

Participant Disclosure Notice

University of Southern
California Hospital 401(k)
Retirement Plan

IMPORTANT PLAN AND INVESTMENT-
RELATED INFORMATION, INCLUDING THE
PLAN'S INVESTMENT OPTIONS,
PERFORMANCE HISTORY, FEES
AND EXPENSES

What's Inside

This Participant Disclosure Notice is being provided to you as required by federal law* because you are eligible to participate or have a balance in the University of Southern California Hospital 401(k) Retirement Plan (the "Plan") and have the right to direct investments.

The Plan Administrator has directed Fidelity Investments® ("Fidelity"), a Plan service provider, to collect, consolidate, and provide you with the information in this Notice.

Inside, you will find the following:

- Information about managing your Plan account
- Certain Plan information including an explanation of the right to direct investments, any Plan restrictions, and a description of the types of fees and expenses associated with a Plan account
- Various details about the Plan's investment options, which may include historical rates of return, benchmark information, expense ratios, and other fees and restrictions that may be imposed

Please review these materials carefully. Although no action is required at this time, please keep this information in mind when managing or monitoring any account you may have in the Plan. For more information about participating in the Plan, or if you already have an account with Fidelity in the University of Southern California Hospital 401(k) Retirement Plan and would like to make any changes, log on to www.plan.fidelity.com/usc.401k.

Note: If this is your first time logging on to www.plan.fidelity.com/usc.401k, you will need to register and set up a username and password to access your account. If you already have a username and password for a Fidelity site (including NetBenefits® from a previous employer), you do not need to register again.

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*Section 404(a) of the Employee Retirement Income Security Act of 1974, as amended (ERISA), and Department of Labor (DOL) Regulation Section 2550.404a-5.

SECTION 1:

Helping You Manage Your Plan Account

This Participant Disclosure Notice (the "Notice") includes important plan and investment-related information. Additional tools and other resources are available through your Plan's website. Your workplace savings plan is an important benefit, and you'll want to monitor your account periodically to help keep your savings plan on track.

Accessing Your Plan Account Statement

If you have a Plan account, one way to monitor your retirement savings is to periodically review your account statement. Your statement will also display any plan administrative or individual fees described in this Notice that have been deducted from your Plan account. Remember, on www.plan.fidelity.com/usc.401k, you may do the following:

- Access your online Fidelity statement, which is continuously available, by logging on to the website, selecting your Plan name, and clicking *Online Statement* in the View menu on your Plan's summary page.
- Print your Fidelity statement. Keep in mind you may obtain a paper version (free of charge) by calling your Plan's toll-free number.
- Change the way Fidelity statements are delivered to you by logging on to your account and visiting *Mail Preferences*.

For additional assistance, log on to www.plan.fidelity.com/usc.401k or call **800-343-0860**.

Your Communication Preferences

Prefer E-mail? If you are receiving this Notice in print and would like to receive it electronically, help us to serve you better by providing Fidelity with your e-mail address. Simply visit www.plan.fidelity.com/usc.401k and go to the *Your Profile* section. From there, select the Email Settings link to provide your email address and the Mail Preferences link to provide consent for Required Disclosures.

Visit www.plan.fidelity.com/usc.401k for information and resources to help you make informed investment decisions, including more detailed information on the Plan's investment options.

SECTION 2:

Certain Plan Information for You to Review

This Participant Disclosure Notice provides certain information about your Plan. Your rights under the Plan are subject to the terms of the Plan. Please refer to your Plan's Summary Plan Description.

Right to Direct Investments

You have the right to direct your account balance and any future contributions among the Plan's investment options, subject to any restrictions summarized below. To access your Plan account with Fidelity, make any changes to your investment options, direct any future contributions, or seek additional information, log on to www.plan.fidelity.com/usc.401k or call **800-343-0860**.

Investment Options

The Plan offers a choice of investment options that allow you to create a diversified portfolio to help you meet your individual needs. The Plan's investment options, along with certain information about each of them, are listed in Section 3 of this Notice.

Fidelity BrokerageLink®

The Plan also provides access to Fidelity BrokerageLink®, which allows you to choose from investments beyond those options offered by the Plan. The Plan's fiduciaries do not monitor the investments available in BrokerageLink. This feature is intended for those who are comfortable actively managing a portfolio of expanded investment choices.

To utilize this feature, you must first open a separate brokerage account within the Plan. To open an account or if you have any questions about Fidelity BrokerageLink, please log on to www.plan.fidelity.com/usc.401k or call **800-343-0860**. Once you have opened an account, you may access, monitor, or change investments in your BrokerageLink account by contacting Fidelity.

