>
<tr>
<td></td>
<td>Institutional Shares</td>
<td>Vanguard Small-Cap Index Fund Institutional Shares</td>
<td>Vanguard Developed Markets Index Fund Institutional Shares</td>
</tr>
</tbody>
</table>

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 06/30/2018. 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.
Investment Options

Before investing in any mutual fund, consider the investment objectives, risks, charges, and expenses. Contact Fidelity for a mutual fund prospectus or, if available, a summary prospectus containing this information. Read it carefully.

AB Discovery Growth Fund Class Z

VRS Code: 72260

Fund Objective: The investment seeks long-term growth of capital.

Fund Strategy: The fund invests primarily in a diversified portfolio of equity securities with relatively smaller capitalizations as compared to the overall U.S. market. Under normal circumstances, the fund invests at least 80% of its net assets in the equity securities of small- and mid-capitalization companies. For these purposes, "small- and mid-capitalization companies" are generally those companies that, at the time of investment, fall within the lowest 25% of the total U.S. equity market capitalization (excluding, for purposes of this calculation, companies with market capitalizations of less than $10 million).

Fund Risk: Growth stocks can perform differently from the market as a whole and can be more volatile than other types of stocks. The securities of smaller, less well-known companies can be more volatile than those of larger companies. Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, economic or other developments. These risks may be magnified in foreign markets. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Fund short term trading fees: None

Who may want to invest:
• Someone who is seeking the potential for long-term share-price appreciation.
• Someone who is willing to accept the generally greater price volatility associated both with growth-oriented stocks and with smaller companies.

Footnotes:
• This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
• The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class’s actual inception of 05/30/2014. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 07/07/1938, adjusted to reflect the fees and expenses of this share class (when this share class’s fees and expenses are higher). Please refer to a fund’s prospectus for information regarding fees and expenses. These adjusted historical returns are not actual returns. Calculation methodologies utilized by Morningstar may differ from those applied by other entities, including the fund itself.

Fidelity Freedom® Index 2005 Fund - Institutional Premium Class

VRS Code: 02765

Fund Objective: 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.

Fund Strategy: Designed for investors who anticipate retiring in or within a few years of the fund's target retirement year at or around age 65. Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds), each of which (excluding any money market fund) seeks to provide investment results that correspond to the total return of a specific index. Allocating assets among underlying Fidelity funds according to a “neutral” asset allocation strategy that adjusts over time until it reaches an allocation similar to that of the Freedom Index Income Fund approximately 10 to 19 years after the target year. Ultimately, the fund will merge with the Freedom Index Income Fund. FMR Co., Inc. (the Adviser) may modify the fund’s neutral asset allocations from time to time when in the interests of investors. Buying and selling futures contracts (both long and short positions) in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation.
**Fund Risk:** Investment performance of the Fidelity Freedom Index Fund products depends on the performance of the underlying investment options and on the proportion of the assets invested in each underlying investment option. The investment risk of each Fidelity Freedom Index Fund changes over time as its asset allocation changes. These risks are subject to the asset allocation decisions of the Investment Adviser. The funds are subject to the volatility of the financial markets, including that of equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high-yield, small-cap, commodity-linked, and foreign securities. Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly. No target date fund is considered a complete retirement program and there is no guarantee any single fund will provide sufficient retirement income at or through retirement. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

**Fund short term trading fees:** None

**Who may want to invest:**
- Someone who is seeking an investment option intended for people in or very near retirement and who is willing to accept the volatility of diversified investments in the market.
- Someone who is seeking a diversified mix of stocks, bonds, and short-term investments in one investment option or who does not feel comfortable making asset allocation choices over time.

**Footnotes:**
- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
- Returns prior to June 24, 2015 are those of the Investor Class and reflect the Investor Class’ expense ratio. Had the Institutional Premium Class’ expense ratio been reflected, total returns would have been higher.

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**Fidelity Freedom® Index 2010 Fund - Institutional Premium Class**

**VRS Code:** 02766

**Fund Objective:** 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.

**Fund Strategy:** Designed for investors who anticipate retiring in or within a few years of the fund’s target retirement year at or around age 65. Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds), each of which (excluding any money market fund) seeks to provide investment results that correspond to the total return of a specific index. Allocating assets among underlying Fidelity funds according to a “neutral” asset allocation strategy that adjusts over time until it reaches an allocation similar to that of the Freedom Index Income Fund approximately 10 to 19 years after the target year. Ultimately, the fund will merge with the Freedom Index Income Fund. FMR Co., Inc. (the Adviser) may modify the fund’s neutral asset allocations from time to time when in the interests of investors. Buying and selling futures contracts (both long and short positions) in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation.

**Fund Risk:** Investment performance of the Fidelity Freedom Index Fund products depends on the performance of the underlying investment options and on the proportion of the assets invested in each underlying investment option. The investment risk of each Fidelity Freedom Index Fund changes over time as its asset allocation changes. These risks are subject to the asset allocation decisions of the Investment Adviser. The funds are subject to the volatility of the financial markets, including that of equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high-yield, small-cap, commodity-linked, and foreign securities. Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly. No target date fund is considered a complete retirement program and there is no guarantee any single fund will provide sufficient retirement income at or through retirement. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

**Fund short term trading fees:** None

**Who may want to invest:**
- Someone who is seeking an investment option intended for people in or very near retirement and who is willing to accept the volatility of diversified investments in the market.
- Someone who is seeking a diversified mix of stocks, bonds, and short-term investments in one investment option or who does not feel comfortable making asset allocation choices over time.

**Footnotes:**
- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
- Returns prior to June 24, 2015 are those of the Investor Class and reflect the Investor Class’ expense ratio. Had the Institutional Premium Class’ expense ratio been reflected, total returns would have been higher.
- Fidelity is voluntarily reimbursing a portion of the fund’s expenses. If Fidelity had not, the returns would have been lower.
Fidelity Freedom® Index 2015 Fund - Institutional Premium Class

VRS Code: 02767

Fund Objective: 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.

Fund Strategy: Designed for investors who anticipate retiring in or within a few years of the fund’s target retirement year at or around age 65. Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds), each of which (excluding any money market fund) seeks to provide investment results that correspond to the total return of a specific index. Allocating assets among underlying Fidelity funds according to a "neutral" asset allocation strategy that adjusts over time until it reaches an allocation similar to that of the Freedom Index Income Fund approximately 10 to 19 years after the target year. Ultimately, the fund will merge with the Freedom Index Income Fund. FMR Co., Inc. (the Adviser) may modify the fund’s neutral asset allocations from time to time when in the interests of investors. Buying and selling futures contracts (both long and short positions) in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation.

Fund Risk: Investment performance of the Fidelity Freedom Index Fund products depends on the performance of the underlying investment options and on the proportion of the assets invested in each underlying investment option. The investment risk of each Fidelity Freedom Index Fund changes over time as its asset allocation changes. These risks are subject to the asset allocation decisions of the Investment Adviser. The funds are subject to the volatility of the financial markets, including that of equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high-yield, small-cap, commodity-linked, and foreign securities. Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly. No target date fund is considered a complete retirement program and there is no guarantee any single fund will provide sufficient retirement income at or through retirement. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

Fund short term trading fees: None

Who may want to invest:
- Someone who is seeking an investment option intended for people in or very near retirement and who is willing to accept the volatility of diversified investments in the market.
- Someone who is seeking a diversified mix of stocks, bonds, and short-term investments in one investment option or who does not feel comfortable making asset allocation choices over time.

Footnotes:
- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
- Returns prior to June 24, 2015 are those of the Investor Class and reflect the Investor Class’ expense ratio. Had the Institutional Premium Class’ expense ratio been reflected, total returns would have been higher.
- Fidelity is voluntarily reimbursing a portion of the fund’s expenses. If Fidelity had not, the returns would have been lower.

Fidelity Freedom® Index 2020 Fund - Institutional Premium Class

VRS Code: 02768

Fund Objective: 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.

