Marshfield Clinic Employees' Retirement Plan
For Physician Class A, Physician Associates, Group 1, Executive Administration, and Other Contracted, hired after January 1, 2017

Invest in your retirement—and yourself—today, with help from the Marshfield Clinic Employees' Retirement Plan and Fidelity.
Dear Marshfield Clinic Employee:

It is our pleasure to welcome you to the Marshfield Clinic Employees’ Retirement Plan (ERP). The ERP is a defined contribution retirement plan that is fully funded by the Clinic for the benefit of all eligible staff and physicians. Staff and physicians are automatically enrolled in the plan after two years of eligible employment.

A year of eligible employment is any 12-month period during which a participant works 1,000 hours or more. Once you are eligible for the plan, you will receive a contribution equal to 11% of your compensation, plus an additional contribution equal to 5.7% of your compensation in excess of the Social Security Wage Base. Regardless of whether or not you participate in the 401(k) plan, you will begin accruing this benefit on your anniversary date. All participants are immediately 100% vested in their ERP balance.

Contributions to the retirement plan will be made quarterly, approximately six weeks after the quarter in which the contribution is earned. As a participant in the plan, it is your responsibility to ensure that the asset allocation is appropriate for your specific situation. Just as in the 401(k), you have the option of selecting your current allocation and future contribution elections by choosing from among various investment options offered by the plan.

If you do not make a formal choice about where you want your contributions to go, your contributions will be invested in the General Fund, the plan’s default option. The General Fund is actively managed and has an asset allocation target of 70% stocks, 10% alternative investments, and 20% bonds. Retirement Plan staff and your Board of Trustees recommend that you review whether or not the General Fund is an appropriate investment for your specific situation.

To best maximize the advantages of this benefit, Marshfield Clinic encourages you to make a choice — even if your choice is the default fund. This puts your official choice on file and starts getting you more personally involved in planning for your own retirement.

The enclosed material will provide you with more information about the ERP. The next step for you is to designate your beneficiary. You may designate your beneficiary online. Log on to www.fidelity.com/atwork and click on “Beneficiaries” in the About You section of Your Profile tab. If you do not have access to the Internet or prefer to complete your beneficiary information by paper form, please contact Fidelity at 800-343-0860.

You are welcome to call Fidelity Investments at 1-800-343-0860 or the Retirement Plan’s office at extension 7-5711 if you have any questions or concerns about how to manage this superb benefit.

Once again, welcome to the Employees’ Retirement Plan, and best wishes for a long and mutually rewarding relationship with Marshfield Clinic.

Sincerely,
Retirement & Treasury Services
Frequently asked questions about your plan.

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

How do I enroll in the Plan?
You do not enroll. You are automatically enrolled when you have completed two years of service with Marshfield Clinic, and are at least 21 years old. A year of service is defined as a 12-month period in which you work 1,000 hours or more.

How much can I contribute?
You do not contribute your own money—Marshfield Clinic contributes for you. Each year, Marshfield Clinic contributes a set percentage of your annual compensation to your ERP account.

How do I designate my beneficiary?
If you have not already selected your beneficiaries, or if you have experienced a life-changing event such as a marriage, divorce, birth of a child, or a death in the family, it’s time to consider your beneficiary designations. Fidelity’s Online Beneficiaries Service, available through Fidelity NetBenefits®, offers a straightforward, convenient process that takes just minutes. Simply log on to NetBenefits® at www.netbenefits.com/atwork 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 1-800-343-0860.

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®.

What if I don’t make an investment election?
We encourage you to take an active role in the ERP and choose investment options that best suit your goals, time horizon, and risk tolerance. At the direction of Marshfield Clinic, if you do not select specific investment options in the Plan, your contributions will be invested in the Plan designated default investment, the General Fund. For more information on all the investments in the ERP, see the following pages.

When am I vested?
You are immediately 100% vested from the first day you are eligible for the plan.

Can I take a loan from my account?
Loans are not available in this plan.

Can I move money from another retirement plan into my account in Marshfield Clinic ERP?
If you have assets invested in a qualified retirement plan with a previous employer, you may request a rollover of your assets to the Marshfield Clinic ERP Plan, for easier management and tracking. This will keep your savings invested and tax deferred even though you may change jobs. If you decide to leave the Clinic, you may choose to take your vested account balance with you. You should consult your tax adviser and carefully consider the
How do I access my account?
You can access your account online through Fidelity NetBenefits® at www.netbenefits.com/atwork or call the Fidelity Service Center at 1-800-343-0860 to speak with a representative or use the automated voice response system, virtually 24 hours, 7 days a week.

impact of making a rollover contribution to your employer’s plan because it could affect your eligibility for future special tax treatments. Be sure to consider all your available options and the applicable fees and features of each before moving your retirement assets.
Investment Options

Here is a list of investment options for the Marshfield Clinic Employees’ Retirement Plan. For up-to-date performance information and other fund specifics, go to www.netbenefits.com/atwork. To discuss your objectives and options, contact a Fidelity Retirement Representative for a one-on-one discussion at 1-800-343-0860.
Core Investment Options

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

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

<table>
<thead>
<tr>
<th>SHORT-TERM INVESTMENT</th>
<th>BOND</th>
<th>STOCKS AND BONDS</th>
<th>STOCKS</th>
<th>INTERNATIONAL/Global</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stable Value Fund</td>
<td>Bond</td>
<td>Balanced/Hybrid</td>
<td>Domestic Equities</td>
<td>International/Global</td>
</tr>
<tr>
<td>Stable Value</td>
<td></td>
<td>General Fund</td>
<td>Mid Value</td>
<td>Large Blend</td>
</tr>
<tr>
<td>Diversified</td>
<td></td>
<td>Vanguard Balanced</td>
<td>Sasco Capital-Mid</td>
<td>Fidelity® U.S.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Index Fund</td>
<td>Cap Value Fund</td>
<td>Equity Index</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Institutional Shares</td>
<td></td>
<td>Commingled Pool</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Small Value</td>
<td>Class 1</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Vanguard Small-</td>
<td>Northern Trust</td>
<td>Stephens Small</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Cap Value Index</td>
<td>Core Stock</td>
<td>Cap Growth Equity</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Fund Institutional Shares</td>
<td></td>
<td>Separate Account</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Mid Blend</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Gamco All Cap</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Value Fund</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

