



Micron Technology, Inc. is pleased to announce a new and exciting addition to your benefit package, the Micron Technology, Inc. Deferred Compensation Plan ("Micron DCP" or "Plan"). Your opportunity to enroll to defer eligible compensation for the 2017 plan year begins on March 1, 2017.

Together with your 401(k) plan, this Plan helps you manage your income tax exposure and gives you an opportunity for added retirement savings.*

*Please read the entire Plan Highlights carefully. The Micron DCP is not a qualified retirement plan such as your 401(k) plan. Accordingly, different tax rules and other requirements apply to this Plan, as summarized in this Plan Highlights.





Your Enrollment Opportunity

*Enrollment is open from **March 1 through March 30, 2017, until 11:59 p.m. Eastern time.***

- During this window, you may elect to defer a portion of your 2017 eligible compensation.
- Elections must be made online through Fidelity NetBenefits[®] at www.401k.com.

The Micron Technology, Inc. Deferred Compensation Plan is being offered to you as a select group of management and highly compensated employees (HCEs) whose leadership and performance contribute significantly to Micron Technology's future growth and success.

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Plan Highlights

The Micron DCP is a nonqualified plan under federal tax law and IRS regulations. It allows eligible employees to save for the future, above and beyond the IRS limits in place for their 401(k) plan. This is important because many executives can only defer a smaller portion of their income due to the IRS limits imposed on their qualified benefits.

Key Benefits

- When you defer a pretax portion of your current compensation to the Plan, you have a chance to manage your income tax exposure while focusing on your future.
- You can use the Plan to prepare for future expenses or provide for supplemental income in the future—which gives you additional flexibility and control.
- You have the ability to schedule when and how the monies deferred will be returned with earnings.
- Your account has a chance to grow faster than it would in a traditional taxable savings account as a result of the deferred tax treatment on your account earnings.

If you have any questions, please call the Fidelity Retirement Benefits Line at **1-800-835-5098** and select “Retirement and Savings Plan Services,” Monday through Friday, **8:30 a.m. – 8:30 p.m. Eastern time.**

PLAN PROVISION	HOW IT WORKS
Eligibility	You are eligible to participate in the Micron DCP (Plan) during a calendar year if you are an employee of Micron Technology, Inc. (Micron) or an employee of a participating employer <u>and</u> you are designated as eligible to participate in the Plan.
Enrollment	<p>If you are an eligible employee, you will be given an opportunity to enroll for the plan year.</p> <p>2017 Plan Year Enrollment: You must complete your enrollment by submitting your annual elections to participate by March 30, 2017.</p> <p>2018 Plan Year Enrollment: It is anticipated the annual enrollment for 2018 will begin in November 2017. You will receive more information concerning 2018 enrollment later this year.</p> <p>If you become eligible for the Plan after annual enrollment has ended, you may be able to enroll in the Plan during the 30-day period following your date of eligibility. You will be notified of your eligibility to enroll during this special 30-day enrollment window.</p> <p>Your elections for a plan year do not roll over into the next plan year. Accordingly, you must complete new elections for each plan year.</p>
Deferrals (Contributions)	<p>If you choose to enroll in the Plan, you will elect the deferral amount you wish to defer on a pretax basis. The Micron DCP allows for deferrals from the following compensation:</p> <ul style="list-style-type: none"> • Base Salary—you can elect to defer from 1% to 75% of your eligible base salary.

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	<ul style="list-style-type: none"> • Bonus—you can elect to defer from 1% to 100% of your eligible bonus. <p>Please note: 2017 Base salary and bonus deferral elections will apply to your earnings earned after April 1, 2017.</p> <p>The deferral election(s) you make each enrollment period is irrevocable and will remain in effect for the full calendar year to which it relates. You must file a new deferral election for each plan year during the applicable enrollment period for the plan year.</p>
<p>Investment Options</p>	<p>To help you meet your investment goals, the Plan offers you a range of crediting investment options. You can select a mix of funds that best suits your goals, time horizon, and risk tolerance. The 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 are provided toward the end of this guide, as well as online at Fidelity NetBenefits. Fidelity NetBenefits has planning tools to help you choose an appropriate mix of investments.</p> <p>If you do not make investment elections, your contributions will be defaulted in a Vanguard Institutional Target Retirement Fund - Institutional Shares that aligns with your targeted retirement year.</p>
<p>Distributions When your account is paid to you</p>	<p>When you enroll in the Plan and make your deferral elections for each plan year, you must also make your distribution elections, which establish when and how you will receive your deferrals for that plan year. The distribution elections you make for each plan year will apply only to the deferrals you make for that plan year. Accordingly, you need to make new distribution elections for each plan year during annual enrollment. The Plan’s distribution rules are summarized below:</p> <p>Separation from Service Election:</p> <p>The Plan provides that upon your separation from service (<u>i.e.</u>, termination of employment), the unpaid portion of your account will commence to be paid. You may elect to receive your deferrals in a lump sum or in annual installments over 2–10 years on your separation from service.</p> <p>Under Internal Revenue Code Section 409A, if you are considered to be a “specified employee,” your distribution will be delayed six months if your distribution is paid on your separation from service.</p> <p>Specified Date Election:</p> <p>You may elect to receive your deferrals in a lump sum or in annual installments over 2–10 years commencing during your employment in the year you specify. The specified year must be 2 or more years after the year of deferral. For example, if you elect to receive all the amounts deferred in 2017, your 2017 deferrals (adjusted by any gains or losses) could be distributed to you in 2019.</p> <p>Coordinating Distributions</p> <p>If you elect a distribution on a specified date, the distribution will commence on the date you specify if you are employed on that specified date. If you separate from service before the specified date, your deferrals will be paid on your separation from service in the form you elected to receive your deferrals on a separation from service.</p>