Fund Strategy: Designed for investors who anticipate retiring in or within a few years of the fund’s target retirement year at or around age 65. Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds), each of which (excluding any money market fund) seeks to provide investment results that correspond to the total return of a specific index. Allocating assets among underlying Fidelity funds according to a "neutral" asset allocation strategy that adjusts over time until it reaches an allocation similar to that of the Freedom Index Income Fund approximately 10 to 19 years after the target year. Ultimately, the fund will merge with the Freedom Index Income Fund. FMR Co., Inc. (the Adviser) may modify the fund’s neutral asset allocations from time to time when in the interests of investors. Buying and selling futures contracts (both long and short positions) in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation.
**Fidelity Freedom® Index 2025 Fund - Institutional Premium Class**

**VRS Code:** 02769

**Fund Objective:** 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.

**Fund Strategy:** Designed for investors who anticipate retiring in or within a few years of the fund's target retirement year at or around age 65. Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds), each of which (excluding any money market fund) seeks to provide investment results that correspond to the total return of a specific index. Allocating assets among underlying Fidelity funds according to a "neutral" asset allocation strategy that adjusts over time until it reaches an allocation similar to that of the Freedom Index Income Fund approximately 10 to 19 years after the target year. Ultimately, the fund will merge with the Freedom Index Income Fund. FMR Co., Inc. (the Adviser) may modify the fund's neutral asset allocations from time to time when in the interests of investors. Buying and selling futures contracts (both long and short positions) in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation.

**Fund Risk:** Investment performance of the Fidelity Freedom Index Fund products depends on the performance of the underlying investment options and on the proportion of the assets invested in each underlying investment option. The investment risk of each Fidelity Freedom Index Fund changes over time as its asset allocation changes. These risks are subject to the asset allocation decisions of the Investment Adviser. The funds are subject to the volatility of the financial markets, including that of equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high-yield, small-cap, commodity-linked, and foreign securities. Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly. No target date fund is considered a complete retirement program and there is no guarantee any single fund will provide sufficient retirement income at or through retirement. Principal invested is not guaranteed at any time, including at or after the funds' target dates.

**Fund short term trading fees:** None

**Who may want to invest:**
- Someone who is seeking an investment option that gradually becomes more conservative over time and who is willing to accept the volatility of the markets.
- Someone who is seeking a diversified mix of stocks, bonds, and short-term investments in one investment option or who does not feel comfortable making asset allocation choices over time.

**Footnotes:**
- This description is only intended to provide a brief overview of the mutual fund. Read the fund's prospectus for more detailed information about the fund.
- Returns prior to June 24, 2015 are those of the Investor Class and reflect the Investor Class' expense ratio. Had the Institutional Premium Class' expense ratio been reflected, total returns would have been higher.
- Fidelity is voluntarily reimbursing a portion of the fund's expenses. If Fidelity had not, the returns would have been lower.
- Returns prior to June 24, 2015 are those of the Investor Class and reflect the Investor Class' expense ratio. Had the Institutional Premium Class' expense ratio been reflected, total returns would have been higher.
- Fidelity is voluntarily reimbursing a portion of the fund's expenses. If Fidelity had not, the returns would have been lower.
Fidelity Freedom® Index 2030 Fund - Institutional Premium Class
VRS Code: 02770

Fund Objective: 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.

Fund Strategy: Designed for investors who anticipate retiring in or within a few years of the fund's target retirement year at or around age 65. Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds), each of which (excluding any money market fund) seeks to provide investment results that correspond to the total return of a specific index. Allocating assets among underlying Fidelity funds according to a "neutral" asset allocation strategy that adjusts over time until it reaches an allocation similar to that of the Freedom Index Income Fund approximately 10 to 19 years after the target year. Ultimately, the fund will merge with the Freedom Index Income Fund. FMR Co., Inc. (the Adviser) may modify the fund's neutral asset allocations from time to time when in the interests of investors. Buying and selling futures contracts (both long and short positions) in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation.

Fund Risk: Investment performance of the Fidelity Freedom Index Fund products depends on the performance of the underlying investment options and on the proportion of the assets invested in each underlying investment option. The investment risk of each Fidelity Freedom Index Fund changes over time as its asset allocation changes. These risks are subject to the asset allocation decisions of the Investment Adviser. The funds are subject to the volatility of the financial markets, including that of equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high-yield, small-cap, commodity-linked, and foreign securities. Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly. No target date fund is considered a complete retirement program and there is no guarantee any single fund will provide sufficient retirement income at or through retirement. Principal invested is not guaranteed at any time, including at or after the funds' target dates.

Fund short term trading fees: None

Who may want to invest:
- Someone who is seeking an investment option that gradually becomes more conservative over time and who is willing to accept the volatility of the markets.
- Someone who is seeking a diversified mix of stocks, bonds, and short-term investments in one investment option or who does not feel comfortable making asset allocation choices over time.

Footnotes:
- This description is only intended to provide a brief overview of the mutual fund. Read the fund's prospectus for more detailed information about the fund.
- Returns prior to June 24, 2015 are those of the Investor Class and reflect the Investor Class' expense ratio. Had the Institutional Premium Class' expense ratio been reflected, total returns would have been higher.
- Fidelity is voluntarily reimbursing a portion of the fund’s expenses. If Fidelity had not, the returns would have been lower.

Fidelity Freedom® Index 2035 Fund - Institutional Premium Class
VRS Code: 02771

Fund Objective: 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.

Fund Strategy: Designed for investors who anticipate retiring in or within a few years of the fund's target retirement year at or around age 65. Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds), each of which (excluding any money market fund) seeks to provide investment results that correspond to the total return of a specific index. Allocating assets among underlying Fidelity funds according to a "neutral" asset allocation strategy that adjusts over time until it reaches an allocation similar to that of the Freedom Index Income Fund approximately 10 to 19 years after the target year. Ultimately, the fund will merge with the Freedom Index Income Fund. FMR Co., Inc. (the Adviser) may modify the fund's neutral asset allocations from time to time when in the interests of investors. Buying and selling futures contracts (both long and short positions) in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation.
**Fund Risk:** Investment performance of the Fidelity Freedom Index Fund products depends on the performance of the underlying investment options and on the proportion of the assets invested in each underlying investment option. The investment risk of each Fidelity Freedom Index Fund changes over time as its asset allocation changes. These risks are subject to the asset allocation decisions of the Investment Adviser. The funds are subject to the volatility of the financial markets, including that of equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high-yield, small-cap, commodity-linked, and foreign securities. Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly. No target date fund is considered a complete retirement program and there is no guarantee any single fund will provide sufficient retirement income at or through retirement. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

**Fund short term trading fees:** None

**Who may want to invest:**
- Someone who is seeking an investment option that gradually becomes more conservative over time and who is willing to accept the volatility of the markets.
- Someone who is seeking a diversified mix of stocks, bonds, and short-term investments in one investment option or who does not feel comfortable making asset allocation choices over time.

**Footnotes:**
- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
- Returns prior to June 24, 2015 are those of the Investor Class and reflect the Investor Class’ expense ratio. Had the Institutional Premium Class’ expense ratio been reflected, total returns would have been higher.
- Fidelity is voluntarily reimbursing a portion of the fund’s expenses. If Fidelity had not, the returns would have been lower.

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**Fidelity Freedom® Index 2040 Fund - Institutional Premium Class**

**VRS Code:** 02772

**Fund Objective:** 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.

**Fund Strategy:** Designed for investors who anticipate retiring in or within a few years of the fund’s target retirement year at or around age 65. Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds), each of which (excluding any money market fund) seeks to provide investment results that correspond to the total return of a specific index. Allocating assets among underlying Fidelity funds according to a “neutral” asset allocation strategy that adjusts over time until it reaches an allocation similar to that of the Freedom Index Income Fund approximately 10 to 19 years after the target year. Ultimately, the fund will merge with the Freedom Index Income Fund. FMR Co., Inc. (the Adviser) may modify the fund’s neutral asset allocations from time to time in the interests of investors. Buying and selling futures contracts (both long and short positions) in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation.