This spectrum, with the exception of the Domestic Equity category, is based on Fidelity’s analysis of the characteristics of the general investment categories of the investment options and not on the actual security holdings, which can change frequently. Investment options in the Domestic Equity category are based on the options’ Morningstar categories as of 11/30/2016. 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 investment option, consider the investment objectives, risks, charges, and expenses. Contact Fidelity for a mutual fund prospectus or, if available, a summary prospectus containing this information. Read it carefully.

Stable Value Fund

VRS Code: 10728

Fund Objective: Seeks to preserve your principal investment while earning interest income. The stable value fund will try to maintain a stable $1 unit price, but it cannot guarantee that it will be able to do so. The yield of the stable value fund will fluctuate.

Fund Strategy: The Stable Value Fund invests in fixed income securities, which may include, but are not limited to, U.S. Treasury and agency bonds, corporate bonds, mortgage-backed securities, commercial mortgage-backed securities, asset-backed securities, and bond funds. The Stable Value fund may also invest in money market funds. In addition, the Stable Value fund may invest in futures contracts, option contracts and swap agreements. To provide daily liquidity, the Stable Value fund purchases investment contracts (wrap contracts) issued by insurance companies and other financial institutions. Investment contracts are designed to permit the use of book value accounting to maintain a constant $1 unit price and to provide for the payment of participant-directed withdrawals and exchanges at book value (principal and interest accrued to date) during the term of the investment contract. However, withdrawals prompted by certain events (e.g., termination of the stable value fund, changes in laws or regulations) may be made at market value which may be less than book value. FMTC, as investment manager and trustee of the Fidelity Group Trust for Employee Benefit Plans, has claimed an exemption from registration under the Commodity Exchange Act and is not subject to registration or regulation under the Act. There is no immediate recognition of investment gains and losses on the fixed income securities. Instead, gains and losses are recognized over time by adjusting the interest rate credited to the stable value fund under the wrap contracts. All fixed income securities and investment contracts purchased for the stable value fund must satisfy FMTC’s credit quality standards. The stable value fund’s yield will fluctuate.

Fund Risk: The Contracts and securities purchased for the fund are backed solely by the financial resources of the issuers of such Contracts and securities. An investment in the fund is not insured or guaranteed by the manager(s), the plan sponsor, the trustee, the FDIC, or any other government agency. The Contracts purchased by the fund permit the fund to account for the fixed income securities at book value (principal plus interest accrued to date). Through the use of book value accounting, there is no immediate recognition of investment gains and losses on the fund’s securities. Instead, gains and losses are recognized over time by periodically adjusting the interest rate credited to the fund under the Contracts. However, while the fund seeks to preserve your principal investment, it is possible to lose money by investing in this fund. The Contracts provide for the payment of certain withdrawals and exchanges at book value during the terms of the Contracts. In order to maintain the Contract issuers’ promise to pay such withdrawals and exchanges at book value, the Contracts subject the fund and its participants to certain restrictions. For example, withdrawals prompted by certain events (e.g., layoffs, early retirement windows, spin-offs, sale of a division, facility closings, plan terminations, partial plan terminations, changes in laws or regulations) may be made at the market value of the fund’s securities, which may be less than your book value balance. Certain investment options offered by your plan (e.g., money market funds, short term bond funds, certain asset allocation/lifecycle funds and brokerage window) may be deemed by the Contract issuers to “compete” with this fund. The terms of the Contracts prohibit you from making a direct exchange from this fund to such competing funds. Instead, you must first exchange to a non-competing fund for 90 days. While these requirements may seem restrictive, they are imposed by the Contract issuers as a condition for the issuer’s promise to pay certain withdrawals and exchanges at book value.

Fund short term trading fees: None

Who may want to invest:

- Someone who seeks a slightly higher yield over the long term than is offered by money market funds, but who is willing to accept slightly more investment risk.
- Someone who is interested in balancing an aggressive portfolio with an investment that seeks to provide stability of price.

For more information visit www.netbenefits.com/atwork or call 1-800-343-0860
Footnotes:

- The investment option is a unitized collective investment trust. This description is only intended to provide a brief overview of the fund.
- A prospectus is not available for this fund, if you have any questions about the expense ratio please contact Fidelity Investments.
- The Life Return and Inception Date for this fund are as of 05/28/1999. This date is when the prior recordkeeper, Northern Trust, began calculating returns.
- This investment option is not a mutual fund.
- The plan overhead portion of the investment options expense ratio is between .02 and .04.

Core Plus Fixed Income Fund

VRS Code: 10734

Fund Objective: Seeks to provide a high level of current income.

Fund Strategy: Western Asset seeks to add value by employing multiple investment strategies. The manager is an active sector rotator and attempts to exploit market inefficiencies by making opportunistic trades. They emphasize non-Treasury sectors such as corporates and mortgages. The manager attempts to control risk using duration weighting, yield curve positioning, sector allocation, and issue selection. The FIAM pool will employ a fund-of-funds approach through investments in other commingled pools managed by FIAMTC. These pools primarily invest in fixed income securities including, but not limited to U.S. Government sponsored entities, U.S. Treasuries, foreign governmental issuers (including emerging market countries), corporate bonds (including Yankee and Eurodollar bonds) both domestic and foreign, mortgage-backed securities, asset-backed securities, obligations issued or guaranteed by U.S., local, city and state governments and agencies, private placements, and cash or other short-term debt obligations. The pool may use futures, options, and swaps to take advantage of changes in securities prices, interest rates and other factors affecting value and/or to maintain liquidity. The fund is called a core plus fund because both managers will periodically take limited positions in below investment grade securities. This effect is usually more pronounced for longer-term securities. Duration estimates how much a bond’s price fluctuates with changes in comparable interest rates. Other factors can also influence a bond fund’s performance and unit price. Unit price, yield and return will vary.