PLAN PROVISION	HOW IT WORKS
	<p>If you separate from service after the specified date you elect, any installment schedule that commenced on the specified date you elected will continue to be paid in the same installment schedule you elected for that specified date distribution (without regard to your subsequent separation from service).</p> <p>For example, if you elected 10 installment payments on a specified date and lump sum on separation from service, your account will be paid to you in installment payments commencing on a specified date that occurs before your separation from service, and that installment schedule will continue even if you subsequently incur a separation from service before all the installment payment are paid to you. However, if you were to instead terminate employment before the specified date, you would receive your deferrals in a lump sum.</p> <p><u>Distribution Overrides</u></p> <p>If one of the following events occurs the remaining unpaid balance of your account will be paid as follows:</p> <p>Change of Control:</p> <p>In the event of a change of control (as defined in the Plan), you will receive the unpaid balance of your account in a lump sum distribution.</p> <p>Death:</p> <p>Upon your death, your beneficiaries will receive the unpaid balance of your account in a lump sum distribution.</p> <p>Disability:</p> <p>Upon disability (as defined in the Plan), you will receive the unpaid balance of your account in a lump sum distribution.</p> <p><u>Timing of Distributions</u></p> <p>Once your account becomes payable upon one of the distribution dates or events described above, your distribution will be paid or commence to be paid as soon as administratively practicable following the distribution date or event.</p>
Funding	<p>Micron has adopted a special trust for the Plan called a “rabbi trust.” A rabbi trust is an arrangement that is used to accumulate assets to “fund” your employer’s promise to pay benefits under the Plan. It is an irrevocable trust. However, to prevent immediate taxation of the amounts that are placed in the trust, the funds in the trust must remain subject to the claims of Micron Technology, Inc. creditors.</p>



Getting Started

Please review guidelines from the Benefits Center at Fidelity to help you successfully enroll and meet your planning needs.

- Get started now. Please do not wait, as you may have questions, and we do not want you to miss your enrollment window due to any delays.
- When logging on to NetBenefits to enroll at www.401k.com, do not use a saved link or bookmark. For your nonqualified enrollment, we suggest you log on to the Web site from a search engine such as Google, Bing or Yahoo!.
- Review the documents you receive each year for any changes to the Plan. It is important to stay fully informed of the plan rules, including how the setup of your nonqualified plan will impact your 401(k) plan.
- If you have any questions on the tax implications of your decisions for this enrollment, please consult with a qualified tax advisor prior to enrolling.
- Understand that the deferral elections you choose will be irrevocable once the window has closed for the plan year.
- Print your confirmation page after completing the enrollment steps.

If you have any questions about enrollment or NetBenefits, please call the Fidelity Retirement Benefits Line at **1-800-835-5098** and select “Retirement and Savings Plan Services,” Monday through Friday, 8:30 a.m. – 8:30 p.m. Eastern time.



Enrollment Steps

An online tool will guide you and make enrollment easy.

- Log on to NetBenefits at www.401k.com with your username and password.
- Click the “Enroll” link for the Micron DCP, and follow the steps below.
 - **Deferrals (Contributions):** Enter the percentage you wish to defer.
 - **Allocations:** Select your investment options.
 - **Distributions:** Select how and when you want your 2017 contributions and related earnings paid back to you.
 - **Review:** Review your elections carefully.
 - **Submit and Confirm:** Click “Submit” to advance to the “Confirmation” screen.
 - **Print:** Print your confirmation notice, and retain it for your records. The confirmation page will include a confirmation number.