**Fund Risk:** Investment performance of the Fidelity Freedom Index Fund products depends on the performance of the underlying investment options and on the proportion of the assets invested in each underlying investment option. The investment risk of each Fidelity Freedom Index Fund changes over time as its asset allocation changes. These risks are subject to the asset allocation decisions of the Investment Adviser. The funds are subject to the volatility of the financial markets, including that of equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high-yield, small-cap, commodity-linked, and foreign securities. Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly. No target date fund is considered a complete retirement program and there is no guarantee any single fund will provide sufficient retirement income at or through retirement. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

**Fund short term trading fees:** None

**Who may want to invest:**
- Someone who is seeking an investment option that gradually becomes more conservative over time and who is willing to accept the volatility of the markets.
- Someone who is seeking a diversified mix of stocks, bonds, and short-term investments in one investment option or who does not feel comfortable making asset allocation choices over time.

**Footnotes:**
- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
- Returns prior to June 24, 2015 are those of the Investor Class and reflect the Investor Class’ expense ratio. Had the Institutional Premium Class’ expense ratio been reflected, total returns would have been higher.
- Fidelity is voluntarily reimbursing a portion of the fund’s expenses. If Fidelity had not, the returns would have been lower.
Fidelity Freedom® Index 2045 Fund - Institutional Premium Class

VRS Code: 02773

**Fund Objective:** 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.

**Fund Strategy:** Designed for investors who anticipate retiring in or within a few years of the fund’s target retirement year at or around age 65. Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds), each of which (excluding any money market fund) seeks to provide investment results that correspond to the total return of a specific index. Allocating assets among underlying Fidelity funds according to a “neutral” asset allocation strategy that adjusts over time until it reaches an allocation similar to that of the Freedom Index Income Fund approximately 10 to 19 years after the target year. Ultimately, the fund will merge with the Freedom Index Income Fund. FMR Co., Inc. (the Adviser) may modify the fund’s neutral asset allocations from time to time when in the interests of investors. Buying and selling futures contracts (both long and short positions) in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation.

**Fund Risk:** Investment performance of the Fidelity Freedom Index Fund products depends on the performance of the underlying investment options and on the proportion of the assets invested in each underlying investment option. The investment risk of each Fidelity Freedom Index Fund changes over time as its asset allocation changes. These risks are subject to the asset allocation decisions of the Investment Adviser. The funds are subject to the volatility of the financial markets, including that of equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high-yield, small-cap, commodity-linked, and foreign securities. Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly. No target date fund is considered a complete retirement program and there is no guarantee any single fund will provide sufficient retirement income at or through retirement. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

**Fund short term trading fees:** None

**Who may want to invest:**
- Someone who is seeking an investment option that gradually becomes more conservative over time and who is willing to accept the volatility of the markets.
- Someone who is seeking a diversified mix of stocks, bonds, and short-term investments in one investment option or who does not feel comfortable making asset allocation choices over time.

**Footnotes:**
- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
- Returns prior to June 24, 2015 are those of the Investor Class and reflect the Investor Class’ expense ratio. Had the Institutional Premium Class’ expense ratio been reflected, total returns would have been higher.
- Fidelity is voluntarily reimbursing a portion of the fund’s expenses. If Fidelity had not, the returns would have been lower.

Fidelity Freedom® Index 2050 Fund - Institutional Premium Class

VRS Code: 02774

**Fund Objective:** 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.

**Fund Strategy:** Designed for investors who anticipate retiring in or within a few years of the fund’s target retirement year at or around age 65. Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds), each of which (excluding any money market fund) seeks to provide investment results that correspond to the total return of a specific index. Allocating assets among underlying Fidelity funds according to a “neutral” asset allocation strategy that adjusts over time until it reaches an allocation similar to that of the Freedom Index Income Fund approximately 10 to 19 years after the target year. Ultimately, the fund will merge with the Freedom Index Income Fund. FMR Co., Inc. (the Adviser) may modify the fund’s neutral asset allocations from time to time when in the interests of investors. Buying and selling futures contracts (both long and short positions) in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation.

**Fund short term trading fees:** None

**Who may want to invest:**
- Someone who is seeking an investment option that gradually becomes more conservative over time and who is willing to accept the volatility of the markets.
- Someone who is seeking an investment option that gradually becomes more conservative over time and who is willing to accept the volatility of the markets.

**Footnotes:**
- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
- Returns prior to June 24, 2015 are those of the Investor Class and reflect the Investor Class’ expense ratio. Had the Institutional Premium Class’ expense ratio been reflected, total returns would have been higher.
- Fidelity is voluntarily reimbursing a portion of the fund’s expenses. If Fidelity had not, the returns would have been lower.
Fund Risk: Investment performance of the Fidelity Freedom Index Fund products depends on the performance of the underlying investment options and on the proportion of the assets invested in each underlying investment option. The investment risk of each Fidelity Freedom Index Fund changes over time as its asset allocation changes. These risks are subject to the asset allocation decisions of the Investment Adviser. The funds are subject to the volatility of the financial markets, including that of equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high-yield, small-cap, commodity-linked, and foreign securities. Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly. No target date fund is considered a complete retirement program and there is no guarantee any single fund will provide sufficient retirement income at or through retirement. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

Fund short term trading fees: None

Who may want to invest:
- Someone who is seeking an investment option that gradually becomes more conservative over time and who is willing to accept the volatility of the markets.
- Someone who is seeking a diversified mix of stocks, bonds, and short-term investments in one investment option or who does not feel comfortable making asset allocation choices over time.

Footnotes:
- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
- Returns prior to June 24, 2015 are those of the Investor Class and reflect the Investor Class’ expense ratio. Had the Institutional Premium Class’ expense ratio been reflected, total returns would have been higher.
- Fidelity is voluntarily reimbursing a portion of the fund’s expenses. If Fidelity had not, the returns would have been lower.

Fidelity Freedom® Index 2055 Fund - Institutional Premium Class

VRS Code: 02775

Fund Objective: 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.

Fund Strategy: Designed for investors who anticipate retiring in or within a few years of the fund’s target retirement year at or around age 65. Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds), each of which (excluding any money market fund) seeks to provide investment results that correspond to the total return of a specific index. Allocating assets among underlying Fidelity funds according to a “neutral” asset allocation strategy that adjusts over time until it reaches an allocation similar to that of the Freedom Index Income Fund approximately 10 to 19 years after the target year. Ultimately, the fund will merge with the Freedom Index Income Fund. FMR Co., Inc. (the Adviser) may modify the fund’s neutral asset allocations from time to time when in the interests of investors. Buying and selling futures contracts (both long and short positions) in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation.

Fund Risk: Investment performance of the Fidelity Freedom Index Fund products depends on the performance of the underlying investment options and on the proportion of the assets invested in each underlying investment option. The investment risk of each Fidelity Freedom Index Fund changes over time as its asset allocation changes. These risks are subject to the asset allocation decisions of the Investment Adviser. The funds are subject to the volatility of the financial markets, including that of equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high-yield, small-cap, commodity-linked, and foreign securities. Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly. No target date fund is considered a complete retirement program and there is no guarantee any single fund will provide sufficient retirement income at or through retirement. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

Fund short term trading fees: None

Who may want to invest:
- Someone who is seeking an investment option that gradually becomes more conservative over time and who is willing to accept the volatility of the markets.
- Someone who is seeking a diversified mix of stocks, bonds, and short-term investments in one investment option or who does not feel comfortable making asset allocation choices over time.

Footnotes:
- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
- Returns prior to June 24, 2015 are those of the Investor Class and reflect the Investor Class’ expense ratio. Had the Institutional Premium Class’ expense ratio been reflected, total returns would have been higher.
- Fidelity is voluntarily reimbursing a portion of the fund’s expenses. If Fidelity had not, the returns would have been lower.
Fidelity Freedom® Index 2060 Fund - Institutional Premium Class

VRS Code: 02776

Fund Objective: 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.