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

Fund short term trading fees: None

Who may want to invest:

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

Footnotes:

- The investment option is a custom strategy fund. This description is only intended to provide a brief overview of the fund.
- Managed by Western Asset Management Company and Fidelity Institutional Asset Management, which provided a description for this fund.
- A prospectus is not available for this fund.
- The Life Return and Inception Date for this fund are as of 05/28/1999. This date is when the prior recordkeeper, Northern Trust, began calculating returns.
- This investment option is not a mutual fund.
- The plan overhead portion of the investment options expense ratio is between .02 and .04.

Vanguard Total Bond Market Index Fund Institutional Plus Shares

VRS Code: 76290

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

Fund Strategy: The fund employs an indexing investment approach designed to track the performance of the 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 the fund’s investments will be selected through the sampling process, and at least 80% of the fund’s assets will be invested in bonds held in the index.
Fund Risk: In general the bond market is volatile, and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk and credit and default risks for both issuers and counterparties. Unlike individual bonds, most bond funds do not have a maturity date, so avoiding losses caused by price volatility by holding them until maturity is not possible. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Fund short term trading fees: None

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

Footnotes:
- This description is only intended to provide a brief overview of the mutual fund. Read the fund’s prospectus for more detailed information about the fund.
- The Bloomberg Barclays U.S. Aggregate Float Adjusted Index measures the total universe of public, investment-grade, taxable, fixed income securities in the United States—including government, corporate, and international dollar-denominated bonds, as well as mortgage-backed and asset-backed securities—all with maturities of more than 1 year.
- The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class’s actual inception of 02/05/2010. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 12/11/1986, adjusted to reflect the fees and expenses of this share class (when this share class’s fees and expenses are higher.) Please refer to a fund’s prospectus for information regarding fees and expenses. These adjusted historical returns are not actual returns. Calculation methodologies utilized by Morningstar may differ from those applied by other entities, including the fund itself.
General Fund
VRS Code: 10740

Fund Objective: Seeks to optimize total return consistent with reasonable risk over the long term by allocating its assets in a balanced portfolio of stock, alternative and bond funds. The objective of the fund is long-term capital appreciation of assets by investing in a diversified selection of stock, alternative and bond funds.

Fund Strategy: Its investment program consists of a diversified mix of equity, alternative and fixed income funds (the underlying funds represent most of the individual options available to participants) and assets are allocated among these funds based on its approved asset allocation policy. The overall target allocation for this fund is approximately 70% stocks (equities), 10% alternative investments and 20% fixed income. Regarding the underlying equity funds, the assets are allocated among several funds with varying investment styles and companies with various capitalization sizes. The Marshfield Clinic Board of Trustees meet on a regular basis to review and evaluate the fund managers that comprise the retirement plans program. Changes in the fund managers of the program, including those used for the General Fund, will be made from time to time upon approval by the Marshfield Clinic Board of Trustees. Underlying managers of the General Fund may use futures, options or other derivatives.

Unit price, yield and return will vary.

Marshfield Clinic has claimed exemption from registration under the Commodity Exchange Act, and this investment option offered under the Marshfield Clinic Retirement Plans is not subject to registration or regulation under the Act.

The current target allocation of the General Fund is as follows:
Domestic Equity -
  Growth (21%)
  Value (26%)
  Total U.S. stock allocation (47%)
  International equities (15.5%)
  Global Equities (7.5%)
  Alternative Investments (10%)
  Fixed Income (20%)
  Total (100%)

The current Managers and Manager target allocations are as follows:
  Gamco All Cap Value (4.5%)
  NT Core Stock Index (14.0%)
  Sasco Mid Cap Value (9.5%)
  Vanguard Small Cap Value Index (5.0%)
  Wells All Cap Growth (9.0%)
  Stephens Small Cap Growth (5.0%)
  Lazard International Value (3.75%)
  Artisan International Growth (3.75%)
  NT MSCI ACWI ex-US IMI (8.0%)
  Fiera Global Equity (7.5%)
  Pyramis Core Bond Plus (7.5%)
  Western Core Bond Plus (7.5%)
  Vanguard Total Bond Index Institutional Plus (5.0%)
  Ashmore Emerging Markets Debt (Local) (4.0%)
  JPMorgan Diversified Commercial Property (6.0%)
  Total (100%)

Fund Risk: 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. 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.

Fund short term trading fees: 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 stock. Alternative and bond markets.
Fidelity® U.S. Equity Index Commingled Pool Class 1
VRS Code: 00782

**Fund Objective:** The Pool seeks to provide investment results that correspond to the total return performance of common stock publicly traded in the United States.

**Fund Strategy:** Normally, at least 90% of the assets will be invested in common stocks included in the S&P 500 Index, which broadly represents the performance of common stocks publicly traded in the United States. The Pool may also invest in futures, index options, and exchange traded funds. Unit price and return will vary.

---

Vanguard Balanced Index Fund Institutional Shares
VRS Code: 45153

**Fund Objective:** The investment seeks to track the performance of a benchmark index that measures the investment return of the overall U.S. stock market.

**Fund Strategy:** The fund employs an indexing investment approach designed to track the performance of two benchmark indexes. With approximately 60% of its assets, the fund seeks to track the investment performance of the CRSP U.S. Total Market Index. With approximately 40% of its assets, the fund seeks to track the investment performance of the Barclays U.S. Aggregate Float Adjusted Index.