If you have questions or encounter issues during your enrollment, please call the Fidelity Retirement Benefits Line at **1-800-835-5098** and select “Retirement and Savings Plan Services,” Monday through Friday, 8:30 a.m. – 8:30 p.m. Eastern time.

It is critical you contact the Fidelity Retirement Benefits Line during the listed hours immediately if you need assistance, as plan deadlines are firm.



Frequently Asked Questions

How do I change my investments for future contributions to the Plan?

You have the opportunity to request a change to your future investment direction. You can request investment changes for your future contributions either online at www.401k.com or through Fidelity's phone service at **1-800-835-5098**.

Can I make an exchange between investment options?

You can request investment changes (exchanges) between investment options either online at www.401k.com or through Fidelity's phone service at **1-800-835-5098**.

What happens to the assets in the account if I die?

If you die before your account balance has been distributed, your designated beneficiary(ies) will be entitled to receive the balance of your Plan account. Your beneficiary(ies) will receive this distribution in the form of a lump sum payment.

If you have not already selected your beneficiary(ies), or if you want to review or update your beneficiary designations, you can use Fidelity's Online Beneficiaries Service. Simply log on to NetBenefits at www.401k.com and click on "Beneficiaries" in the "About You" section of "Your Profile." If you do not have access to the Internet or prefer to complete your beneficiary information by paper form, please contact Fidelity Investments® at **1-800-835-5098**.

Can I make changes to my distribution election?

If you would like to make a change to your existing distribution election, you must make the change within the following parameters:

1. An election to change any payment scheduled to be made at a specified time or according to a fixed schedule must be made no less than 12 months before the date the first amount was scheduled to be paid (known as the 12-Month Minimum Change Period).
2. A change in the time or form of a previously elected payment may not take effect for 12 months. If a distribution event occurs in the interim, the original distribution method must be followed.
3. The new commencement date must be at least 5 years after the original beginning date. For example, if you have elected a specified date distribution for your 2017 deferrals, to pay on May 15, 2029, then you can make a change to this election by May 14, 2028, and cannot receive this payment until after May 15, 2034 (known as the 5-Year Minimum Push Period).
4. The only changes allowed are a date in the future the payment will be received, a modification to your event-based elections, a change from lump sum to installment payments and vice versa, and to modify installment duration, frequency, and distribution delay.

Can I take a distribution in the event of a financial hardship?

The plan administrator does not allow for a distribution for an unforeseeable emergency or in an event of a financial hardship.

Is there a professional investment management service available?

Yes. Fidelity® Portfolio Advisory Services *at Work* (“PAS-W”) is a discretionary investment management service available. If this service is elected, your workplace savings account is invested in a model portfolio customized by the investment options in the Plan. The professional money management service is provided by Strategic Advisers, Inc., a registered investment adviser and a Fidelity Investments company. The service provides ongoing investment management that adapts participant plan accounts to changing market conditions and personal situations. There is no minimum account balance to enroll and fees will vary based on account balance.

How do I access my account?

You can access your account online through Fidelity NetBenefits at www.401k.com or call Fidelity Investments at **1-800-835-5098** to speak with a representative or to use the automated voice response system, virtually 24 hours a day, 7 days a week. You can also contact the Micron HR Customer Service Center at **1-800-336-8918**.

Where can I find information about the Plan?

You can learn more about the Plan online through Fidelity NetBenefits at www.401k.com or by calling Fidelity Investments at **1-800-835-5098**.

Investment Options

Vanguard Federal Money Market Fund Investor Shares

FPRS code: OQQL

Ticker: VMFXX

Gross expense ratio: 0.11%

Objective: The investment seeks to provide current income while maintaining liquidity and a stable share price of \$1.

Strategy: The fund invests primarily in high-quality, short-term money market instruments. Under normal circumstances, at least 80% of the fund's assets are invested in securities issued by the U.S. government and its agencies and instrumentalities. It maintains a dollar-weighted average maturity of 60 days or less and a dollar-weighted average life of 120 days or less. The fund generally invests 100% of its assets in government securities and therefore will satisfy the 99.5% requirement for designation as a government money market fund.

Risk: *You could lose money by investing in a money market 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. The fund's sponsor has no legal obligation to provide financial support to money market funds and you should not expect that the sponsor will provide financial support to the fund at any time.* Additional risk information for this product may be found in the prospectus or other product materials, if available.

Short-term redemption fee: None

Who may want to invest: Someone who has a low tolerance for investment risk and who wishes to keep the value of his or her investment relatively stable; Someone who is seeking to complement his or her bond and stock fund holdings in order to reach a particular asset allocation.