Fund Strategy: Designed for investors who anticipate retiring in or within a few years of the fund's target retirement year at or around age 65. Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds), each of which (excluding any money market fund) seeks to provide investment results that correspond to the total return of a specific index. Allocating assets among underlying Fidelity funds according to a "neutral" asset allocation strategy that adjusts over time until it reaches an allocation similar to that of the Freedom Index Income Fund approximately 10 to 19 years after the target year. Ultimately, the fund will merge with the Freedom Index Income Fund.

Fund Risk: Investment performance of the Fidelity Freedom Index Fund products depends on the performance of the underlying investment options and on the proportion of the assets invested in each underlying investment option. The investment risk of each Fidelity Freedom Index Fund changes over time as its asset allocation changes. These risks are subject to the asset allocation decisions of the Investment Adviser. The funds are subject to the volatility of the financial markets, including that of equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high-yield, small-cap, commodity-linked, and foreign securities. Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly. No target date fund is considered a complete retirement program and there is no guarantee any single fund will provide sufficient retirement income at or through retirement. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

Fund short term trading fees: None

Who may want to invest:

- Someone who is seeking an investment option that gradually becomes more conservative over time and who is willing to accept the volatility of the markets.
- Someone who is seeking a diversified mix of stocks, bonds, and short-term investments in one investment option or who does not feel comfortable making asset allocation choices over time.

Footnotes:

- This description is only intended to provide a brief overview of the mutual fund. Read the fund's prospectus for more detailed information about the fund.
- Returns prior to June 24, 2015 are those of the Investor Class and reflect the Investor Class' expense ratio. Had the Institutional Premium Class' expense ratio been reflected, total returns would have been higher.
- Fidelity is voluntarily reimbursing a portion of the fund's expenses. If Fidelity had not, the returns would have been lower.

Fidelity Freedom® Index Income Fund - Institutional Premium Class

VRS Code: 02764

Fund Objective: Seeks high total current income and, as a secondary objective, capital appreciation.

Fund Strategy: Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds), each of which (excluding any money market fund) seeks to provide investment results that correspond to the total return of a specific index. The Fund allocates assets among underlying Fidelity funds according to a stable "neutral" asset allocation strategy. FMR Co., Inc. (the Adviser) may modify the fund’s neutral asset allocations from time to time when in the interests of shareholders. Buying and selling futures contracts (both long and short positions) in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation.
**Fidelity® Government Money Market Fund**

**VRS Code:** 00458

**Fund Objective:** Seeks as high a level of current income as is consistent with preservation of capital and liquidity. Fixed income investments entail issuer default and credit risk, inflation risk, and interest rate risk (as interest rates rise, bond prices usually fall and vice versa). This effect is usually more pronounced for longer-term securities. Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly. No target date fund is considered a complete retirement program and there is no guarantee and single fund will provide sufficient retirement income at or through retirement. Principal invested is not guaranteed at any time, including at or after the funds' target dates.

**Fund Risk:** The value of the fund's domestic and foreign investments will vary from day to day in response to many factors. Investing in compliance with industry-standard regulatory requirements for money market funds for the quality, maturity, liquidity and diversification of investments. The Adviser stresses maintaining a stable $1.00 share price, liquidity, and income. In addition the Adviser normally invests at least 80% of the fund's assets in U.S. Government securities and repurchase agreements for those securities.

**Footnotes:**
- This description is only intended to provide a brief overview of the mutual fund. Read the fund's prospectus for more detailed information about the fund.
- Returns prior to June 24, 2015 are those of the Investor Class and reflect the Investor Class' expense ratio. Had the Institutional Premium Class' expense ratio been reflected, total returns would have been higher.
- Fidelity is voluntarily reimbursing a portion of the fund's expenses. If Fidelity had not, the returns would have been lower.

**Investment Options**
For more information visit www.netbenefits.com/UK or call 1-800-343-0860

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**Fidelity® Contrafund® - Class K**

**VRS Code:** 02080

**Fund Objective:** Seeks capital appreciation.

**Fund Strategy:** Investing in securities of companies whose value FMR believes is not fully recognized by the public. Normally investing primarily in common stocks.

**Fund Risk:** The value of the fund's domestic and foreign investments will vary from day to day in response to many factors. Stock values fluctuate in response to the activities of individual companies, and general market and economic conditions. Investments in foreign securities involve greater risk than U.S. investments. You may have a gain or loss when you sell your shares.

**Fund short term trading fees:** None

**Who may want to invest:**
- Someone who is seeking the potential for long-term share-price appreciation.
- Someone who is willing to accept the generally greater price volatility associated with growth-oriented stocks.

**Footnotes:**
- This description is only intended to provide a brief overview of the mutual fund. Read the fund's prospectus for more detailed information about the fund.
- On May 9, 2008, an initial offering of the retirement (K) class took place. Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected, total returns would have been higher.

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**Fidelity® Government Money Market Fund**

**VRS Code:** 00458

**Fund Objective:** Seeks as high a level of current income as is consistent with preservation of capital and liquidity.

**Fund Strategy:** The Adviser normally invests at least 99.5% of the fund's total assets in cash, U.S. Government securities and/or repurchase agreements that are collateralized fully (i.e., collateralized by cash or government securities). Certain issuers of U.S. Government securities are sponsored or chartered by Congress but their securities are neither issued nor guaranteed by the U.S. Treasury. Investing in compliance with industry-standard regulatory requirements for money market funds for the quality, maturity, liquidity and diversification of investments. The Adviser stresses maintaining a stable $1.00 share price, liquidity, and income. In addition the Adviser normally invests at least 80% of the fund's assets in U.S. Government securities and repurchase agreements for those securities.
**Vanguard 500 Index Fund Admiral Shares**

**Fund Objective:** The investment seeks to track the performance of a benchmark index that measures the investment return of large-capitalization stocks.

**Fund Strategy:** The fund employs an indexing investment approach designed to track the performance of the Standard & Poor’s 500 Index, a widely recognized benchmark of U.S. stock market performance that is dominated by the stocks of large U.S. companies. The advisor attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

**Fund Risk:** You could lose money by investing in the fund. Although the fund seeks to preserve the value of your investment at $1.00 per share, it cannot guarantee it will do so. An investment in the fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Fidelity Investments and its affiliates, the fund’s sponsor, have no legal obligation to provide financial support to the fund, and you should not expect that the sponsor will provide financial support to the fund at any time. The fund will not impose a fee upon the sale of your shares, nor temporarily suspend your ability to sell shares if the fund’s weekly liquid assets fall below 30% of its total assets because of market conditions or other factors. Interest rate increases can cause the price of a money market security to decrease. A decline in the credit quality of an issuer or a provider of credit support or a maturity-shortening structure for a security can cause the price of a money market security to decrease.

**Footnotes:**

- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.

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**Fidelity® Low-Priced Stock Fund - Class K**

**VRS Code:** 02095

**Fund Objective:** Seeks capital appreciation.

**Fund Strategy:** Normally investing primarily in common stocks. Normally investing at least 80% of assets in low-priced stocks (those priced at or below $35 per share or with an earnings yield at or above the median for the Russell 2000 Index), which can lead to investments in small and medium-sized companies. Earnings yield represents a stock's earnings per share for the most recent 12-months divided by current price per share. Potentially investing in stocks not considered low-priced. Investing in domestic and foreign issuers. Investing in either “growth” stocks or “value” stocks or both. Using fundamental analysis of factors such as each issuer’s financial condition and industry position, as well as market and economic conditions, to select investments.

**Fund Risk:** Stock markets, especially foreign markets, are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Foreign securities are subject to interest rate, currency exchange rate, economic, and political risks. The securities of smaller, less well-known companies can be more volatile than those of larger companies.

**Fund short term trading fees:** None

**Who may want to invest:**

- Someone who is seeking the potential for long-term share-price appreciation and, secondarily, dividend income.
- Someone who is comfortable with value-style investments and the potentially greater volatility of investments in smaller companies.