**Fund Risk:** 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. 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. Additional risk information for this product may be found in the prospectus or other product materials, if available.

**Fund short term trading fees:** None

**Who may want to invest:**
- Someone who is seeking 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.

---

Footnotes:
- The investment option is a custom strategy fund. This description is only intended to provide a brief overview of the fund.
- Marshfield Clinic provided the description for this fund.
- A prospectus is not available for this fund, if you have any questions about the expense ratio please contact Fidelity Investments.
- The Life Return and Inception Date for this fund are as of 05/28/1999. This date is when the prior recordkeeper, Northern Trust, began calculating returns.
- This investment option is not a mutual fund.
- The plan overhead portion of the investment options expense ratio is between .02 and .04.

---

For more information visit www.netbenefits.com/atwork or call 1-800-343-0860

---
Fund Risk: Value and growth stocks can perform differently from other types of stocks. Growth stocks can be more volatile. Value stocks can continue to be undervalued by the market for long periods of time. 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.

Fund short term trading fees: None

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

Footnotes:
- The investment option is a collective investment trust. The trustee is Fidelity Management Trust Company. It is managed by Fidelity Management Trust Company. This description is only intended to provide a brief overview of the fund.
- The U.S. Equity Index Commingled Pool is a FMTC bank collective fund sub-advised by Geode Capital Management. The Pool is not registered with the Securities and Exchange Commission and is not FDIC-insured. The Pool is available only to ERISA qualified plans and is not offered to the general public.
- 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.
- This investment option is not a mutual fund.

Gamco All Cap Value Fund

VRS Code: 10735

Fund Objective: The Gamco All Cap Value Fund seeks to provide long-term capital appreciation.

Fund Strategy: The Fund normally invests primarily in common stocks. The portfolio focuses on domestic, cash-generating companies with strong market positions, which appear under-priced relative to their “private market value.” Private market value is the value the Fund’s adviser believes informed investors would be willing to pay for a company. The Fund may make an investment when the Fund has identified a catalyst that might surface the underlying value in a 2-3 year period. This catalyst could be a turnaround in the company’s earnings, a new product offering, a sale of a division, a change in management or a regulatory change in the industry. The fund may invest in securities of domestic and foreign issuers. The GAMCO All Cap Value Fund does not use futures, options or other derivatives. Foreign securities are subject to interest-rate, currency-exchange-rate, economic, and political risks.

Marshfield Clinic has claimed an exemption from registration under the Commodity Exchange Act, and this investment option offered under the Marshfield Clinic Retirement Plans is not subject to registration or regulation under the Act. Unit price and return will vary.

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

Fund short term trading fees: None

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

Footnotes:
- The investment option is a managed separate account. It is managed by GAMCO Investors, Inc. This description is only intended to provide a brief overview of the fund.
- A prospectus is not available for this fund, if you have any questions about the expense ratio please contact Fidelity Investments.
- The Life Return and Inception Date for this fund are as of 05/28/1999. This date is when the prior record keeper, Northern Trust, began calculating returns.
- This investment option is not a mutual fund.
- The plan overhead portion of the investment options expense ratio is between .02 and .04.
**Northern Trust Core Stock Index Fund**  
**VRS Code:** 47139  
**Fund Objective:** The primary objective of this fund is to approximate the risk and return characteristics of the Russell 3000 Index while keeping transaction costs and other expenses low. This index is commonly used to represent the broad U.S. equity market.  
**Fund Strategy:** Invests in the 3,000 largest U.S. companies based on total market capitalization, which represents approximately 98% of the investable U.S. equity market. To achieve its objective, the Fund employs a replication technique, which generally seeks to hold each index constituent in its proportional index weight. The Fund may make limited use of futures and/or options for the purpose of maintaining equity exposure. This Fund may participate in securities lending. The fund may invest in securities of domestic or foreign issuers. The Northern Trust Core Stock Index Fund may use futures, options or other derivatives. Marshfield Clinic has claimed an exemption from registration under the Commodity Exchange Act, and this investment option offered under the Marshfield Clinic Retirement Plans is not subject to registration or regulation under the Act. Share price and return will vary.  
**Fund Risk:** Value and growth stocks can perform differently from other types of stocks. Growth stocks can be more volatile. Value stocks can continue to be undervalued by the market for long periods of time. 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.  
**Fund short term trading fees:** None  
**Who may want to invest:**  
- Someone who is seeking the potential for long-term share-price appreciation and, secondarily, dividend income.  
- Someone who is seeking both growth- and value-style investments and who is willing to accept the volatility associated with investing in the stock market.  
**Footnotes:**  
- The investment option is a unitized collective investment trust. This description is only intended to provide a brief overview of the fund.  
- The Northern Trust Core Stock Index Fund can serve as a core stock investment, or as a complement to actively or passively managed stock portfolios. For comparative purposes, this fund is benchmarked against the Russell 3000<sup>®</sup> Index. A prospectus is not available for this fund, if you have any questions about the expense ratio please contact Fidelity Investments.  
- The Russell 3000 Index measures the performance of the 3,000 largest U.S. companies based on total market capitalization, which represents approximately 98% of the investable U.S. equity market.  
- Managed by Northern Trust, which provided a description for this fund.  
- This investment option is not a mutual fund.  
- The plan overhead portion of the investment options expense ratio is between .02 and .04.