Vanguard Total Bond Market Index Fund Admiral Shares

FPRS code: OQAZ

Ticker: VBTLX

Gross expense ratio: 0.06%

Objective: The investment seeks the performance of a broad, market-weighted bond index.

Strategy: The fund employs an indexing investment approach designed to track the performance of the Bloomberg Barclays U.S. Aggregate Float Adjusted Index. This 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.

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.

Short-term redemption fee: 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.

Dodge & Cox Income Fund

FPRS code: OFDZ

Ticker: DODIX

Gross expense ratio: 0.43%

Objective: The investment seeks a high and stable rate of current income, consistent with long-term preservation of capital.

Strategy: The fund invests in a diversified portfolio of high-quality bonds and other debt securities. Under normal circumstances, the fund will invest at least 80% of its total assets in (1) investment-grade debt securities and (2) cash equivalents. "Investment grade" means securities rated Baa3 or higher by Moody's Investors Service, or BBB- or higher by Standard & Poor's Ratings Group or Fitch Ratings, or equivalently rated by any nationally recognized statistical rating organization, or, if unrated, deemed to be of similar quality by Dodge & Cox.

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.

Short-term redemption fee: 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.

Fidelity® Strategic Real Return Fund

FPRS code: 1505

Ticker: FSRRX

Gross expense ratio: 0.82%

Objective: Seeks real return consistent with reasonable investment risk.

Strategy: Allocating the fund's assets among four general investment categories, using a neutral mix of approximately 30% inflation-protected debt securities, 25% floating-rate loans, 25% commodity-linked derivative instruments and related investments, and 20% REITs and other real estate related investments. Investing in domestic and foreign issuers. Analyzing a security's structural features and current pricing, its issuer's potential for success, and the credit, currency, and economic risks of the security and its issuer to select investments. 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. Investing in Fidelity's central funds (specialized investment vehicles used by Fidelity funds to invest in particular security types or investment disciplines).

Risk: Stock markets, particularly foreign markets, are volatile and can be affected by adverse issuer, political, regulatory, market, or economic developments. Floating rate loans may not be fully collateralized and therefore may decline significantly in value. A floating rate loan may not be fully collateralized which may cause the loan to decline significantly in value. A floating rate loan is generally subject to restrictions on resale. Difficulty in selling a floating rate loan may result in a loss. Interest rate increases can cause the price of a debt security to decrease. Increases in real interest rates can cause the price of inflation-protected debt securities to decrease. Foreign securities are subject to interest rate, currency exchange rate, economic, and political risks. Changes in real estate values or economic downturns can have a significant negative effect on issuers in the real estate industry. Lower-quality bonds can be more volatile and have greater risk of default than higher-quality bonds. Commodity-linked investments can be more volatile and less liquid than the underlying instruments or measures and their value may be affected by the performance of the overall commodities baskets as well as weather, tax, and other regulatory developments. Leverage can increase market exposure and magnify investment risks.

Short-term redemption fee: None

Who may want to invest: Someone who is seeking to invest in a fund that invests in both stocks and bonds; Someone who is seeking the potential both for income and for long-term share-price appreciation and who is willing to accept the volatility of the bond and stock markets.

Fidelity® 500 Index Fund - Premium Class

FPRS code: 1523

Ticker: FUSVX

Gross expense ratio: 0.045%

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

Strategy: Normally investing at least 80% of assets in common stocks included in the S&P 500 Index, which broadly represents the performance of common stocks publicly traded in the United States.

Risk: Stock markets, especially foreign markets, are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments.

Short-term redemption fee: 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.

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. Returns prior to October 14, 2005 are those of the Investor Class and reflect the Investors Class' expense ratio. Had the Premium Class' expense ratio been reflected, total returns would have been higher. As of June 14, 2016, this fund changed its name from Spartan 500 Index Fund - Fidelity Advantage Class.

Vanguard Extended Market Index Fund Institutional Shares

FPRS code: OSID

Ticker: VIEIX

Gross expense ratio: 0.07%

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

Strategy: The fund employs an indexing investment approach designed to track the performance of S&P Completion Index, a broadly diversified index of stocks of small and mid-size U.S. companies. It invests by sampling the index, meaning that it holds a broadly diversified collection of securities that, in the aggregate, approximates the full index in terms of key characteristics. These characteristics include industry weightings and market capitalization, as well as certain financial measures, such as price/earnings ratio and dividend yield.

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.

Short-term redemption fee: 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.

