Start investing in yourself today, with help from the Associated Universities, Inc. 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:

**Retirement planning tools.** You have access to online tools designed to help you manage your assets as you plan for retirement.

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

**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.

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

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 are eligible to participate in the Associated Universities, Inc. 401(a) Plan, the sooner of attaining age 21 and completing two years of service, or attaining age 30 with three months of service.

**How do I enroll in the Plan?**
Enrolling with Fidelity Investments is now more convenient, with a simple online enrollment process that can be completed in 15 minutes or less! The Associated Universities, Inc. and Fidelity Investments have made it possible for you to set up an account with Fidelity and select your investment options from anywhere, at virtually any time.

To simplify your enrollment, please have the following information before logging on:
1. Plan ID Number: 57501
2. Personal information: Social Security number, address, and date of birth.
3. Investment option choices: A complete listing of the investment options available to you is included in this brochure.
4. Go to the Fidelity online enrollment site: http://enrollonline.fidelity.com to enroll in the Associated Universities 401(a) Plan and follow the prompts through the online enrollment process.

You may also enroll by calling 1-800-343-0860.

**How do I designate my beneficiary?**
Simply complete the enclosed Beneficiary Form and return it to Fidelity in the postage paid envelope provided.

**Does the Employer contribute to my account?**
Please note that this Plan is designated for employer contributions only from Associated Universities, Inc. If you would like to make your own voluntary contributions, you may do so in the Associated Universities, Inc. 403(b) Plan.

**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 at Fidelity NetBenefits®.

The Plan also offers the Fidelity Freedom Funds® that offer a blend of stocks, bonds and short-term investments within a single fund. Each Freedom Fund’s asset allocation is based on the number of years until the fund’s target retirement date. The Freedom Funds are designed for investors who want a simple approach to investing for retirement.

**What if I don’t make an investment election?**
We encourage you to take an active role in the Associated Universities, Inc. 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 Fund 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 Associated Universities, Inc.. Please refer to the chart in the Investment Options section for more detail. 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 Income Fund®. For more information about the Fidelity Freedom Fund options, log into www.fidelity.com/atwork.

**When am I vested?**
You are always 100% vested in both your voluntary contributions to the Associated Universities, Inc. 403(b) Plan as well as employer contributions to the Associated Universities, Inc. 401(a) Plan.
Can I make withdrawals from my account?
Withdrawals from the Plan are generally permitted when you terminate your employment, retire, reach age 55, or have less than five years of service.

For those employees that meet a distribution reason above, any benefit amount less than $5,000 will automatically be sent to you in a lump sum payment.

The taxable portion of your withdrawal that is eligible for rollover into an individual retirement account (IRA) or another employer’s retirement plan is subject to 20% mandatory federal income tax withholding, unless it is rolled directly over to an IRA or another employer plan. (You may owe more or less when you file your income taxes.) If you are under age 59½, the taxable portion of your withdrawal is also subject to a 10% early withdrawal penalty, unless you qualify for an exception to this rule. To learn more about and/or to request a withdrawal, log on to Fidelity NetBenefits® at www.fidelity.com/atwork or call the Fidelity Representatives at 1-800-343-0860. The plan document and current tax laws and regulations will govern in case of a discrepancy. Be sure you understand the tax consequences and your plan’s rules for distributions before you initiate a distribution. You may want to consult your tax adviser about your situation.

How do I access my account?
You can access your account online through Fidelity NetBenefits® at www.fidelity.com/atwork or call the Fidelity Representatives at 1-800-343-0860 to speak with a representative or use the automated voice response system, virtually 24 hours, 7 days a week.

What are my rights with respect to mutual fund pass-through voting?
As a Plan participant, you have the ability to exercise voting, tender, and other similar rights for mutual funds in which you are invested through the Plan. Materials related to the exercise of these rights will be sent to you at the time of any proxy meeting, tender offer or similar rights relating to the particular mutual funds held in your account.

How do I obtain additional investment option and account information?
Your Employer has appointed Fidelity to provide additional information on the investment options available through the Plan. Also, a statement of your account may be requested by phone at 1-800-343-0860 or reviewed online at Fidelity NetBenefits®.
Investment Options
The following is a list of investment options for the Associated Universities, Inc., organized by category. For up-to-date performance information and other fund specifics, go to www.fidelity.com/atwork.

**LifeCycle 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.

The lifecycle investment options are represented on a separate spectrum because each investment option (except the income fund, if applicable) will gradually adjust its asset allocation to be more conservative as the investment option approaches and moves beyond its target retirement dates. Generally, those investment options with later target retirement dates have greater equity exposure and more risk than those with earlier target retirement dates.