---

**Sasco Capital-Mid Cap Value Fund**  
**VRS Code:** 10731  
**Fund Objective:** The Sasco Mid-Cap Value Fund seeks to provide long-term capital appreciation.  
**Fund Strategy:** Sasco Capital’s “bottom-up,” research intensive investment process focuses on diversified, undervalued companies selling at large discounts to both their asset value and future (3-year) earnings power, where there is opportunity for smart, motivated management to restructure and transform the company and unleash higher earnings that may ultimately lead to higher stock prices. The investment approach is strictly “hands-on” stock picking based on extensive fundamental analysis and “one-on-one” meetings with senior management. The Sasco Mid Cap Value Fund does not use futures, options or other derivatives. Marshfield Clinic has claimed an exemption from registration under the Commodity Exchange Act, and this investment option offered under the Marshfield Clinic Retirement Plans is not subject to registration or regulation under the Act. Unit price and return will vary.  
**Fund Risk:** Value stocks can perform differently than other types of stocks and can continue to be undervalued by the market for long periods of time. 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.  
**Fund short term trading fees:** None  
**Who may want to invest:**  
- Someone who is seeking the potential for long-term share-price appreciation and, secondarily, dividend income.  
- Someone who is comfortable with value-style investments and the potentially greater volatility of investments in smaller companies.
Footnotes:
- The investment option is a managed separate account. It is managed by Sasco Capital Inc. This description is only intended to provide a brief overview of the fund.
- The Life Return and Inception Date for this fund are as of 05/28/1999. This date is when the prior record keeper, Northern Trust, began calculating returns.
- This investment option is not a mutual fund.
- The plan overhead portion of the investment options expense ratio is between .02 and .04

Stephens Small Cap Growth Separate Account
VRS Code: 33236

Fund Objective: The investment objective is to seek long-term capital appreciation, while seeking to minimize risk. The portfolio seeks to generate excess returns relative to the Russell 2000 Growth Index over a full market cycle (typically defined as 3-5 years).

Fund Strategy: The portfolio primarily consists of U.S. equity securities. The portfolio may invest a small percentage of its assets (typically 5% or less) in U.S. dollar-denominated equity securities of foreign issuers, including American Depositary Receipts (ADR) and similar investments. The strategy invests in equity securities of companies of market capitalizations of between $100M and $5B, and as such maintains consistent exposure to “small cap” equities. Dividends and capital gain distributions will be automatically reinvested in additional shares of the same strategy. Unit price and return will vary.

Fund 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.

Fund short term trading fees: None

Who may want to invest:
- Someone who is seeking the potential for long-term share-price appreciation.
- Someone who is willing to accept the generally greater price volatility associated both with growth-oriented stocks and with smaller companies.
- Someone who wants exposure small and medium sized growth companies in an actively managed US equity portfolio.
- Someone seeking excess returns relative to the Russell 2000 Growth Index over a full market cycle (typically defined as 3-5 years).
- Someone who is seeking capital appreciation and who can withstand the fluctuations of the broad U.S. stock market and accept the risks inherent in common stock investing.

Footnotes:
- The investment option is a managed separate account. It is managed by Stephens Funds. This description is only intended to provide a brief overview of the fund.
- The Russell 2000® Growth Index measures the performance of the small growth segment of the U.S. equity universe. It includes those Russell 2000 Index companies with higher price-to-book ratios and higher forecasted growth values.
- The Russell 2000 Growth Index is constructed to provide a comprehensive and unbiased barometer of the small to mid-cap growth market. The Index is completely reconstituted annually to ensure larger stocks do not distort the performance and characteristics of the true small to mid-cap opportunity set and that the represented companies continue to reflect growth characteristics.
- This investment option is not a mutual fund.
- The plan overhead portion of the investment options expense ratio is between .02 and .04.

Vanguard Small-Cap Value Index Fund Institutional Shares
VRS Code: 49993

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

Fund Strategy: The fund employs an indexing investment approach designed to track the performance of the CRSP US Small Cap Value Index, a broadly diversified index of value stocks of small U.S. companies. The advisor attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.
Fund Risk: The securities of smaller, less well-known companies can be more volatile than those of larger companies. Value stocks can perform differently than other types of stocks and can continue to be undervalued by the market for long periods of time. Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, economic or other developments. These risks may be magnified in foreign markets. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Fund short term trading fees: None

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

Footnotes:
- This description is only intended to provide a brief overview of the mutual fund. Read the fund's prospectus for more detailed information about the fund.
- The CRSP US Small Cap Value Index includes U.S. companies that fall between the bottom 2%-15% of the investable market capitalization. There is no lower limit in market capitalization, other than what is specified by investability screens. CRSP classifies value securities using the following factors: book to price, forward earnings to price, historic earnings to price, dividend-to-price ratio and sales-to-price ratio.
- The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 12/07/1999. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 05/21/1998, adjusted to reflect the fees and expenses of this share class (when this share class's fees and expenses are higher). Please refer to a fund's prospectus for information regarding fees and expenses. These adjusted historical returns are not actual returns. Calculation methodologies utilized by Morningstar may differ from those applied by other entities, including the fund itself.

WellsCap Fundamental All Cap Growth Equity
VRS Code: 32644

Fund Objective: The investment objective is to seek long-term capital appreciation.

Fund Strategy: Under normal circumstances, the strategy invests at least 80% of its total assets in equity securities and may invest up to 20% of its total assets in US dollar denominated equity securities of foreign issuers, including American Depositary Receipts’s (ADR’s) and similar investments. The strategy invests principally in domestic equity securities of companies of all market capitalizations, and as such generally maintains consistent exposure to “small cap”, “mid cap”, and “large cap” equities. The securities of smaller, less well-known companies can be more volatile than those of larger companies. Dividends and capital gain distributions will be automatically reinvested in additional shares of the same strategy. Unit price and return will vary.

Fund Risk: Value and growth stocks can perform differently from other types of stocks. Growth stocks can be more volatile. Value stocks can continue to be undervalued by the market for long periods of time. 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.