T. Rowe Price Institutional Large Cap Growth Fund

FPRS code: OSZV

Ticker: TRLGX

Gross expense ratio: 0.56%

Objective: The investment seeks to provide long-term capital appreciation through investments in common stocks of

growth companies.

Strategy: In taking a growth approach to stock selection, the fund will normally invest at least 80% of its net assets (including any borrowings for investment purposes) in the common stocks of large-cap companies. The advisor defines a large-cap company as one whose market capitalization is larger than the median market capitalization of companies in the Russell 1000 Growth Index, a widely used benchmark of the largest U.S. growth stocks. The fund is non-diversified.

Risk: Growth stocks can perform differently from the market as a whole and can be more volatile than other types of stocks. 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.

Short-term redemption fee: 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.

John Hancock Funds Disciplined Value Fund Class R6

FPRS code: OY2G

Ticker: JDVWX

Gross expense ratio: 0.72%

Objective: The investment seeks to provide long-term growth of capital primarily through investment in equity securities; current income is a secondary objective.

Strategy: The fund normally invests at least 80% of its net assets in a diversified portfolio consisting primarily of equity securities, such as common stocks, of issuers with a market capitalization of \$1 billion or greater and identified by the manager as having value characteristics. It may also invest up to 20% of its total assets in foreign currency-denominated securities. The fund may participate as a purchaser in initial public offerings of securities (IPO).

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.

Short-term redemption fee: 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.

AMG TimesSquare Mid Cap Growth Fund Class I

FPRS code: OKTU

Ticker: TMDIX

Gross expense ratio: 1.03%

Objective: The investment seeks to achieve long-term capital appreciation.

Strategy: The fund invests at least 80% of its net assets, plus the amount of any borrowings for investment purposes, in common and preferred stocks of U.S. mid-capitalization companies. The subadvisor considers the term "mid-capitalization companies" to refer to companies that, at the time of purchase, are within the range of capitalizations of companies in the Russell Midcap® Growth Index.

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.

Short-term redemption fee: 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.

As of October 1, 2016, this fund changed its name from AMG TimesSquare Mid Cap Growth Fund Institutional Class.

Transamerica Mid Cap Value Opportunities I

FPRS code: OIGG

Ticker: MVTIX

Gross expense ratio: 0.84%

Objective: The investment seeks to provide investors with long term capital growth.

Strategy: Under normal circumstances, the fund invests at least 80% of its net assets (plus the amount of borrowings, if any, for investment purposes) in equity securities of mid cap companies. The sub-advisor considers mid cap companies to be those companies with market capitalizations within the range of companies included in the Russell Midcap® Value Index.

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. 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.

Short-term redemption fee: 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.

Loomis Sayles Small Cap Growth Fund Institutional Class

FPRS code: OEKV

Ticker: LSSIX

Gross expense ratio: 0.94%

Objective: The investment seeks long-term capital growth.

Strategy: The fund normally will invest at least 80% of its net assets (plus any borrowings made for investment purposes) in the equity securities of "small-cap companies," including preferred stocks, warrants, securities convertible into common or preferred stocks and other equity-like interests in an entity. Currently, the managers define a small-cap company to be one whose market capitalization either falls within the capitalization range of the Russell 2000® Index, an index that tracks stocks of 2,000 of the smallest U.S. companies, or is \$3 billion or less at the time of investment.

Risk: The securities of smaller, less well-known companies can be more volatile than those of larger companies. Growth stocks can perform differently from the market as a whole and can be more volatile than other types of stocks. 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.

Short-term redemption fee: 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.

Goldman Sachs Small Cap Value Fund Institutional

FPRS code: OSBP

Ticker: GSSIX

Gross expense ratio: 1.01%

Objective: The investment seeks long-term capital appreciation.

Strategy: The fund normally invests at least 80% of its net assets plus any borrowings for investment purposes (measured at time of purchase) ("net assets") in a diversified portfolio of equity investments in small-cap issuers with public stock market capitalizations within the range of the market capitalization of companies constituting the Russell 2000® Value Index at the time of investment. Although it will invest primarily in publicly traded U.S. securities, including real estate investment trusts, it may also invest in foreign securities.

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.

Short-term redemption fee: 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.

American Funds EuroPacific Growth Fund® Class R-6

FPRS code: OUBE

Ticker: RERGX

Gross expense ratio: 0.5%

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

Strategy: The fund invests primarily in common stocks of issuers in Europe and the Pacific Basin that the investment adviser believes have the potential for growth. Growth stocks are stocks that the investment adviser believes have the potential for above-average capital appreciation. It normally will invest at least 80% of its net assets in securities of issuers in Europe and the Pacific Basin. The fund may invest a portion of its assets in common stocks and other securities of companies in emerging markets.