**Footnotes:**

- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
- The Russell 2000® Index is an unmanaged market capitalization-weighted index of 2,000 small company stocks of U.S. domiciled companies.
- On May 9, 2008, an initial offering of the retirement (K) class took place. Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

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**Vanguard 500 Index Fund Admiral Shares**

**VRS Code:** 23685

**Fund Objective:** The investment seeks to track the performance of a benchmark index that measures the investment return of large-capitalization stocks.

**Fund Strategy:** The fund employs an indexing investment approach designed to track the performance of the Standard & Poor’s 500 Index, a widely recognized benchmark of U.S. stock market performance that is dominated by the stocks of large U.S. companies. The advisor attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.
Vanguard Developed Markets Index Fund Institutional Shares

VRS Code: 71619

Fund Objective: The investment seeks to track the performance of the FTSE Developed All Cap ex US Index.

Fund Strategy: The fund employs an indexing investment approach designed to track the performance of the FTSE Developed All Cap ex US Index, a market-capitalization-weighted index that is made up of approximately 3,790 common stocks of large-, mid-, and small-cap companies located in Canada and the major markets of Europe and the Pacific region. The adviser attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

Fund Risk: Foreign securities are subject to interest-rate, currency-exchange-rate, economic, and political risks, all of which may be magnified in emerging markets. Value and growth stocks can perform differently from other types of stocks. Growth stocks can be more volatile. Value stocks can continue to be undervalued by the market for long periods of time. Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, economic or other developments. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Fund short term trading fees: None

Who may want to invest:

- Someone who is seeking the potential for long-term share-price appreciation and, secondarily, dividend income.
- Someone who is seeking both growth- and value-style investments and who is willing to accept the volatility associated with investing in the stock market.

Footnotes:

- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
- The S&P 500 Index is a market capitalization-weighted index of 500 common stocks chosen for market size, liquidity, and industry group representation to represent U.S. equity performance.
- The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class’s actual inception date of 11/13/2000. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 08/31/1976, adjusted to reflect the fees and expenses of this share class (when this share class’s fees and expenses are higher). Please refer to a fund’s prospectus for information regarding fees and expenses. These adjusted historical returns are not actual returns. Calculation methodologies utilized by Morningstar may differ from those applied by other entities, including the fund itself.

- The FTSE Developed All Cap ex US Index is part of a range of indices designed to help US investors benchmark their international investments. The index comprises large, mid and small cap stocks from developed markets excluding the US.
- The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class’s actual inception of 01/04/2001. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 08/17/1999, adjusted to reflect the fees and expenses of this share class (when this share class’s fees and expenses are higher). Please refer to a fund’s prospectus for information regarding fees and expenses. These adjusted historical returns are not actual returns. Calculation methodologies utilized by Morningstar may differ from those applied by other entities, including the fund itself.
Vanguard Equity-Income Fund Admiral Shares
VRS Code: 44550

**Fund Objective:** The investment seeks to provide an above-average level of current income and reasonable long-term capital appreciation.

**Fund Strategy:** The fund invests mainly in common stocks of mid-size and large companies whose stocks typically pay above-average levels of dividend income and are, in the opinion of the purchasing advisor, undervalued relative to similar stocks. In addition, the advisors generally look for companies that they believe are committed to paying dividends consistently. Under normal circumstances, it will invest at least 80% of its assets in equity securities. The fund uses multiple investment advisors.

**Fund Risk:** Value stocks can perform differently than other types of stocks and can continue to be undervalued by the market for long periods of time. Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, economic or other developments. These risks may be magnified in foreign markets. Additional risk information for this product may be found in the prospectus or other product materials, if available.

**Fund short term trading fees:** None

**Who may want to invest:**
- Someone who is seeking the potential for long-term share-price appreciation and, secondarily, dividend income.
- Someone who is comfortable with the volatility of large-cap stocks and value-style investments.

**Footnotes:**
- This description is only intended to provide a brief overview of the mutual fund. Read the fund's prospectus for more detailed information about the fund.
- The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 08/13/2001. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 03/21/1988, adjusted to reflect the fees and expenses of this share class (when this share class's fees and expenses are higher.) Please refer to a fund's prospectus for information regarding fees and expenses. These adjusted historical returns are not actual returns. Calculation methodologies utilized by Morningstar may differ from those applied by other entities, including the fund itself.

Vanguard Intermediate-Term Treasury Index Fund Admiral Shares
VRS Code: 78549

**Fund Objective:** The investment seeks to track the performance of a market-weighted government bond index with an intermediate-term dollar-weighted average maturity.

**Fund Strategy:** The fund employs an indexing investment approach designed to track the performance of the Bloomberg Barclays US Treasury 3-10 Year Bond Index. This index includes fixed income securities issued by the U.S. Treasury (not including inflation-protected bonds), with maturities between 3 and 10 years. At least 80% of the fund’s assets will be invested in bonds included in the index.

**Fund Risk:** In general the bond market is volatile, and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk and credit and default risks for both issuers and counterparties. Unlike individual bonds, most bond funds do not have a maturity date, so avoiding losses caused by price volatility by holding them until maturity is not possible. Additional risk information for this product may be found in the prospectus or other product materials, if available.

**Fund short term trading fees:** None

**Who may want to invest:**
- Someone who is seeking a fund that invests primarily in securities issued by the U.S. government and its agencies or instrumentalities.
- Someone who is seeking to diversify an equity portfolio with a more conservative investment option.
Footnotes:

- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
- Bloomberg Barclays US Treasury 3-10 Year Bond Index includes fixed income securities issued by the U.S. Treasury (not including inflation-protected bonds), with maturities between 3 and 10 years.
- Weighted average maturity (WAM) is the weighted average of all the maturities of the securities held in a fund. WAM for money market funds can be used as a measure of sensitivity to interest rate changes. Generally, the longer the maturity, the greater the sensitivity. WAM for money market funds is based on the dollar-weighted average length of time until principal payments must be paid, taking into account any call options exercised by the issuer and any permissible maturity shortening devices, such as demand features and interest rate resets. For bond funds, WAM can be used as a measure of sensitivity to the markets. Generally, the longer the maturity, the greater the sensitivity. The WAM calculation for bond funds excludes interest rate resets and only takes into account issuer call options if it is probable that the issuer of the instrument will take advantage of such options.
- The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class’s actual inception of 08/04/2010. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 11/19/2009, adjusted to reflect the fees and expenses of this share class (when this share class’s fees and expenses are higher). Please refer to a fund’s prospectus for information regarding fees and expenses. These adjusted historical returns are not actual returns. Calculation methodologies utilized by Morningstar may differ from those applied by other entities, including the fund itself.

Vanguard Long-Term Treasury Index Fund Admiral Shares

VRS Code: 78550

Fund Objective: The investment seeks to track the performance of a market-weighted government bond index with a long-term dollar-weighted average maturity.

Fund Strategy: The fund employs an indexing investment approach designed to track the performance of the Bloomberg Barclays US Long Treasury Bond Index. This index includes fixed income securities issued by the U.S. Treasury (not including inflation-protected bonds), with maturities greater than 10 years. Under normal circumstances, at least 80% of the fund’s assets will be invested in bonds included in the index.

Fund Risk: In general the bond market is volatile, and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk and credit and default risks for both issuers and counterparties. Unlike individual bonds, most bond funds do not have a maturity date, so avoiding losses caused by price volatility by holding them until maturity is not possible. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Fund short term trading fees: None

Who may want to invest:

- Someone who is seeking a fund that invests primarily in securities issued by the U.S. government and its agencies or instrumentalities.
- Someone who is seeking to diversify an equity portfolio but who can tolerate higher risk.