Fund short term trading fees: None

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

Footnotes:
- The investment option is a managed separate account. It is managed by Wells Capital Management. This description is only intended to provide a brief overview of the fund.
- Managed by Wells Capital Management, who provided the description for this fund.
- This investment option is not a mutual fund.
- The plan overhead portion of the investment options expense ratio is between .02 and .04.
Artisan International Fund
VRS Code: 12619

**Fund Objective:** The Artisan Int’l Growth Fund seeks long-term growth of capital.

**Fund Strategy:** The fund invests in a diversified equity portfolio of international growth companies, regardless of market capitalization, concentrating on industries or themes that the fund manager believes present accelerating growth prospects. Securities purchased are generally those believed to offer the most compelling potential earnings growth relative to their valuation. The portfolio emphasizes developed markets but may invest up to 20% of the assets in emerging markets, and is constructed without regard to index weightings. Investments in smaller companies may involve greater risks than those in larger, more well-known companies. Unit price and return will vary.

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

**Fund short term trading fees:** This fund has a Short-term Redemption Fee of 2.00% for shares held less than 90 days.

**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.

**Footnotes:**
- The investment option is a managed separate account. It is managed by Artisan. This description is only intended to provide a brief overview of the fund.
- This investment option is not a mutual fund.
- The plan overhead portion of the investment options expense ratio is between .02 and .04.

Fiera Capital Global Equity Fund
VRS Code: 24247

**Fund Objective:** The separately managed account (the “Account”) seeks growth at a reasonable price by investing in a long-only portfolio of global equities. The performance benchmark of the Account will initially be the MSCI All Country World Index (“MSCI ACWI”).

**Fund Strategy:** Fiera Capital Inc. (the “Investment Manager”) intends to pursue the investment objective by selecting its best and highest conviction ideas using a research-focused fundamental bottom up approach that seeks to identify what it believes to be best of breed companies with a sustainable competitive advantage and growth potential that are trading at attractive valuations.

The investment strategy of the Account relies on thorough fundamental research by the Investment Manager to seek to identify excellent quality companies that deliver superior growth potential and attractive valuations. The Account seeks to invest in dominant issuers that have a strong and sustainable competitive advantage with high barriers to entry. The Investment Manager strives to identify issuers that manage their capital judiciously and focus on return on invested capital and economic value added as key measures of success.
Fund Risk: An investment in the Account involves a high degree of risk, including the risk of a complete loss of capital, and may be suitable only for sophisticated investors. No assurance can be given that the Account’s investment objective will be achieved, and its investment results may vary substantially on a daily, monthly, quarterly or annual basis. Furthermore, no assurance can be given that the risk control mechanisms will be adequate to safeguard against significant losses. Any historical performance contained herein (or in any other written materials) is not predictive of future results of the Account. The following considerations, which summarize some, but not all of the risks of an investment in the Account, should be carefully evaluated before making an investment in the Account. An investment in the Account involves substantial risks, including but not limited to those described below. There can be no assurance that the Account’s investment objective will be achieved or that there will be any return of capital, and investment results may vary substantially on a monthly, quarterly or annual basis.

Investment and Trading Risks

Volatility
Concentration and Diversification Risk
No Guarantee of Return or Performance
Non-U.S. Investments
Eurozone Uncertainty
Investments in Emerging Markets

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in the Account. In addition, as the Account’s investment program develops and changes over time, an investment in the Account may be subject to additional and different risk factors.

Fund short term trading fees: This fund has a Short-term Redemption Fee of 2.00% for fee eligible shares held less than 90 days.

Who may want to invest:

- An investor seeking exposure to all cap sized quality growth companies in an actively managed ACWI equity portfolio.
- An investor seeking exposure to high conviction concentrated portfolio with diversified sources of alpha.
- An investor seeking excess risk/adjusted returns relative to the MSCI ACWI Index over a long time horizon (5-10 years).

Footnotes:

- Past performance is no guarantee of future results. Inherent in any investment is the potential for loss. No assurance can be given that the Account’s investment objective will be achieved, and its investment results may vary substantially on a daily, monthly, quarterly or annual basis. Furthermore, no assurance can be given that the risk control mechanisms will be adequate to safeguard against significant losses. Any historical performance contained herein (or in any other written materials) is not predictive of future results of the Account. Prospective investors should have the financial ability and willingness to accept the risks that are characteristic of an investment in the Account.

- This document is for informational purposes and should not be considered a solicitation to buy, or an offer to sell, a security. The information provided herein does not constitute investment advice and it should not be relied on as such; it does not take into account any investor’s particular investment objectives, strategies, tax status or investment horizon. This document is confidential and may not be copied or forwarded, in whole or in part (except to individuals within the recipient’s organization), without the prior written consent of Fiera Capital Inc.

- The MSCI ACWI Index is a free float-adjusted market capitalization index that is designed to measure the equity market performance of developed and emerging markets. The MSCI ACWI consists of 45 country indices comprising 24 developed and 21 emerging market country indices. It is not possible to invest directly in the index.

- This investment option is not a mutual fund.

- The plan overhead portion of the investment options expense ratio is between .02 and .04.

Lazard Freres Asset Management - Int’l Value Fund

VRS Code: 10732

Fund Objective: The Lazard International Value Fund seeks to protect capital in falling markets, participate in up markets, generate consistent returns, and outperform its benchmark and peers over a full market cycle.

Fund Strategy: The fund normally invests primarily in stocks of companies that are financially productive and inexpensively priced. The fund’s strategic allocations are made to Lazard’s International Small Cap Equity and Emerging Markets Equity U.S. 40 Act mutual funds to provide full market cap range and emerging markets exposure. Parameters are 15% (maximum) international small cap exposure and 30% (maximum) emerging markets exposure. The portfolio is benchmarked against the MSCI World Index (Morgan Stanley Capital International), excluding United States. Investments in smaller companies may involve greater risks than those in larger, more well-known companies. The Lazard International Value Fund may use futures, options or other derivatives. Marshfield Clinic has claimed an exemption from registration under the Commodity Exchange Act, and this investment option offered under the Marshfield Clinic Retirement Plans is not subject to registration or regulation under the Act. Unit price and return will vary.
Fund Risk: Foreign securities are subject to interest-rate, currency-exchange-rate, economic, and political risks, all of which may be magnified in emerging markets. Value and growth stocks can perform differently from other types of stocks. Growth stocks can be more volatile. Value stocks can continue to be undervalued by the market for long periods of time. Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, economic or other developments.