Risk: Foreign securities are subject to interest-rate, currency-exchange-rate, economic, and political risks, all of which may be magnified in emerging markets. Growth stocks can perform differently from the market as a whole and can be more volatile than other types of stocks. 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.

Short-term redemption fee: None

Who may want to invest: Someone who is seeking to complement a portfolio of domestic investments with international investments, which can behave differently; Someone who is willing to accept the higher degree of risk associated with investing overseas.

Vanguard Total International Stock Index Fund Institutional Shares

FPRS code: OERM

Ticker: VTSNX

Gross expense ratio: 0.1%

Objective: The investment seeks to track the performance of a benchmark index that measures the investment return of stocks issued by companies located in developed and emerging markets, excluding the United States.

Strategy: The fund employs an indexing investment approach designed to track the performance of the FTSE Global All Cap ex US Index, a float-adjusted market-capitalization-weighted index designed to measure equity market performance of companies located in developed and emerging markets, excluding the United States. The index includes approximately 5,715 stocks of companies located in 45 countries.

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.

Short-term redemption fee: None

Who may want to invest: Someone who is seeking to complement a portfolio of domestic investments with international investments, which can behave differently; Someone who is willing to accept the higher degree of risk associated with investing overseas.

Dodge & Cox International Stock Fund

FPRS code: OSAD

Ticker: DODFX

Gross expense ratio: 0.64%

Objective: The investment seeks long-term growth of principal and income.

Strategy: Under normal circumstances, the fund will invest at least 80% of its total assets in equity securities of non-U.S. companies, including common stocks, depositary receipts evidencing ownership of common stocks, preferred stocks, securities convertible into common stocks, and securities that carry the right to buy common stocks. The fund typically invests in medium-to-large well-established companies based on standards of the applicable market.

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.

Short-term redemption fee: None

Who may want to invest: Someone who is seeking to complement a portfolio of domestic investments with international investments, which can behave differently; Someone who is willing to accept the higher degree of risk associated with investing overseas.

DFA Emerging Markets Core Equity Portfolio Institutional Class

FPRS code: OEFQ

Ticker: DFCEX

Gross expense ratio: 0.62%

Objective: The investment seeks long-term capital appreciation.

Strategy: The Emerging Markets Core Equity Portfolio purchases a broad and diverse group of securities associated with emerging markets, which may include frontier markets (emerging market countries in an earlier stage of development), authorized for investment by the Advisor's Investment Committee ("Approved Markets"), with an increased exposure to securities of small cap issuers and securities.

Risk: Foreign securities are subject to interest-rate, currency-exchange-rate, economic, and political risks, all of which may be magnified in emerging markets. 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.

Short-term redemption fee: None

Who may want to invest: Someone who is willing to accept the higher degree of risk associated with investing in emerging markets; Someone who is seeking to complement a portfolio of domestic investments and/or international investments in developed countries with investments in developing countries, which can behave differently.

Vanguard Institutional Target Retirement Income Fund - Institutional Shares

FPRS code: OV6M

Ticker: VITRX

Gross expense ratio: 0.1%

Objective: The investment seeks to provide current income and some capital appreciation.

Strategy: The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors currently in retirement. As of September 30, 2015, the fund's asset allocation among the underlying funds was as follows: Vanguard Total Bond Market II Index Fund 37.2%; Vanguard Total Stock Market Index Fund 18.1%; Vanguard Short-Term Inflation-Protected Securities Index Fund 16.8%; Vanguard Total International Bond Index Fund 15.9%; Vanguard Total International Stock Index Fund 12.0%.

Risk: The fund is subject to the volatility of the financial markets, including that of equity and fixed income investments. Fixed income investments carry 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.) Principal invested is not guaranteed at any time, including at or after retirement. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Short-term redemption fee: None

Who may want to invest: Someone who is seeking an investment option intended for people in 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 and looking primarily for the potential for income and, secondarily, for share-price appreciation.

Vanguard Institutional Target Retirement 2015 Fund - Institutional Shares

FPRS code: OV6O

Gross expense ratio: 0.1%

Objective: Seeks to provide capital appreciation and current income consistent with its current asset allocation.

Strategy: The trust invests in Vanguard mutual funds using an asset allocation strategy designed for investors planning to retire and leave the workforce in or within a few years of 2015 (the target year). The trust's asset allocation will become

more conservative over time. Within seven years after 2015, the trust's asset allocation should resemble that of the Target Retirement Income Trust Plus. Unit price and return will vary.