The chart below illustrates the plan-assigned fund the Associated Universities, Inc. 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 1933</td>
<td>Fidelity Freedom Income Fund®</td>
<td>Retired before 1998</td>
</tr>
<tr>
<td>January 1, 1958 - December 31, 1962</td>
<td>Fidelity Freedom 2025 Fund®</td>
<td>2023 - 2027</td>
</tr>
<tr>
<td>January 1, 1968 - December 31, 1972</td>
<td>Fidelity Freedom 2035 Fund®</td>
<td>2033 - 2037</td>
</tr>
<tr>
<td>January 1, 1973 - December 31, 1977</td>
<td>Fidelity Freedom 2040 Fund®</td>
<td>2038 - 2042</td>
</tr>
<tr>
<td>January 1, 1978 - December 31, 1982</td>
<td>Fidelity Freedom 2045 Fund®</td>
<td>2043 - 2047</td>
</tr>
<tr>
<td>January 1, 1983 - and later</td>
<td>Fidelity Freedom 2050 Fund®</td>
<td>2048 and later</td>
</tr>
</tbody>
</table>

* Dates selected by plan sponsor.
Investment Options

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 01/31/2010. 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, please carefully consider the investment objectives, risks, charges and expenses. For this and other information, call Fidelity at 1-800-343-0860 or visit www.fidelity.com/atwork for a free prospectus. Read it carefully before you invest.

LifeCycle Funds

Fidelity Freedom Income Fund®
Fund code: 00369
Ticker symbol: FFFAX
What it is: An asset allocation mutual fund.
Goal: The fund is designed for those investors already in retirement. The fund seeks to provide high current income and, as a secondary objective, some capital appreciation. Additionally, it seeks to maintain a stable asset allocation from year to year.
What it invests in: Each Freedom fund invests in a diversified portfolio of Fidelity mutual funds. The fund’s manager selects underlying funds from those named in the fund’s prospectus. Each underlying Fidelity mutual fund is separately managed in accordance with its own investment objective and, depending on that objective, may invest in domestic and foreign equities, investment-grade and/or high-yield fixed-income securities, and short-term investments. Fidelity Freedom Income Fund invests approximately 40% in bond funds, 40% in mutual funds with short-term investments goals, and 18% in domestic equity funds, and 2% in international equity funds. The fund is subject to the volatility of the financial markets, including that of equity and fixed-income investments. 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. Principal invested is not guaranteed at any time, including at or after the fund’s target retirement date.

Who might want to invest:
• Someone who is already in retirement.
• Someone who wants a simple approach for choosing retirement investment options.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®. The investment risk of each Fidelity Freedom Fund changes over time as the fund’s asset allocation changes. 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, and foreign securities. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

Fidelity Freedom 2000 Fund®
Fund code: 00370
Ticker symbol: FFFBX
What it is: An asset allocation mutual fund.
Goal: The fund is designed for investors expecting to retire around the year indicated in the fund name. The fund seeks high total return until its target retirement date. Thereafter, the fund’s objective will be to seek high current income and, as a secondary objective, capital appreciation.
What it invests in: Each Freedom fund invests in a diversified portfolio of Fidelity mutual funds. Each fund’s overall asset allocation strategy is based on the number of years until its target retirement date, and the strategy gradually becomes more conservative as each fund approaches its target date. After reaching the target retirement date, the fund continues to be managed more conservatively for 10-15 more years, until the asset mix is approximately the same as that of the Fidelity Freedom Income Fund. Ultimately, it is expected that the fund will merge into the Freedom Income Fund. Fidelity Freedom 2000 Fund invests approximately 19% in domestic equity funds, 3% in international equity funds, 39% in bond funds, and 40% in short-term investment mutual funds. The fund’s current and/or projected target asset allocation percentages are also available in the fund’s fact sheet, prospectus, and annual and semiannual reports. The fund’s manager selects underlying funds from those named in the fund’s prospectus. Each underlying Fidelity mutual fund is separately managed by its applicable portfolio manager(s) in accordance with its own investment objective and, depending on that objective, may invest in domestic and foreign equities, investment-grade and/or high-yield fixed-income securities, and short-term investments. The investment risk of this fund changes over time as its asset allocation changes. The fund is 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 the fund’s target date.
Who might want to invest:

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

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at March 31, 2010. Total allocations may sometimes be over or under 100% due to rounding. The investment risk of each Fidelity Freedom Fund changes over time as the fund’s asset allocation changes. 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 and foreign securities. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

Fidelity Freedom 2005 Fund®

Fund code: 01312
Ticker symbol: FFFVX

What it is: An asset allocation mutual fund.