Fund short term trading fees: This fund has a Short-term Redemption Fee of 2.00% for shares held less than 90 days.

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.

Footnotes:
- The investment option is a managed separate account. It is managed by Lazard. This description is only intended to provide a brief overview of the fund.
- The MSCI World Index (Morgan Stanley Capital International, excluding U.S.) is an unmanaged index of over 1,000 foreign common stock prices. The index is a market capitalization weighted index of equity securities of companies domiciled in various countries. The Index is designed to represent the performance of developed stock markets throughout the world and excludes certain market segments unavailable to U.S. based investors.
- A prospectus is not available for this fund, if you have any questions about the expense ratio please contact Fidelity Investments.
- The Life Return and Inception Date for this fund are as of 05/28/1999. This date is when the prior record keeper, Northern Trust, began calculating returns.
- This investment option is not a mutual fund.
- The plan overhead portion of the investment options expense ratio is between .02 and .04.

NT MSCI ACWI EX IMI
VRS Code: 13529


Fund Strategy: The Fund holds a portfolio of stocks of non-U.S.-based companies from both developed and emerging countries, as characterized by the Index. 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. Unit price and return will vary. This Fund may participate in securities lending.

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

Fund short term trading fees: This fund has a Short-term Redemption Fee of 2.00% for shares held less than 90 days.

Who may want to invest:
- The Northern Trust Collective All Country World Index ex-US Investable Market Index Fund - Lending may be suitable for investors seeking exposure to non-U.S. equity developed and emerging markets.

Footnotes:
- The Northern Trust Collective All Country World Index ex-US Investable Market Index Fund - Lending is managed by Northern Trust Global Investments, which provided the description for this fund.
- The MSCI All Country World ex-US Investable Market Index (MSCI ACWI ex-US Investable Market Index) is a market capitalization-weighted index of stocks traded in global developed and emerging markets, excluding the United States. The Index is designed to measure equity market performance in global developed and emerging markets, excluding the United States and excludes certain market segments unavailable to U.S. based investors.
- This investment option is not a mutual fund.
- The plan overhead portion of the investment options expense ratio is between .02 and .04.
Transfer/Rollover/Exchange Form

Instructions

Reference the instructions below while completing the form. For additional assistance, please contact Fidelity Investments at 1-800-343-0860 or for the hearing impaired (TTY) 1-800-259-9743, Monday through Friday, 8 a.m. to midnight Eastern time (except for New York Stock Exchange holidays).

1. YOUR INFORMATION

Please provide your information in this section.

2. INVESTMENT PROVIDER YOU ARE MOVING MONEY FROM

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

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

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

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

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

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

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

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

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

Liquidation Amount: Specify the amount of money you want moved to your Fidelity account. If you choose “Full Liquidation/100%,” Fidelity will request your full balance. If you choose “Partial Liquidation,” Fidelity will request the dollar amount or percentage you specify. If you do not specify an amount, Fidelity will move/liquidate 100%. If you are moving 457(b) assets, please be aware that governmental 457(b) assets must be moved into a governmental 457(b) plan, and nongovernmental 457(b) assets must be moved into a nongovernmental 457(b) plan. Transfers from nongovernmental 457(b) plan are not provided for on this form. Talk with your plan sponsor or call Fidelity to discuss transfers from nongovernmental 457(b) plans. Rollovers from 403(b) plans, 401(a)/401(k) plans, and IRAs to governmental 457(b) plans must be recordkept in separate rollover sources to limit the distributions that may be subject to a 10% early distribution penalty.

4. YOUR FIDELITY ACCOUNT INFORMATION

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

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

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

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

Would you like the assets invested in your current investment selection? If “Yes” is selected, your assets will be allocated to your current investment selection on file with Fidelity. If you do not select “Yes,” please list the fund names, fund codes (if known) and percentages. Please ensure that the percentages equal 100%. Please list additional funds on a separate page and attach it to this form.

Fund Name: List the Fund Name(s) you want your assets credited to.
Fund Code: Provide the four-digit Fund Code(s) (if known).
Percentage: Please ensure that the percentages listed equal 100%.

Note: If the funds selected are unclear, unavailable, or less than 100%, the percentages allocated to those funds and/or any unallocated percentage will be defaulted to the investment option specified in the agreement currently in place with Fidelity for the Plan. If the percentages listed exceed 100%, the entire amount will be defaulted, as described above.

6. EMPLOYER PLAN ACCEPTANCE

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

7. DUPLICATE DISPOSITION LETTER REQUEST

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

8. YOUR SIGNATURE

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

---

Transfer/Rollover/Exchange Form Checklist:

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

Please remember to:

- Include your most recent account statement from the Previous Investment Provider
- Indicate the amount or percentage of money you are moving to Fidelity
- Obtain the Employer Authorized Signature (contact your Human Resources office or Fidelity to verify if this is required)
- Sign in Section 8 of the form
- Return this form in the enclosed postage-paid envelope OR

Return to:

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

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

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

Please contact your previous investment provider to see if additional paperwork is required.
Transfer/Rollover/Exchange Form

Instructions: Use this form to move assets to your Fidelity employer-sponsored retirement account from a previous investment provider. You may also use this form to consolidate multiple employer-sponsored retirement accounts currently at Fidelity. If you do not have a retirement account with Fidelity, you must also complete an Account Application/Enrollment Form or when available enroll online at www.mysavingsatwork.com. If your current employer does not offer a retirement plan record kept by Fidelity, your employer needs to establish a retirement plan prior to your vendor or contract exchange, or rollover to a Fidelity account. An incomplete form may delay the processing of your request. Use a separate form for each investment provider.