Risk: The target date funds are designed for investors expecting to retire around the year indicated in each fund's name. The funds are managed to gradually become more conservative over time as they approach their target date. The investment risk of each target date fund changes over time as its asset allocation changes. They 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, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

Short-term redemption fee: 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.

Vanguard Institutional Target Retirement 2020 Fund - Institutional Shares

FPRS code: OV6P

Ticker: VITWX

Gross expense ratio: 0.1%

Objective: The investment seeks to provide capital appreciation and current income consistent with its current asset allocation.

Strategy: The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the workforce in or within a few years of 2020 (the target year). As of September 30, 2015, the fund's asset allocation among the underlying funds was as follows: Vanguard Total Stock Market Index Fund 35.5%; Vanguard Total Bond Market II Index Fund 28.1%; Vanguard Total International Stock Index Fund 23.6%; Vanguard Total International Bond Index Fund 12.0%.

Risk: The target date funds are designed for investors expecting to retire around the year indicated in each fund's name. The funds are managed to gradually become more conservative over time as they approach their target date. The investment risk of each target date fund changes over time as its asset allocation changes. They 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, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Short-term redemption fee: 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.

Vanguard Institutional Target Retirement 2025 Fund - Institutional Shares

FPRS code: OV6Q

Ticker: VRIVX

Gross expense ratio: 0.1%

Objective: The investment seeks to provide capital appreciation and current income consistent with its current asset allocation.

Strategy: The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the workforce in or within a few years of 2025 (the target year). As of September 30, 2015, the fund's asset allocation among the underlying funds was as follows: Vanguard Total Stock Market Index Fund 40.2%; Vanguard Total International Stock Index Fund 26.7%; Vanguard Total Bond Market II Index Fund 23.2%; Vanguard Total International Bond Index Fund 9.9%.

Risk: The target date funds are designed for investors expecting to retire around the year indicated in each fund's name. The funds are managed to gradually become more conservative over time as they approach their target date. The investment risk of each target date fund changes over time as its asset allocation changes. They 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, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Short-term redemption fee: 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.

Vanguard Institutional Target Retirement 2030 Fund - Institutional Shares

FPRS code: OV6R

Ticker: VTTWX

Gross expense ratio: 0.1%

Objective: The investment seeks to provide capital appreciation and current income consistent with its current asset allocation.

Strategy: The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the workforce in or within a few years of 2030 (the target year). As of September 30, 2015, the fund's asset allocation among the underlying funds was as follows: Vanguard Total Stock Market Index Fund 44.6%;

Vanguard Total International Stock Index Fund 29.7%; Vanguard Total Bond Market II Index Fund 18.0%; Vanguard Total International Bond Index Fund 7.7%.

Risk: The target date funds are designed for investors expecting to retire around the year indicated in each fund's name. The funds are managed to gradually become more conservative over time as they approach their target date. The investment risk of each target date fund changes over time as its asset allocation changes. They 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, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Short-term redemption fee: 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.

Vanguard Institutional Target Retirement 2035 Fund - Institutional Shares

FPRS code: OV6S

Ticker: VITFX

Gross expense ratio: 0.1%

Objective: The investment seeks to provide capital appreciation and current income consistent with its current asset allocation.

Strategy: The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the workforce in or within a few years of 2035 (the target year). As of September 30, 2015, the fund's asset allocation among the underlying funds was as follows: Vanguard Total Stock Market Index Fund 49.2%; Vanguard Total International Stock Index Fund 32.7%; Vanguard Total Bond Market II Index Fund 12.7%; Vanguard Total International Bond Index Fund 5.4%.

Risk: The target date funds are designed for investors expecting to retire around the year indicated in each fund's name. The funds are managed to gradually become more conservative over time as they approach their target date. The investment risk of each target date fund changes over time as its asset allocation changes. They 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, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Short-term redemption fee: 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.

Vanguard Institutional Target Retirement 2040 Fund - Institutional Shares

FPRS code: OV6T

Ticker: VIRSX

Gross expense ratio: 0.1%

Objective: The investment seeks to provide capital appreciation and current income consistent with its current asset allocation.

Strategy: The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the workforce in or within a few years of 2040 (the target year). As of September 30, 2015, the fund's asset allocation among the underlying funds was as follows: Vanguard Total Stock Market Index Fund 53.6%; Vanguard Total International Stock Index Fund 35.7%; Vanguard Total Bond Market II Index Fund 7.5%; Vanguard Total International Bond Index Fund 3.2%.

Risk: The target date funds are designed for investors expecting to retire around the year indicated in each fund's name. The funds are managed to gradually become more conservative over time as they approach their target date. The investment risk of each target date fund changes over time as its asset allocation changes. They 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, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Short-term redemption fee: 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.