Goal: The fund is designed for investors expecting to retire around the year indicated in the fund name. The fund seeks high total return until its target retirement date. Thereafter, the fund’s objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Each Freedom fund invests in a diversified portfolio of Fidelity mutual funds. Each fund’s overall asset allocation strategy is based on the number of years until its target retirement date, and the strategy gradually becomes more conservative as each fund approaches its target date. After reaching the target retirement date, the fund continues to be managed more conservatively for 10-15 more years, until the asset mix is approximately the same as that of the Fidelity Freedom Income Fund. Ultimately, it is expected that the fund will merge into the Freedom Income Fund. Fidelity Freedom 2005 Fund invests approximately 35% in domestic equity funds, 9% in international equity funds, 37% in bond funds, and 19% in short-term investment mutual funds. The fund’s current and/or projected target asset allocation percentages are also available in the fund’s fact sheet, prospectus, and annual and semiannual reports. The fund’s manager selects underlying funds from those named in the fund’s prospectus. Each underlying Fidelity mutual fund is separately managed by its applicable portfolio manager(s) in accordance with its own investment objective and, depending on that objective, may invest in domestic and foreign equities, investment-grade and/or high-yield fixed-income securities, and short-term investments. The investment risk of this fund changes over time as its asset allocation changes. The fund is 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 the fund’s target date.

Who might want to invest:

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

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at March 31, 2010. Total allocations may sometimes be over or under 100% due to rounding. The investment risk of each Fidelity Freedom Fund changes over time as the fund’s asset allocation changes. 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 and foreign securities. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

Fidelity Freedom 2010 Fund®

Fund code: 00371
Ticker symbol: FFFCX

What it is: An asset allocation mutual fund.

Goal: The fund is designed for investors expecting to retire around the year indicated in the fund name. The fund seeks high total return until its target retirement date. Thereafter, the fund’s objective will be to seek high current income and, as a secondary objective, capital appreciation.
**What it invests in:** Each Freedom fund invests in a diversified portfolio of Fidelity mutual funds. Each fund’s overall asset allocation strategy is based on the number of years until its target retirement date, and the strategy gradually becomes more conservative as each fund approaches its target date. After reaching the target retirement date, the fund continues to be managed more conservatively for 10-15 more years, until the asset mix is approximately the same as that of the Fidelity Freedom Income Fund. Ultimately, it is expected that the fund will merge into the Freedom Income Fund. Fidelity Freedom 2010 Fund invests approximately 38% in domestic equity funds, 11% in international equity funds, 40% in bond funds, and 10% in short-term investment mutual funds. The fund’s current and/or projected target asset allocation percentages are also available in the fund’s fact sheet, prospectus, and annual and semiannual reports. The fund’s manager selects underlying funds from those named in the fund’s prospectus. Each underlying Fidelity mutual fund is separately managed by its applicable portfolio manager(s) in accordance with its own investment objective and, depending on that objective, may invest in domestic and foreign equities, investment-grade and/or high-yield fixed-income securities, and short-term investments. The investment risk of this fund changes over time as its asset allocation changes. The fund is 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 the fund’s target date.

**Who might want to invest:**

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

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at March 31, 2010. Total allocations may sometimes be over or under 100% due to rounding. The investment risk of each Fidelity Freedom Fund changes over time as the fund’s asset allocation changes. 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 and foreign securities. Principal invested is not guaranteed at any time, including at or after the fund’s target date.

---

**Fidelity Freedom 2015 Fund**

**Fund code:** 01313

**Ticker symbol:** FFVFX

**What it is:** An asset allocation mutual fund.

**Goal:** The fund is designed for investors expecting to retire around the year indicated in the fund name. The fund seeks high total return until its target retirement date. Thereafter, the fund’s objective will be to seek high current income and, as a secondary objective, capital appreciation.

**What it invests in:** Each Freedom fund invests in a diversified portfolio of Fidelity mutual funds. Each fund’s overall asset allocation strategy is based on the number of years until its target retirement date, and the strategy gradually becomes more conservative as each fund approaches its target date. After reaching the target retirement date, the fund continues to be managed more conservatively for 10-15 more years, until the asset mix is approximately the same as that of the Fidelity Freedom Income Fund. Ultimately, it is expected that the fund will merge into the Freedom Income Fund. Fidelity Freedom 2015 Fund invests approximately 40% in domestic equity funds, 12% in international equity funds, 39% in bond funds, and 9% in short-term investment mutual funds. The fund’s current and/or projected target asset allocation percentages are also available in the fund’s fact sheet, prospectus, and annual and semiannual reports. The fund’s manager selects underlying funds from those named in the fund’s prospectus. Each underlying Fidelity mutual fund is separately managed by its applicable portfolio manager(s) in accordance with its own investment objective and, depending on that objective, may invest in domestic and foreign equities, investment-grade and/or high-yield fixed-income securities, and short-term investments. The investment risk of this fund changes over time as its asset allocation changes. The fund is 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 the fund’s target date.

**Who might want to invest:**

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

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at March 31, 2010. Total allocations may sometimes be over or under 100% due to rounding. The investment risk of each Fidelity Freedom Fund changes over time as the fund’s asset allocation changes. 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 and foreign securities. Principal invested is not guaranteed at any time, including at or after the fund’s target dates.
Fidelity Freedom 2025 Fund®

Fund code: 01314

Ticker symbol: FFFDX

What it is: An asset allocation mutual fund.