Unless otherwise instructed by your employer, please return this vendor or contract exchange/rollover form in the postage-paid envelope provided OR

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

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

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

1. YOUR INFORMATION

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

Social Security #: __________________________ Date of Birth: _________

First Name: ____________________________

Last Name: ____________________________

Mailing Address: ____________________________

City: ____________________________ State: _________

Zip: ____________________________

Daytime Phone: ____________________________ Evening Phone: ____________________________

E-mail: ____________________________

2. INVESTMENT PROVIDER YOU ARE MOVING MONEY FROM

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

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

Provider Street Address: ____________________________

City: ____________________________ State: _________

Zip: ____________________________

Provider Phone: ____________________________ Ext: ____________________________

Please contact your previous investment provider to see if additional paperwork is required. Use a separate form for each investment provider.
Please provide information about the account(s)/contract(s) you wish to move to Fidelity. If no account or contract numbers are provided, we will use your Social Security or U.S. Tax ID number to request the assets to be moved. Please make additional copies of this page and the next page if you have more than two accounts/contracts to move.

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

1. Account/Contract #: 

   and Type:  
   (select one)  
   □ 403(b) □ Include Roth 403(b) balance  
   □ 401(a)/(k) □ Include Roth 401(k) balance  
   □ 457(b) governmental  
   □ IRA

2. Please check the box that most accurately reflects the transaction that you are requesting. Note that your selection will dictate how we process this transaction. Please read Section 4 of the instructions for more details.

   □ The Same Employer as my Employer Plan with Fidelity.
   □ A Previous Employer. For 403(b) and 401(a)/(k) plans.
      Previous Employer Name: ________________________________
   □ A Rollover IRA.
   □ A Traditional IRA or SEP IRA.

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

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

3B. SECOND ACCOUNT (if applicable).

1. Account/Contract #: 

   and Type:  
   (select one)  
   □ 403(b) □ Include Roth 403(b) balance  
   □ 401(a)/(k) □ Include Roth 401(k) balance  
   □ 457(b) governmental  
   □ IRA

2. Please check the box that most accurately reflects the transaction that you are requesting. Note that your selection will dictate how we process this transaction. Please read Section 4 of the instructions for more details.

   □ The Same Employer as my Employer Plan with Fidelity.
   □ A Previous Employer. For 403(b) and 401(a)/(k) plans.
      Previous Employer Name: ________________________________
   □ A Rollover IRA.
   □ A Traditional IRA or SEP IRA.

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

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

If you do not have a retirement account through Fidelity for the employer listed below, or you do not know the plan number or type, please contact Fidelity at 1-800-343-0860.

Employer sponsoring your Fidelity retirement account:
(This name appears on your Fidelity statement, or in your enrollment paperwork.)

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

4A. Fidelity Account Information for 3A.

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

Plan Number (if known)   ___________________________

4B. Fidelity Account Information for 3B.

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

Plan Number (if known)   ___________________________

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

5. INVESTMENT INSTRUCTIONS

Would you like the assets invested in your current investment selection?  Yes  No

If no, specify below:

Fund Name(s):   ___________________________  Fund Code:   ___________________________  Percentage:   ____________%

OR   ___________________________  ___________________________  ____________%

OR   ___________________________  ___________________________  ____________%

OR   ___________________________  ___________________________  ____________%

OR   ___________________________  ___________________________  ____________%

Total = 100%

If no investment options are selected, if your investment instructions are incomplete, or if the percentages listed exceed 100%, your entire contribution will be defaulted to the investment option specified in the agreement currently in place with Fidelity for the Plan.

If you select an invalid fund, the investment percentage for that fund will be defaulted, as described above.

6. EMPLOYER PLAN ACCEPTANCE

An authorized signature from the employer that sponsors your Fidelity retirement account may be required. To verify if this section needs to be signed, contact your Human Resources office or Fidelity at 1-800-343-0860.

Employer Authorized Signature:  X  Date:  ____________-

Employer Authorized Printed Name:  X
I hereby request and authorize Fidelity to send a duplicate disposition letter for this application to the individual listed below.

First Name: 

Last Name: 

Mailing Address: 

City: 

State: 

Zip: 

Daytime Phone: 

Evening Phone: 

E-mail: 

By signing this form:
- I hereby direct the investment provider identified on this form in Section 2 to liquidate the designated amount of the account(s) listed on this form, and to release the proceeds to my account under my employer's plan, except to the extent my current employer or any of my former employers prohibit such release. In the event of such prohibition, I hereby direct said investment provider to retain the portion of my account(s) that cannot be released in a separate account or contract and to release the remainder.
- I hereby agree to the terms and conditions stated in this Form, including the instruction, and certify that I am requesting a vendor or contract exchange, in-plan transfer, or rollover, of my retirement plan assets in accordance with applicable IRS and plan rules.
- I certify under the penalties of perjury that my Social Security or U.S. Tax Identification number on this form is correct.
- I certify that the information provided on this form is true, accurate, and complete to the best of my knowledge.
- I acknowledge that I have read the prospectus(es) for any mutual fund in which I invest and agree to the terms.
- I hereby agree that if my assets will be sent to Fidelity in installments, the first installment may be invested according to my instructions on this form. All subsequent installment payments as well as any residual balances not received within 30 days will be invested according to the investment elections currently in place with Fidelity for the Plan at the time my assets are received by Fidelity.
- I direct and authorize Fidelity to send a duplicate disposition letter for this request to the individual listed in section 7 if applicable.

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

Your Signature: 

Date: 

Fidelity Investments Institutional Operations Company, Inc.