Footnotes:

- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
- Bloomberg Barclays US Long Treasury Bond Index includes fixed income securities issued by the U.S. Treasury (not including inflation-protected bonds), with maturities greater than 10 years.
- Weighted average maturity (WAM) is the weighted average of all the maturities of the securities held in a fund. WAM for money market funds can be used as a measure of sensitivity to interest rate changes. Generally, the longer the maturity, the greater the sensitivity. WAM for money market funds is based on the dollar-weighted average length of time until principal payments must be paid, taking into account any call options exercised by the issuer and any permissible maturity shortening devices, such as demand features and interest rate resets. For bond funds, WAM can be used as a measure of sensitivity to the markets. Generally, the longer the maturity, the greater the sensitivity. The WAM calculation for bond funds excludes interest rate resets and only takes into account issuer call options if it is probable that the issuer of the instrument will take advantage of such options.
- The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class’s actual inception of 03/01/2010. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 11/19/2009, adjusted to reflect the fees and expenses of this share class (when this share class’s fees and expenses are higher). Please refer to a fund’s prospectus for information regarding fees and expenses. These adjusted historical returns are not actual returns. Calculation methodologies utilized by Morningstar may differ from those applied by other entities, including the fund itself.
Vanguard Mid-Cap Index Fund Institutional Shares
VRS Code: 21348

Fund Objective: The investment seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks.

Fund Strategy: The fund employs an indexing investment approach designed to track the performance of the CRSP US Mid Cap Index, a broadly diversified index of stocks of mid-size U.S. companies. The advisor attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

Fund Risk: Value and growth stocks can perform differently from other types of stocks. Growth stocks can be more volatile. Value stocks can continue to be undervalued by the market for long periods of time. The securities of smaller, less well-known companies can be more volatile than those of larger companies. Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, economic or other developments. These risks may be magnified in foreign markets. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Fund short term trading fees: None

Who may want to invest:
• Someone who is seeking the potential for long-term share-price appreciation and, secondarily, dividend income.
• Someone who is seeking both growth- and value-style investments and who is willing to accept the generally greater volatility of investments in smaller companies.

Footnotes:
• This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
• The CRSP US Mid Cap Index targets inclusion of the U.S. companies that fall between the top 70%-85% of investable market capitalization.

Vanguard Short-Term Treasury Index Fund Admiral Shares
VRS Code: 78548

Fund Objective: The investment seeks to track the performance of a market-weighted government bond index with a short-term dollar-weighted average maturity.

Fund Strategy: The fund employs an indexing investment approach designed to track the performance of the Bloomberg Barclays US Treasury 1-3 Year Bond Index. This index includes fixed income securities issued by the U.S. Treasury (not including inflation-protected securities), all with maturities between 1 and 3 years. At least 80% of the fund’s assets will be invested in bonds included in the index.

Fund Risk: In general the bond market is volatile, and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk and credit and default risks for both issuers and counterparties. Unlike individual bonds, most bond funds do not have a maturity date, so avoiding losses caused by price volatility by holding them until maturity is not possible. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Fund short term trading fees: None

Who may want to invest:
• Someone who is seeking a fund that invests primarily in securities issued by the U.S. government and its agencies or instrumentailities.
• Someone who is seeking to diversify an equity portfolio with a more conservative investment option.

Footnotes:
Footnotes:
- This description is only intended to provide a brief overview of the mutual fund. Read the fund's prospectus for more detailed information about the fund.
- Bloomberg Barclays US Treasury 1-3 Year Bond Index includes fixed income securities issued by the U.S. Treasury (not including inflation-protected securities), all with maturities between 1 and 3 years.
- Weighted average maturity (WAM) is the weighted average of all the maturities of the securities held in a fund. WAM for money market funds can be used as a measure of sensitivity to interest rate changes. Generally, the longer the maturity, the greater the sensitivity. WAM for money market funds is based on the dollar-weighted average length of time until principal payments must be paid, taking into account any call options exercised by the issuer and any permissible maturity shortening devices, such as demand features and interest rate resets. For bond funds, WAM can be used as a measure of sensitivity to the markets. Generally, the longer the maturity, the greater the sensitivity. The WAM calculation for bond funds excludes interest rate resets and only takes into account issuer call options if it is probable that the issuer of the instrument will take advantage of such options.
- The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 12/28/2009. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 11/19/2009, adjusted to reflect the fees and expenses of this share class (when this share class's fees and expenses are higher). Please refer to a fund's prospectus for information regarding fees and expenses. These adjusted historical returns are not actual returns. Calculation methodologies utilized by Morningstar may differ from those applied by other entities, including the fund itself.

Vanguard Small-Cap Index Fund Institutional Shares
VRS Code: 23466
Fund Objective: The investment seeks to track the performance of a benchmark index that measures the investment return of small-capitalization stocks.
Fund Strategy: The fund employs an indexing investment approach designed to track the performance of the CRSP US Small Cap Index, a broadly diversified index of stocks of small U.S. companies. The advisor attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.
Fund Risk: The securities of smaller, less well-known companies can be more volatile than those of larger companies. Value and growth stocks can perform differently from other types of stocks. Growth stocks can be more volatile. Value stocks can continue to be undervalued by the market for long periods of time. Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, economic or other developments. These risks may be magnified in foreign markets. Additional risk information for this product may be found in the prospectus or other product materials, if available.
Fund short term trading fees: None
Who may want to invest:
- Someone who is seeking the potential for long-term share-price appreciation and, secondarily, dividend income.
- Someone who is seeking both growth- and value-style investments and who is willing to accept the generally greater volatility of investments in smaller companies.

Footnotes:
- This description is only intended to provide a brief overview of the mutual fund. Read the fund's prospectus for more detailed information about the fund.
- The CRSP US Small Cap Index includes U.S. companies that fall between the bottom 2%-15% of the investable market capitalization. There is no lower limit in market capitalization, other than what is specified by investability screens.
- The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 07/07/1997. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 10/03/1960, adjusted to reflect the fees and expenses of this share class (when this share class's fees and expenses are higher). Please refer to a fund's prospectus for information regarding fees and expenses. These adjusted historical returns are not actual returns. Calculation methodologies utilized by Morningstar may differ from those applied by other entities, including the fund itself.

Vanguard Total Bond Market Index Fund Institutional Shares
VRS Code: 44511
Fund Objective: The investment seeks the performance of Bloomberg Barclays U.S. Aggregate Float Adjusted Index.
Fund Strategy: Bloomberg Barclays U.S. Aggregate Float Adjusted Index represents a wide spectrum of public, investment-grade, taxable, fixed income securities in the United States-including government, corporate, and international dollar-denominated bonds, as well as mortgage-backed and asset-backed securities—all with maturities of more than 1 year. All of its investments will be selected through the sampling process, and at least 80% of its assets will be invested in bonds held in the index.
Fund Risk: In general the bond market is volatile, and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk and credit and default risks for both issuers and counterparties. Unlike individual bonds, most bond funds do not have a maturity date, so avoiding losses caused by price volatility by holding them until maturity is not possible. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Fund short term trading fees: None

Who may want to invest:
- Someone who is seeking potential returns primarily in the form of interest dividends rather than through an increase in share price.
- Someone who is seeking to diversify an equity portfolio with a more conservative investment option.

Footnotes:
- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
- The Bloomberg Barclays U.S. Aggregate Float Adjusted Index measures the total universe of public, investment-grade, taxable, fixed income securities in the United States—including government, corporate, and international dollar-denominated bonds, as well as mortgage-backed and asset-backed securities—all with maturities of more than 1 year.
- The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class’s actual inception of 09/18/1995. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 12/11/1986, adjusted to reflect the fees and expenses of this share class (when this share class’s fees and expenses are higher.) Please refer to a fund’s prospectus for information regarding fees and expenses. These adjusted historical returns are not actual returns. Calculation methodologies utilized by Morningstar may differ from those applied by other entities, including the fund itself.
A Roth contribution is available to employees who participate in the 403(b) plan. For payroll purposes Roth contributions are treated as after tax. This feature will allow participants to make Roth contributions to their plan while taking their earnings completely tax free at retirement—as long as the withdrawal is a qualified one. A qualified withdrawal is one that can be taken five tax years after the year of the first Roth contribution and after the participant has attained age 59½, has become disabled, or has died.

If you qualify to make traditional 403(b) contributions, you are eligible for a Roth 403(b) contribution.

**How does a Roth 403(b) contribution option work?**

You elect an amount of your salary that you wish to contribute to the Roth source, just as you would for your traditional 403(b). The contribution is based on your eligible compensation, not on your net pay—for example, if your total annual eligible compensation is $40,000 per year and you elect a 6% deferral amount, then $2,400 per year would go into your Roth 403(b) account.