Goal: The fund is designed for investors expecting to retire around the year indicated in the fund name. The fund seeks high total return until its target retirement date. Thereafter, the fund’s objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Each Freedom fund invests in a diversified portfolio of Fidelity mutual funds. Each fund’s overall asset allocation strategy is based on the number of years until its target retirement date, and the strategy gradually becomes more conservative as each fund approaches its target date. After reaching the target retirement date, the fund continues to be managed more conservatively for 10-15 more years, until the asset mix is approximately the same as that of the Fidelity Freedom Income Fund. Ultimately, it is expected that the fund will merge into the Freedom Income Fund. Fidelity Freedom 2025 Fund invests approximately 48% in domestic equity funds, 14% in international equity funds, 35% in bond funds, and 3% in short-term investment mutual funds. The fund’s current and/or projected target asset allocation percentages are also available in the fund’s fact sheet, prospectus, and annual and semiannual reports. The fund’s manager selects underlying funds from those named in the fund’s prospectus. Each underlying Fidelity mutual fund is separately managed by its applicable portfolio manager(s) in accordance with its own investment objective and, depending on that objective, may invest in domestic and foreign equities, investment-grade and/or high-yield fixed-income securities, and short-term investments. The investment risk of this fund changes over time as its asset allocation changes. The fund is 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 the fund’s target date.

Who might want to invest:

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

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at March 31, 2010. Total allocations may sometimes be over or under 100% due to rounding. The investment risk of each Fidelity Freedom Fund changes over time as the fund’s asset allocation changes. 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 and foreign securities. Principal invested is not guaranteed at any time, including at or after the fund’s target date.

Fidelity Freedom 2020 Fund®

Fund code: 00372

Ticker symbol: FFTWX

What it is: An asset allocation mutual fund.

Goal: The fund is designed for investors expecting to retire around the year indicated in the fund name. The fund seeks high total return until its target retirement date. Thereafter, the fund’s objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Each Freedom fund invests in a diversified portfolio of Fidelity mutual funds. Each fund’s overall asset allocation strategy is based on the number of years until its target retirement date, and the strategy gradually becomes more conservative as each fund approaches its target date. After reaching the target retirement date, the fund continues to be managed more conservatively for 10-15 more years, until the asset mix is approximately the same as that of the Fidelity Freedom Income Fund. Ultimately, it is expected that the fund will merge into the Freedom Income Fund. Fidelity Freedom 2020 Fund invests approximately 54% in domestic equity funds, 16% in international equity funds, 30% in bond funds, and 3% in short-term investment mutual funds. The fund’s current and/or projected target asset allocation percentages are also available in the fund’s fact sheet, prospectus, and annual and semiannual reports. The fund’s manager selects underlying funds from those named in the fund’s prospectus. Each underlying Fidelity mutual fund is separately managed by its applicable portfolio manager(s) in accordance with its own investment objective and, depending on that objective, may invest in domestic and foreign equities, investment-grade and/or high-yield fixed-income securities, and short-term investments. The investment risk of this fund changes over time as its asset allocation changes. 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 and foreign securities. Principal invested is not guaranteed at any time, including at or after the fund’s target date.
Who might want to invest:
• Someone who wants a simple approach for choosing retirement investment options.
• Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
• Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
• Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of fixed-income and short-term mutual funds when closer to or in retirement.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at March 31, 2010. Total allocations may sometimes be over or under 100% due to rounding. The investment risk of each Fidelity Freedom Fund changes over time as the fund’s asset allocation changes. 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 and foreign securities. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

Fidelity Freedom 2030 Fund®
Fund code: 00373
Ticker symbol: FFFEX
What it is: An asset allocation mutual fund.
Goal: The fund is designed for investors expecting to retire around the year indicated in the fund name. The fund seeks high total return until its target retirement date. Thereafter, the fund’s objective will be to seek high current income and, as a secondary objective, capital appreciation.
What it invests in: Each Freedom fund invests in a diversified portfolio of Fidelity mutual funds. Each fund’s overall asset allocation strategy is based on the number of years until its target retirement date, and the strategy gradually becomes more conservative as each fund approaches its target date. After reaching the target retirement date, the fund continues to be managed more conservatively for 10-15 more years, until the asset mix is approximately the same as that of the Fidelity Freedom Income Fund. Ultimately, it is expected that the fund will merge into the Freedom Income Fund. Fidelity Freedom 2030 Fund invests approximately 59% in domestic equity funds, 17% in international equity funds, and 24% in bond funds. The fund’s current and/or projected target asset allocation percentages are also available in the fund’s fact sheet, prospectus, and annual and semiannual reports. The fund’s manager selects underlying funds from those named in the fund’s prospectus. Each underlying Fidelity mutual fund is separately managed by its applicable portfolio manager(s) in accordance with its own investment objective and, depending on that objective, may invest in domestic and foreign equities, investment-grade and/or high-yield fixed-income securities, and short-term investments. The investment risk of this fund changes over time as its asset allocation changes. The fund is 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 the fund’s target date.
Who might want to invest:
• Someone who wants a simple approach for choosing retirement investment options.
• Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
• Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
• Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at March 31, 2010. Total allocations may sometimes be over or under 100% due to rounding. The investment risk of each Fidelity Freedom Fund changes over time as the fund’s asset allocation changes. 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 and foreign securities. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