Any Plan-imposed restrictions related to BrokerageLink will be specified in the Restrictions section of this Notice; any fees associated with opening or maintaining a brokerage account within the Plan are reflected in the Individual Fees section of this Notice. When you access your BrokerageLink account, there is additional information regarding available investment choices, which you should read before making any investment decisions. If purchasing a mutual fund through BrokerageLink, mutual fund minimums generally still apply. Prior to initiating a trade in your BrokerageLink account, you should review any fees associated with your transaction; please refer to the Appendix at the end of this Notice for brokerage fees.

Investment Managers

Strategic Advisers, Inc., a registered investment advisor and Fidelity Investments company, has been appointed to provide discretionary management through Fidelity Portfolio Advisory Service at Work.

Utilizing the investment manager(s) or service(s) identified in this Notice may restrict your ability to direct the investment of all or a portion of your Plan account balance. To enroll, un-enroll, or request additional information, please contact Fidelity.

Restrictions

There may be certain restrictions on how investment directions may be made in the Plan, summarized as follows:

- Exchanges into BrokerageLink require a \$1,000 minimum.
- The initial exchange into BrokerageLink requires a \$2,500 minimum.

Any frequent trading restrictions imposed by the Plan and/or by the Plan's investment options are listed in Section 3 of this Notice. Keep in mind that restrictions are subject to change.

Exercising Voting, Tender, and Similar Rights

You have the right to exercise voting, tender, and similar rights related to the following investments you may have in your Plan account. You will receive information regarding such rights and how to exercise them at the time of a vote, tender, or other event.

- Mutual Funds

Fees and Expenses

If you have an account in the Plan, it may be subject to the following types of fees and expenses:

- Asset-based fees
- Plan administrative fees and expenses
- Individual fees and expenses

Asset-Based Fees

Asset-based fees reflect an investment option's total annual operating expenses and include management and other fees. They are often the largest component of retirement plan costs and are paid by all shareholders of the investment option. Typically, asset-based fees are reflected as a percentage of assets invested in the option and often are referred to as an "expense ratio." You may multiply the expense ratio by your balance in the investment option to estimate the annual expenses associated with your holdings. Refer to Section 3 of this Notice for information about the Plan's investment options, including their expense ratios (where applicable).

Asset-based fees are deducted from an investment option's assets, thereby reducing its investment return. Fee levels can vary widely among investment options, depending in part on the type of investment option, its management (including whether it is active or passive), and the risks and complexities of the option's strategy. In some instances, a plan's administrative services may be paid for through offsets and/or payments associated with a plan's investment options. There is not necessarily a correlation between fees and investment performance, and fees are just one component to consider when determining which investment options are right for you.

Plan Administrative Fees and Expenses

Plan administrative fees may include legal, accounting, trustee, recordkeeping, and other administrative fees and expenses associated with maintaining the plan. Some plans may deduct these fees and expenses from individual accounts in the plan.

Based on the information and direction Fidelity had on file at the time this Notice was prepared, no plan administrative fees will be deducted from accounts in the Plan.

However, the Plan's administrative services may be paid for through offsets and/or payments associated with one or more of the Plan's investment options. Please keep in mind that fees are subject to change.

If any Plan administrative fees are deducted directly from your account, they will be reflected on your Plan account statement.

Individual Fees and Expenses

Individual fees and expenses include those associated with a service or transaction you may select, or an investment option you hold in your account. In some instances, they may be deducted from the accounts of those individuals who utilize the service or engage in the transaction.

If you have an account in the Plan, and you select or execute the following service(s) or transaction(s), the fee(s) outlined below may be deducted from your account based on the information and direction Fidelity had on file at the time this Notice was prepared. As you review this information, please keep in mind that fees are subject to change and that certain individual fees may not be deducted in some circumstances.

Type of Individual Fee	Amount
Loan Setup Fee	\$35.00 per loan
Portfolio Advisory Service At Work	If you utilize this service, the advisory fee is estimated not to exceed 0.65% per year of your average daily managed account balance and is deducted quarterly.
In-Service Withdrawal Fee	\$25.00 per transaction
Minimum Required Distribution Fee	\$25.00 per distribution year
Return of Excess Contribution Fee	\$25.00 per transaction
Loan Maintenance Fee	\$15.00 per year per loan deducted quarterly
Overnight Mailing Fee	\$25.00 per transaction

Also, please note that you may incur short-term redemption fees, commissions, and similar expenses in connection with transactions associated with your Plan's investment options. Please see Section 3 for details regarding the specific fees that may apply to the investment options available under the Plan.

If any individual fees are deducted directly from your account, they will be reflected on your Plan account statement.

SECTION 3:

Evaluating the Plan’s Investment Options

This section provides information about the investment options in the Plan and reflects data recordkept as of May 14, 2013, except for performance data, which is as of December 31 of the prior year. Additional information about the Plan’s investment options, including a glossary of investment terms to help you better understand the Plan’s investment options, is available online at

<https://netbenefits.fidelity.com/NBLogin/?option=dcPlandetails>. To request additional investment-related information, or a paper copy of certain information available online, free of charge, contact a Fidelity representative at Fidelity Investments, PO Box # 770003, Cincinnati, OH 45277-0065 or call 800-343-0860.