Unlike your traditional 403(b) pretax contribution, with a Roth 403(b) contribution, you pay the taxes now on the contributions you make—but later your earnings are all tax free, if you meet certain criteria.

**Example:** Sally earns $40,000 and has elected to put 6% toward her Roth 403(b) contributions and 6% toward her traditional 403(b) pretax contributions on a monthly basis.

<table>
<thead>
<tr>
<th></th>
<th>ROTH 403(b)*</th>
<th>TRADITIONAL 403(b)*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sally’s monthly contribution into each account</td>
<td>$200</td>
<td>$200</td>
</tr>
<tr>
<td>Sally’s reduction in take-home pay</td>
<td>$200</td>
<td>$150</td>
</tr>
</tbody>
</table>

*This hypothetical example is based solely on an assumed federal income tax rate of 25%. No other payroll deductions are taken into account. Your own results will be based on your individual tax situation.

Your combined Roth and traditional pretax 403(b) contributions cannot exceed the IRS limits for the year.

Would a Roth 403(b) contribution option benefit me?

The potential benefits of Roth 403(b) contributions really depend on your personal situation, but are mainly focused on your existing tax rate and your anticipated tax rate at the time of retirement. If you are contributing to a Roth, you are giving up a tax break today for a tax break in the future.

Therefore, a Roth contribution might benefit you if your tax rate in retirement were higher than it had been during the years you contributed.

If your tax rate were lower in retirement, then a traditional 403(b) might be more beneficial to you than the Roth option. Talk with a tax professional for more information on how to determine if Roth 403(b) contributions are right for you.

Is a traditional pretax 403(b) still beneficial?

Yes. For many participants a traditional pretax 403(b) will still be the most beneficial type of retirement savings plan. We do not know what the future holds regarding tax rates. Therefore, it is not possible to predict with certainty which type of 403(b) savings will be most beneficial to a participant.

Remember, because Roth 403(b) contributions are made after tax, you may take home less money in your paycheck than you would if you contributed to a traditional pretax 403(b).
**Fidelity Investments**

**403(b) Group Custodial Enrollment Form and Beneficiary Designation**

**1. GENERAL INSTRUCTIONS**

**Opening a new account:** Please complete this form and sign it on the back. Once your account is established, you can submit a Workplace Savings Plan Contribution Form (Salary Reduction Agreement) 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.netbenefits.com/atwork.

**2. SELECTION OF INVESTMENT OPTIONS**

In **whole percentages** please indicate how you wish to have your contributions allocated to the investment options you have selected. Check with your employer as to which options are available for investment under your plan. Please select investment options that are available under your plan and ensure your allocations total 100%.

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 on the front side of each prospectus.

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 two primary and two contingent beneficiaries.** To assign additional beneficiaries, 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 beneficiaries, please use whole percentages** and be sure that the percentages for each group of beneficiaries (primary and contingent) total 100%. Your primary beneficiary cannot be your contingent beneficiary. If you designate a trust as a beneficiary, please include the trust’s name, trust address, 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 proportionally among the surviving primary beneficiary(ies).

**4. AUTHORIZATION**

*Please provide your signature.*

Fidelity Investments Institutional Operations Company, Inc.
1. YOUR INFORMATION

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

Social Security #: ___________________________ Date of Birth: ______-____-____
First Name: ____________________________
Last Name: ____________________________
Mailing Address: __________________________
Address Line 2: __________________________
City: __________________________ State: ______
Zip: __________________________
Daytime Phone: __________________________ Evening Phone: __________________________
E-mail: __________________________
Name of Employer: __________________________ Plan Number (if known): __________________________
I am: [ ] Single OR [ ] Married Name of Site/Division: __________________________

2. SELECTION OF INVESTMENT OPTIONS

Please check here if you are selecting more than four investment options.

Investment Options

<table>
<thead>
<tr>
<th>Fund Code</th>
<th>Fund Name</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
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<td></td>
</tr>
</tbody>
</table>

Please use whole percentages

Total = 100%

Shareholders may be subject to certain short-term trading fees. Please consult the prospectus for further information.
Please check here if you have more than two primary or two 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:**
   
   Social Security Number: OR
   
   Date of Birth or Trust Date:
   
   Percentage:

2. **Individual:** OR
   
   Social Security Number: OR
   
   Date of Birth or Trust Date:
   
   Percentage:

**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:**
   
   Social Security Number: OR
   
   Date of Birth or Trust Date:
   
   Percentage:

2. **Individual:** OR
   
   Social Security Number: OR
   
   Date of Birth or Trust Date:
   
   Percentage:

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

Date: ____________
Transfer/Rollover/Exchange 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, 1-800-259-9743 (TTY), Monday through Friday, 8 a.m. to midnight Eastern time (excluding New York Stock Exchange holidays, except Good Friday).

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 or U.S. Tax Identification number to request the assets to be moved.

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.

The Account or Contract Number is from: Please see the descriptions below that relate to each of the four transactions. If you choose “A Previous Employer,” provide the name of that employer.

The Same Employer as My Employer Plan with Fidelity. Movement of assets from 403(b) to 403(b) will be requested as a vendor or contract exchange. Movement of money between the same plan types, excluding 403(b) plans [401(a) to 401(a), 401(k) to 401(k), 457(b) to 457(b)], will be requested as an in-plan transfer. Movement of money between different plan types will be requested as a rollover.

A Previous Employer. For 403(b) and 401(a)/(k) plans, this is a rollover transaction. For governmental 457(b) plans, this is a rollover unless Fidelity receives direction to process as a transfer.

A Rollover IRA. This is a rollover transaction. After-tax value may not be rolled from an IRA.

A Traditional IRA or SEP IRA. This is a rollover transaction. Roth IRAs and Coverdell IRAs cannot be accepted.

Liquidation Amount: Specify the amount of money you want moved to your Fidelity account. 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 moving 457(b) assets, please be aware that governmental 457(b) assets must be moved into a governmental 457(b) plan, and nongovernmental 457(b) assets must be moved into a nongovernmental 457(b) plan. Transfers from nongovernmental 457(b) plans are not provided for on this form. Talk with your plan sponsor or call Fidelity to discuss transfers from nongovernmental 457(b) plans. Rollovers from 403(b) plans, 401(a)/401(k) plans, and IRAs to governmental 457(b) plans must be recordkept in separate rollover sources to limit the distributions that may be subject to a 10% early distribution penalty.

4. YOUR FIDELITY ACCOUNT INFORMATION

If you do not have a retirement account with Fidelity for the employer listed here, you must complete the enrollment process. For help with enrollment, please contact Fidelity at 1-800-343-0860 or for the hearing impaired 1-800-259-9743 (TTY).

Employer Sponsoring Your Fidelity Retirement Account: The employer name appears on your Fidelity account statement or in your enrollment paperwork.

Plan Type 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 1-800-259-9743 (TTY) if you do not know your plan type.

Plan Number: Please provide the plan number if you have multiple retirement plan accounts with Fidelity. Please contact Fidelity at 1-800-343-0860 or for the hearing impaired 1-800-259-9743 (TTY) to obtain the plan number.
5. INVESTMENT INSTRUCTIONS

Would you like the assets invested in your current investment selection? If “Yes” is selected, your assets will be allocated to your current investment selection on file with Fidelity. 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 any 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 no investment options are selected, your investment instructions are incomplete or invalid, or the percentages listed are less than or exceed 100%, your entire contribution will be defaulted to the investment elections on file with Fidelity. If you have no investment elections on file, your entire contribution will be defaulted to the investment option specified in the agreement currently in place with Fidelity for the Plan.

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 Fidelity at 1-800-343-0860 or for the hearing impaired 1-800-259-9743 (TTY).

7. DUPLICATE DISPOSITION LETTER REQUEST

Entering a name and address in this section requests and authorizes Fidelity to send a duplicate disposition (status) letter to the individual listed for this request only.