Fidelity Freedom 2035 Fund®
Fund code: 01315
Ticker symbol: FFTHX
What it is: An asset allocation mutual fund.
Goal: The fund is designed for investors expecting to retire around the year indicated in the fund name. The fund seeks high total return until its target retirement date. Thereafter, the fund’s objective will be to seek high current income and, as a secondary objective, capital appreciation.
What it invests in: Each Freedom fund invests in a diversified portfolio of Fidelity mutual funds. Each fund’s overall asset allocation strategy is based on the number of years until its target retirement date, and the strategy gradually becomes more conservative as each fund approaches its target date. After reaching the target retirement date, the fund continues to be managed more conservatively for 10-15 more years, until the asset mix is approximately the same as that of the Fidelity Freedom Income Fund. Ultimately, it is expected that the fund will merge into the Freedom Income Fund. Fidelity Freedom 2035 Fund invests approximately 64% in domestic equity funds, 19% in international equity funds, and 18% in bond funds. The fund’s current and/or projected target asset allocation percentages are also available in the fund’s fact sheet, prospectus, and annual and semiannual reports. The fund’s manager selects underlying funds from those named in the fund’s prospectus. Each underlying Fidelity mutual fund is separately managed by its applicable portfolio manager(s) in accordance with its own investment objective and, depending on that objective, may invest in domestic and foreign equities, investment-grade and/or high-yield fixed-income securities, and short-term investments. The investment risk of this fund changes over time as its asset allocation changes. The fund is 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 the fund’s target date.

Who might want to invest:

- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

Fidelity Freedom 2040 Fund®

Fund code: 00718

Ticker symbol: FFFFX

What it is: An asset allocation mutual fund.

Goal: The fund is designed for investors expecting to retire around the year indicated in the fund name. The fund seeks high total return until its target retirement date. Thereafter, the fund’s objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Each Freedom fund invests in a diversified portfolio of Fidelity mutual funds. Each fund’s overall asset allocation strategy is based on the number of years until its target retirement date, and the strategy gradually becomes more conservative as each fund approaches its target date. After reaching the target retirement date, the fund continues to be managed more conservatively for 10-15 more years, until the asset mix is approximately the same as that of the Fidelity Freedom Income Fund. Ultimately, it is expected that the fund will merge into the Freedom Income Fund. Fidelity Freedom 2040 Fund invests approximately 65% in domestic equity funds, 19% in international equity funds, and 16% in bond funds. The fund’s current and/or projected target asset allocation percentages are also available in the fund’s fact sheet, prospectus, and annual and semiannual reports. The fund’s manager selects underlying funds from those named in the fund’s prospectus. Each underlying Fidelity mutual fund is separately managed by its applicable portfolio manager(s) in accordance with its own investment objective and, depending on that objective, may invest in domestic and foreign equities, investment-grade and/or high-yield fixed-income securities, and short-term investments. The investment risk of this fund changes over time as its asset allocation changes. The fund is 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 the fund’s target date.

Who might want to invest:

- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.
Fidelity Freedom 2045 Fund®
Fund code: 01617
Ticker symbol: FFFGX
What it is: An asset allocation mutual fund.

Goal: The fund is designed for investors expecting to retire around the year indicated in the fund name. The fund seeks high total return until its target retirement date. Thereafter, the fund’s objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Each Freedom fund invests in a diversified portfolio of Fidelity mutual funds. Each fund’s overall asset allocation strategy is based on the number of years until its target retirement date, and the strategy gradually becomes more conservative as each fund approaches its target date. After reaching the target retirement date, the fund continues to be managed more conservatively for 10-15 more years, until the asset mix is approximately the same as that of the Fidelity Freedom Income Fund. Ultimately, it is expected that the fund will merge into the Freedom Income Fund. Fidelity Freedom 2045 Fund invests approximately 66% in domestic equity funds, 19% in international equity funds, and 15% in bond funds. The fund’s current and/or projected target asset allocation percentages are also available in the fund’s fact sheet, prospectus, and annual and semiannual reports. The fund’s manager selects underlying funds from those named in the fund’s prospectus. Each underlying Fidelity mutual fund is separately managed by its applicable portfolio manager(s) in accordance with its own investment objective and, depending on that objective, may invest in domestic and foreign equities, investment-grade and/or high-yield fixed-income securities, and short-term investments. The investment risk of this fund changes over time as its asset allocation changes. The fund is 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 the fund’s target date.

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

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at March 31, 2010. Total allocations may sometimes be over or under 100% due to rounding. The investment risk of each Fidelity Freedom Fund changes over time as the fund’s asset allocation changes. 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 and foreign securities. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

Fidelity Freedom 2050 Fund®
Fund code: 01618
Ticker symbol: FFFHX
What it is: An asset allocation mutual fund.