Vanguard Institutional Target Retirement 2045 Fund - Institutional Shares

FPRS code: OV6U

Ticker: VITLX

Gross expense ratio: 0.1%

Objective: The investment seeks to provide capital appreciation and current income consistent with its current asset allocation.

Strategy: The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the workforce in or within a few years of 2045 (the target year). As of September 30, 2015, the fund's asset allocation among the underlying funds was as follows: Vanguard Total Stock Market Index Fund 54.0%;

Vanguard Total International Stock Index Fund 36.0%; Vanguard Total Bond Market II Index Fund 7.0%; Vanguard Total International Bond Index Fund 3.0%.

Risk: The target date funds are designed for investors expecting to retire around the year indicated in each fund's name. The funds are managed to gradually become more conservative over time as they approach their target date. The investment risk of each target date fund changes over time as its asset allocation changes. They 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, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Short-term redemption fee: 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.

Vanguard Institutional Target Retirement 2050 Fund - Institutional Shares

FPRS code: OV6V

Ticker: VTRLX

Gross expense ratio: 0.1%

Objective: The investment seeks to provide capital appreciation and current income consistent with its current asset allocation.

Strategy: The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the workforce in or within a few years of 2050 (the target year). As of September 30, 2015, the fund's asset allocation among the underlying funds was as follows: Vanguard Total Stock Market Index Fund 54.0%; Vanguard Total International Stock Index Fund 36.0%; Vanguard Total Bond Market II Index Fund 7.0%; Vanguard Total International Bond Index Fund 3.0%.

Risk: The target date funds are designed for investors expecting to retire around the year indicated in each fund's name. The funds are managed to gradually become more conservative over time as they approach their target date. The investment risk of each target date fund changes over time as its asset allocation changes. They 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, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Short-term redemption fee: 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.

Vanguard Institutional Target Retirement 2055 Fund - Institutional Shares

FPRS code: OV6W

Ticker: VIVLX

Gross expense ratio: 0.1%

Objective: The investment seeks to provide capital appreciation and current income consistent with its current asset allocation.

Strategy: The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the workforce in or within a few years of 2055 (the target year). As of September 30, 2015, the fund's asset allocation among the underlying funds was as follows: Vanguard Total Stock Market Index Fund 54.0%; Vanguard Total International Stock Index Fund 36.0%; Vanguard Total Bond Market II Index Fund 7.0%; Vanguard Total International Bond Index Fund 3.0%.

Risk: The target date funds are designed for investors expecting to retire around the year indicated in each fund's name. The funds are managed to gradually become more conservative over time as they approach their target date. The investment risk of each target date fund changes over time as its asset allocation changes. They 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, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Short-term redemption fee: 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.

Vanguard Institutional Target Retirement 2060 Fund - Institutional Shares

FPRS code: OV6X

Ticker: VILVX

Gross expense ratio: 0.1%

Objective: The investment seeks to provide capital appreciation and current income consistent with its current asset allocation.

Strategy: The fund invests in other Vanguard mutual funds according to an asset allocation strategy designed for investors planning to retire and leave the workforce in or within a few years of 2060 (the target year). As of September 30, 2015, the

fund's asset allocation among the underlying funds was as follows: Vanguard Total Stock Market Index Fund 54.0%; Vanguard Total International Stock Index Fund 36.0%; Vanguard Total Bond Market II Index Fund 7.0%; Vanguard Total International Bond Index Fund 3.0%.

Risk: The target date funds are designed for investors expecting to retire around the year indicated in each fund's name. The funds are managed to gradually become more conservative over time as they approach their target date. The investment risk of each target date fund changes over time as its asset allocation changes. They 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, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Short-term redemption fee: 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.

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

Disclosure Information:

For a mutual fund, the expense ratio is the total annual fund or class operating expenses (before waivers or reimbursements) paid by the fund and stated as a percentage of the fund's total net assets. Expense ratios change periodically and are drawn from the fund's prospectus. For more detailed fee information, see the fund prospectus or annual or semiannual reports.

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¹You do not pay federal income tax and, if applicable, state or local income tax on the contributions or any associated earnings until you receive a distribution. However, Social Security and Medicare taxes are withheld as contributions are credited to your account.

This plan is an unfunded, nonqualified plan, and no funded account has been established for you. Any account is only a recordkeeping account that records your deferred compensation and any notional earnings applicable to your deferred compensation. In the event of a bankruptcy or insolvency, you would be an unsecured, general creditor of the employer or service recipient. For more information on the plan, please refer to the plan documents.

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

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