8. SIGNATURE AND DATE

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

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**Transfer/Rollover/Exchange Form Checklist:**

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

Please remember to:

- [ ] Include your most recent account statement from your 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 and date in Section 8 of the form
- [ ] Return this form in the enclosed postage-paid envelope OR

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

**Fidelity Investments**

P.O. Box 770002

Cincinnati, OH 45277-0090

**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/Exchange 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 or when available enroll online at netbenefits.com/atwork. If your current employer does not offer a retirement plan record kept by Fidelity, your employer needs to establish a retirement plan prior to your vendor or contract exchange, or rollover to a Fidelity account. An incomplete form may delay the processing of your request. Use a separate form for each investment provider.

Unless otherwise instructed by your employer, please return this transfer/rollover/exchange 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:
Fidelity Investments
100 Crosby Parkway, Mailzone KC1E
Covington, KY 41015

Questions? Call Fidelity Investments at 1-800-343-0860 or for the hearing impaired 1-800-259-9743 (TTY), Monday through Friday, 8 a.m. to midnight Eastern time (excluding New York Stock Exchange holidays, except Good Friday), for assistance with completing this form.

1. YOUR INFORMATION

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

Social Security # or Tax ID #: ___________________________ Date of Birth: ______-____-____

First Name: ___________________________________________ Middle Initial: ______

Last Name: _____________________________________________

Mailing Address: __________________________________________

City: ___________________________________________ State: ______

ZIP Code: ___________________________________________

Daytime Phone: ___________ Evening Phone: ___________

Email: ___________________________________________

2. INVESTMENT PROVIDER YOU ARE MOVING MONEY FROM

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

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

Provider Street Address: ___________________________________________

City: ___________________________________________ State: ______

ZIP Code: ___________________________________________

Provider Phone: ______-____-____ Ext: ______

Please contact your previous investment provider to see if additional paperwork is required. Use a separate form for each investment provider.
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 or U.S. Tax ID number to request the assets to be moved. Please make additional copies of this page and the next page if you have more than two accounts/contracts to move.

3A. FIRST ACCOUNT/CONTRACT (if more than one account/contract, please complete section 3B in addition to section 3A)

1. Account/Contract #: 

   Type:  
  ☐ 403(b)  ☐ Include Roth 403(b) balance   ☐ 401(a)/(k)  ☐ Include Roth 401(k) balance 
   (select at least one)  ☐ 457(b) governmental  ☐ Include Roth 457(b) governmental balance  ☐ IRA

2. Please check the box that most accurately reflects the transaction that you are requesting. Note that your selection will dictate how we process this transaction. Please read Section 3 of the instructions for more details.

   ☐ The Same Employer as My Employer Plan with Fidelity
   ☐ A Previous Employer
     Previous Employer Name:  
   ☐ A Rollover IRA
   ☐ A Traditional IRA or SEP IRA

3. Liquidation Amount  
   (select one)  ☐ Full Liquidation/100%  ☐ Partial Liquidation ☐ % OR $

   Unless otherwise specified, I request the previous investment provider to liquidate 100% of my account.

3B. SECOND ACCOUNT/CONTRACT (if applicable).

1. Account/Contract #: 

   Type:  
   ☐ 403(b)  ☐ Include Roth 403(b) balance   ☐ 401(a)/(k)  ☐ Include Roth 401(k) balance 
   (select at least one)  ☐ 457(b) governmental  ☐ Include Roth 457(b) governmental balance  ☐ IRA

2. Please check the box that most accurately reflects the transaction that you are requesting. Note that your selection will dictate how we process this transaction. Please read Section 3 of the instructions for more details.

   ☐ The Same Employer as My Employer Plan with Fidelity
   ☐ A Previous Employer
     Previous Employer Name:  
   ☐ A Rollover IRA
   ☐ A Traditional IRA or SEP IRA

3. Liquidation Amount  
   (select one)  ☐ Full Liquidation/100%  ☐ Partial Liquidation ☐ % OR $

   Unless otherwise specified, I request the previous investment provider to liquidate 100% of my account.
4. YOUR FIDELITY ACCOUNT INFORMATION

If you do not have a retirement account with Fidelity for the employer listed below, or you do not know the plan number or type, please contact Fidelity at 1-800-343-0860 or for the hearing impaired 1-800-259-9743 (TTY).

**Employer Sponsoring Your Fidelity Retirement Account:**
(This name appears on your Fidelity statement, or in your enrollment paperwork.)

City & State of Employer: ____________ Are you still employed with this Employer? □ Yes □ No

4A. Fidelity Account Information for 3A

Plan Type: □ 403(b) □ 401(a)/(k) □ 457(b) governmental

Plan Number (if known): ____________

4B. Fidelity Account Information for 3B

Plan Type: □ 403(b) □ 401(a)/(k) □ 457(b) governmental

Plan Number (if known): ____________

If there is a discrepancy between plan type and plan number, the plan type selected will be used.

5. INVESTMENT INSTRUCTIONS

Would you like the assets invested in your current investment selection? □ Yes □ No (specify below)

**Fund Name(s):**

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<th>Fund Name(s):</th>
<th>Fund Code:</th>
<th>Percentage:</th>
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</tbody>
</table>

Total = 100%

If no investment options are selected, your investment instructions are incomplete or invalid, or the percentages listed are less than or exceed 100%, your entire contribution will be defaulted to the investment elections on file with Fidelity. If you have no investment elections on file, your entire contribution will be defaulted to the investment option specified in the agreement currently in place with Fidelity for the Plan.

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 Fidelity at 1-800-343-0860 or for the hearing impaired 1-800-259-9743 (TTY).

Employer Authorized Signature: X Date: ____________

Employer Authorized Printed Name: X
7. DUPLICATE DISPOSITION LETTER REQUEST

[ ] I hereby request and authorize Fidelity to send a duplicate disposition letter for this application to the individual listed below.

First Name: ___________________________ Middle Initial: ______

Last Name: ___________________________

Mailing Address: ___________________________

City: ___________________________ State: ______

ZIP Code: ___________________________

Daytime Phone: ___________________________ Evening Phone: ___________________________

Email: ___________________________

8. SIGNATURE AND DATE

By signing this form:

• I hereby direct the investment provider identified on this form in Section 2 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 portion of my account(s) that cannot be released in a separate account or contract and to release the remainder.

• I hereby agree to the terms and conditions stated in this form, including the instructions, and certify that I am requesting a vendor or contract exchange, in-plan transfer, or rollover, 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 or U.S. Tax Identification number on this form is correct.

• I certify that the information provided on this form is true, accurate, and complete to the best of my knowledge.

• I acknowledge that I have read the prospectus(es) for any mutual fund in which I invest and agree to the terms.

• 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 the investment elections currently in place with Fidelity for the Plan at the time my assets are received by Fidelity.

• I direct and authorize Fidelity to send a duplicate disposition letter for this request to the individual listed in Section 7, if applicable.

For 403(b)-to-403(b) vendor or contract exchanges

• I understand that any balances I am exchanging from a 403(b)(1) annuity into a 403(b)(7) custodial account may be subject to more restrictive withdrawal provisions.

• I understand that if I exchange 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 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 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 exchanged amount under the previous plan.

Your Signature: X Date: ______-____-____

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This information is intended to be educational and is not tailored to the investment needs of any specific investor.

Fidelity® Personalized Planning & Advice at Work is a service of Fidelity Personal and Workplace Advisors LLC and Strategic Advisers LLC. Both are registered investment advisers, and Fidelity Investments companies and may be referred to as “Fidelity,” “we,” or “our” within. For more information, refer to the Terms and Conditions of the Program. When used herein, Fidelity Personalized Planning & Advice refers exclusively to Fidelity Personalized Planning & Advice at Work. This service provides advisory services for a fee.

This document provides only a summary of the main features of University of Kentucky and the Plan Document will govern in the event of discrepancies.

The Plan is intended to be a participant-directed plan as described in Section 404(c) of ERISA, which means that fiduciaries of the Plan are ordinarily relieved of liability for any losses that are the direct and necessary result of investment instructions given by a participant or beneficiary.

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