Goal: The fund is designed for investors expecting to retire around the year indicated in the fund name. The fund seeks high total return until its target retirement date. Thereafter, the fund’s objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Each Freedom fund invests in a diversified portfolio of Fidelity mutual funds. Each fund’s overall asset allocation strategy is based on the number of years until its target retirement date, and the strategy gradually becomes more conservative as each fund approaches its target date. After reaching the target retirement date, the fund continues to be managed more conservatively for 10-15 more years, until the asset mix is approximately the same as that of the Fidelity Freedom Income Fund. Ultimately, it is expected that the fund will merge into the Freedom Income Fund. Fidelity Freedom 2050 Fund invests approximately 68% in domestic equity funds, 22% in international equity funds, and 11% in bond funds. The fund’s current and/or projected target asset allocation percentages are also available in the fund’s fact sheet, prospectus, and annual and semiannual reports. The fund’s manager selects underlying funds from those named in the fund’s prospectus. Each underlying Fidelity mutual fund is separately managed by its applicable portfolio manager(s) in accordance with its own investment objective and, depending on that objective, may invest in domestic and foreign equities, investment-grade and/or high-yield fixed-income securities, and short-term investments. The investment risk of this fund changes over time as its asset allocation changes. The fund is 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 the fund’s target date.
Who might want to invest:

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

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at March 31, 2010. Total allocations may sometimes be over or under 100% due to rounding. The investment risk of each Fidelity Freedom Fund changes over time as the fund’s asset allocation changes. 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 and foreign securities. Principal invested is not guaranteed at any time, including at or after the funds’ target dates.

Investment Options

MONEY MARKET

Fidelity Retirement Government Money Market Portfolio

**Fund code:** 00631  
**Ticker symbol:** FGMXX  
**What it is:** A money market mutual fund.  
**Goal:** Seeks to provide as high a level of current income as is consistent with the preservation of principal and liquidity.  
**What it invests in:** Primarily invests at least 80% of its assets in U.S. Government securities and repurchase agreements for those securities. The fund may also enter into reverse repurchase agreements. Fidelity Management & Research Company (FMR) complies with industry standard requirements for money market funds regarding quality, maturity, and diversification of the fund’s investments. An investment in this portfolio is not guaranteed or insured by the FDIC or any other government agency. Although this money market fund seeks to preserve the value of your investment at $1 per share, it is possible to lose money by investing in this fund. Yield will vary.

**Who might want to invest:**

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

Fidelity Retirement Money Market Portfolio

**Fund code:** 00630  
**Ticker symbol:** FRTXX  
**What it is:** A money market mutual fund.  
**Goal:** Seeks to provide as high a level of current income as is consistent with the preservation of principal and liquidity.  
**What it invests in:** Primarily invests in U.S. dollar-denominated money market securities and repurchase agreements for those securities. The fund may also enter into reverse repurchase agreements. The fund also invests more than 25% of its assets in the financial services industry. An investment in this portfolio is not guaranteed or insured by the FDIC or any other government agency. Although this money market fund seeks to preserve the value of your investment at $1 per share, it is possible to lose money by investing in this fund. Yield will vary.
Who might want to invest:
- Someone who is interested in balancing an aggressive portfolio with an investment that seeks to provide stability of principal.
- Someone who anticipates using a portion of this money soon, possibly for retirement income, and who is looking for the value of the investment to remain stable.

**BOND**

Fidelity Intermediate Bond Fund

**Fund code:** 00032  
**Ticker symbol:** FTHRX  
**What it is:** An income mutual fund.  
**Goal:** Seeks to provide a high level of current income.  
**What it invests in:** Primarily invests at least 80% of its assets in investment-grade debt securities of all types and repurchase agreements for those securities (those of medium and high quality). The fund is managed to have an overall interest rate risk similar to the Barclays Capital Intermediate Government/Credit Bond Index. The fund will normally maintain a dollar-weighted average maturity between three and 10 years. Assets are allocated across different market sectors and maturities. In general, bond prices rise when interest rates fall, and vice versa. This effect is usually more pronounced for longer-term securities. Share price, yield, and return will vary.  
**Who might want to invest:**
- Someone interested in investing in bonds.
- Someone who wants the potential for income or is looking to diversify a growth-oriented portfolio with a more conservative bond fund.

The Barclays Capital Intermediate Government/Credit Bond Index is an unmanaged market value-weighted index of investment-grade fixed-rate debt issues, including government, corporate, asset-backed, and mortgage-backed securities, with maturities between one and ten years.

Fidelity U.S. Bond Index Fund

**Fund code:** 00651  
**Ticker symbol:** FBIDX  
**What it is:** An income mutual fund.  
**Goal:** Seeks to provide investment results that correspond to the total return of the bonds in the Barclays Capital U.S. Aggregate Bond Index.  
**What it invests in:** Primarily invests at least 80% of its assets in bonds included in the Barclays Capital U.S. Aggregate Bond Index. In general, bond prices rise when interest rates fall, and vice versa. This effect is usually more pronounced for longer-term securities. Share price and return will vary.  
**Who might want to invest:**
- Investors who are looking for a higher return than a money market fund, and who are willing to accept the greater investment risk of bonds of companies and government agencies.
- Someone who hopes to match the performance of the overall bond market as measured by the Barclays Capital U.S. Aggregate Bond Index.

The Barclays Capital U.S. Aggregate Bond Index is an unmanaged market value-weighted index of investment-grade fixed-rate debt issues, including government, corporate, asset-backed, and mortgage-backed securities, with maturities of one year or more.

**BALANCED/HYBRID**

Fidelity Puritan® Fund

**Fund code:** 00004  
**Ticker symbol:** FPURX  
**What it is:** A balanced mutual fund.  
**Goal:** Seeks to provide income and capital growth consistent with reasonable risk.  
**What it invests in:** Primarily invests approximately 60% of its assets in stocks and other equity securities, and the remainder in bonds and other debt securities, including lower-quality debt securities, when the outlook for the markets is neutral. Lower-quality debt securities involve greater risk of default or price changes due to potential changes in the credit quality of the issuer. The fund will invest at least 25% of its assets in fixed income senior securities (including debt securities and preferred stocks). The fund may invest in securities of domestic and foreign issuers. Share price and return will vary.
Who might want to invest:
• Someone who wants the potential of both income and long-term growth, and who is willing to ride out the fluctuation of the stock market for the potential of a higher return.
• Someone who wants to invest in a fund that selects both stocks and bonds.

**DOMESTIC EQUITY**

**LARGE VALUE**

Fidelity Equity-Income Fund

**Fund code:** 00023  
**Ticker symbol:** FEQIX  
**What it is:** A growth and income mutual fund.  
**Goal:** Seeks to provide reasonable income. In pursuing this objective, the fund will also consider the potential for capital appreciation. The fund seeks to provide a yield that exceeds the composite yield of the S&P 500® Index.

**What it invests in:** Primarily invests at least 80% of its assets in income-producing equity securities, which tends to lead to investments in large cap “value” stocks. The fund may potentially invest in other types of equity and debt securities, including lower-quality debt securities. Lower-quality debt securities involve greater risk of default or price changes due to potential changes in the credit quality of the issuer. The fund may invest in securities of domestic and foreign issuers. Share price and return will vary.

**Who might want to invest:**
• Someone who wants to invest in the stock market for its long-term growth potential.
• Someone who is looking for income from a fund invested in stocks and bonds.

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

DOMESTIC EQUITY

LARGE BLEND

Fidelity Dividend Growth Fund

**Fund code:** 00330  
**Ticker symbol:** FDGFX  
**What it is:** A growth mutual fund.  
**Goal:** Seeks to provide capital appreciation.

**What it invests in:** Primarily invests at least 80% of its assets in equity securities. Normally invests in common stocks of companies that pay dividends or that Fidelity Management & Research Company (FMR) believes have the potential to pay dividends in the future. The fund may invest in securities of domestic and foreign issuers. It is important to note that the fund does not invest for income. Share price and return will vary.

**Who might want to invest:**
• Someone with a conservative portfolio who also wants to invest part of his or her money in a growth fund.
• Someone who has time to ride out the fluctuations of stock market investing.

Spartan® 500 Index Fund Investor Class

**Fund code:** 00650  
**Ticker symbol:** FUSEX  
**What it is:** An index mutual fund.  
**Goal:** Seeks to provide investment results that correspond to the total return (i.e., the combination of capital changes and income) performance of common stocks publicly traded in the United States.

**What it invests in:** Normally invests at least 80% of its assets in common stocks included in the S&P 500® Index, which broadly represents the performance of common stocks publicly traded in the United States. Stock markets, especially foreign markets, are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Share price and return will vary.
Who might want to invest:

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

As of January 22, 2010, this fund changed its name from Spartan® U.S. Equity Index Fund - Investor Class. The S&P 500® Index is a registered service mark of The McGraw-Hill Companies, Inc., and has been licensed for use by Fidelity Distributors Corporation and its affiliates. It is an unmanaged index of the common stock prices of 500 widely held U.S. stocks that includes the reinvestment of dividends.

**DOMESTIC EQUITY**

**LARGE GROWTH**

**Fidelity Magellan® Fund**

Fund code: 00021

Ticker symbol: FMAGX

What it is: A growth mutual fund.

Goal: Seeks to provide capital appreciation.

What it invests in: Primarily invests in common stocks. The fund may invest in securities of domestic and foreign issuers. The fund manager is not constrained by any particular investment style. At any given time, the fund manager may tend to buy “growth” stocks or “value” stocks, or a combination of both types. In buying and selling securities for the fund, the manager relies on fundamental analysis of each issuer and its potential for success in light of its current financial condition, its industry position, and economic and market conditions. Factors considered include growth potential, earnings estimates, and management. Share price and return will vary.

Who might want to invest:

- Someone with a conservative portfolio who is interested in investing a portion of money more aggressively.
- Someone who will be invested in the fund over the long term, and who is willing to ride out the fluctuation of the stock market for the potential of higher long-term returns.

**INTERNATIONAL/GLOBAL EQUITY**

**Fidelity Diversified International Fund**

Fund code: 00325

Ticker symbol: FDIVX

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

Goal: Seeks to provide capital growth.

What it invests in: Primarily invests in common stocks of foreign companies. Foreign investments, especially those in emerging markets, involve greater risk and may offer greater potential returns than U.S. investments. This risk includes political and economic uncertainties of foreign countries, as well as the risk of currency fluctuation. If you sell your shares after holding them for less than 30 days, the fund will deduct a short-term trading fee from your account equal to 1% of the value of the shares sold. Share price and return will vary.

Who might want to invest:

- Someone who is comfortable with the high investment risk and potential rewards involved in investing overseas, as well as with the investment risk involved in any growth mutual fund.
- Someone who wants to complement the performance of U.S. investments with that of investments outside the U.S., which may behave quite differently.
Fidelity Investments
Qualified Plan Beneficiary Designation

1. GENERAL INSTRUCTIONS
Please complete this form and sign it on the back. In the future, you may revoke the beneficiary designation and designate a different beneficiary by submitting a new Beneficiary Designation Form to Fidelity.

Mailing instructions: Return this form in the enclosed postage-paid envelope or to
Fidelity Investments, P.O. Box 770002, Cincinnati, OH 45277-0090

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

2. DESIGNATING YOUR BENEFICIARY(IES)
You are not limited to three primary and three contingent beneficiaries. To assign additional beneficiaries, or to designate a more complex beneficiary designation, please attach, sign, and date a separate piece of paper.

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

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

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

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

4. AUTHORIZATION
Please provide your signature.
**Fidelity Investments**

**Qualified Plan Beneficiary Designation**

1. **YOUR INFORMATION**

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

Social Security #: ___________________________  Date of Birth: ____________-

First Name: _________________________________

Last Name: _________________________________

Street Address: _____________________________

Address Line 2: _____________________________

City: ____________________  State: _______

Zip: ________________________________

Daytime Phone: ____________________________  Evening Phone: ____________________________

Name of Employer: __________________________

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: ____________________________  Percentage: ________ %

   Date of Birth or Trust Date: ____________-

   Relationship to Applicant: 
   □ Spouse  OR  □ Trust  OR  □ Other

2. Individual or Trust Name: ____________________________  Percentage: ________ %

   Date of Birth or Trust Date: ____________-

   Relationship to Applicant: 
   □ Spouse  OR  □ Trust  OR  □ Other

3. Individual or Trust Name: ____________________________  Percentage: ________ %

   Date of Birth or Trust Date: ____________-

   Relationship to Applicant: 
   □ Spouse  OR  □ Trust  OR  □ Other

   **Total = 100%**
2. DESIGNATING YOUR BENEFICIARY(IES) (CONTINUED)

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: ____________________ Percentage: ________
   Date of Birth or Trust Date: ___________ Relationship to Applicant:
   Spouse OR Trust OR Other
   ___________ Spouse OR Trust OR Other

2. Individual or Trust Name: ____________________ Percentage: ________
   Date of Birth or Trust Date: ___________ Relationship to Applicant:
   Spouse OR Trust OR Other
   ___________ Spouse OR Trust OR Other

3. Individual or Trust Name: ____________________ Percentage: ________
   Date of Birth or Trust Date: ___________ Relationship to Applicant:
   Spouse OR Trust OR Other
   ___________ Spouse OR Trust OR Other

   Total = 100%

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

3. SPOUSAL CONSENT

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

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

Signature of Participant’s Spouse: ____________________ Date: ___________

To be completed by a notary public or representative of the plan:

Sworn before me this day ___________

In the State of ______ County of ______

Notary Public Signature: ____________________

My Commission Expires: ___________

Witnessed by Plan Representative: ____________________ Date: ___________

Notary stamp must be in the above box
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 understand that I may designate a beneficiary for my assets accumulated under the Plan and that if I choose not to designate a beneficiary, distributions will be made according to the plan document.
- 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.

Your Signature: [X]  Date: [ ]-[ ]-[ ]
Use this envelope only for the beneficiary designation form.
Please remove envelope from book here.

BUSINESS REPLY MAIL
FIRST-CLASS MAIL PERMIT NO 19203 CINCINNATI OH

POSTAGE WILL BE PAID BY ADDRESSEE

FIDELITY INVESTMENTS
PO. BOX 5000
CINCINNATI, OH 45273-8686
Peel off this strip to open envelope pocket.
Fidelity Retirement Income Advantage is a service provided beyond your employer sponsored retirement account.

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

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

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

Fidelity Management & Research Company manages Fidelity mutual funds.

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.

©2010 FMR LLC. All rights reserved