As you review this information, you may want to think about whether an investment in a particular option, along with your other investments, will help you achieve your financial goals. Keep in mind that the cumulative effect of fees and expenses can substantially reduce the growth of your retirement savings, but is only one of many factors to consider when you decide to invest in an option. Visit the Department of Labor’s website at http://www.dol.gov/ebsa/publications/401k_employee.html for an example of the long-term effect of fees and expenses.

Variable Return Investments

The chart below lists the Plan’s investment options that do not have a fixed or stated rate of return, and underneath each investment option is an applicable benchmark(s) for that option. A benchmark is a standard against which the performance of a security, mutual fund or investment manager can be measured. This Notice requires that a broad-based market index be listed on the chart for each investment option. Additional benchmarks for an investment option may be available online at

<https://netbenefits.fidelity.com/NBLogin/?option=dcPlandetails> along with benchmark index definitions. Please note that the benchmark used by the Plan sponsor to measure and monitor performance may be different from the benchmark displayed in the chart. Keep in mind that you cannot invest in a benchmark index.

Understanding investment performance: As you review the following information, please remember that the performance data stated represents past performance, which does not guarantee future results. Investment return and principal value of an investment will fluctuate; therefore, you may have a gain or loss when you sell your shares. Current performance may be higher or lower than the performance stated and is available at www.plan.fidelity.com/usc.401k.

Investment Name <i>Benchmark(s)</i>	Average Annual Total Return as of 12/31/2012			
	1 Year	5 Year	10 Year (if less, since Inception*)	Inception Date
Asset Class: Stocks				
AllianzGI NFJ Small-Cap Value Fund Administrative Class <i>Russell 2000 Value</i>	10.54% 18.05%	5.26% 3.55%	11.13% 9.50%	11/01/1995
American Funds The Growth Fund of America R4 <i>S&P 500</i>	20.56% 16.00%	1.09% 1.66%	8.23% 7.10%	05/28/2002
Baron Growth Fund Retail Shares <i>Russell 2000 Growth</i>	16.43% 14.59%	3.60% 3.49%	9.99% 9.80%	12/30/1994

Fees and Expenses		Shareholder Fees	Excessive Trading Restrictions	Other Restrictions
Annual Gross Expense Ratio				
As a %	Per \$1,000			
1.120%	\$11.20	N/A	Yes [§]	N/A
0.690%	\$6.90	N/A	Yes [§]	N/A
1.320%	\$13.20	N/A	Yes [§]	N/A

Investment Name <i>Benchmark(s)</i>	Average Annual Total Return as of 12/31/2012			
	1 Year	5 Year	10 Year (if less, since Inception*)	Inception Date
Asset Class: Stocks (cont'd)				
Davis New York Venture Fund Class A	12.73%	-0.96%	6.61%	02/17/1969
<i>S&P 500</i>	16.00%	1.66%	7.10%	
Fidelity® Diversified International Fund - Class K	19.61%	-3.83%	8.85%	12/27/1991
<i>MSCI EAFE (Net MA)</i>	17.48%	-3.54%	8.39%	
Fidelity® Dividend Growth Fund - Class K	18.88%	2.72%	6.00%	04/27/1993
<i>S&P 500</i>	16.00%	1.66%	7.10%	
Fidelity® Growth Company Fund - Class K	18.69%	3.87%	11.07%	01/17/1983
<i>Russell 3000 Growth</i>	15.21%	3.15%	7.69%	
Fidelity® Mid-Cap Stock Fund - Class K	15.12%	2.59%	9.06%	03/29/1994
<i>S&P MidCap 400</i>	17.88%	5.15%	10.53%	
Fidelity® Nasdaq® Composite Index Fund	17.33%	3.54%	6.31%*	09/25/2003
<i>NASDAQ Composite</i>	17.45%	3.68%	6.54%*	
Fidelity® Real Estate Investment Portfolio	18.02%	6.39%	11.37%	11/17/1986
<i>S&P 500</i>	16.00%	1.66%	7.10%	
Legg Mason Capital Management Value Trust Class FI	15.96%	-5.07%	2.91%	03/23/2001
<i>S&P 500</i>	16.00%	1.66%	7.10%	
LKCM Small Capital Equity Fund Advisor Class	9.45%	3.97%	9.25%*	06/05/2003
<i>Russell 2000</i>	16.35%	3.56%	8.09%*	
Perkins Mid Cap Value Fund Class T	10.32%	3.18%	10.17%	08/12/1998
<i>Russell Midcap Value</i>	18.51%	3.79%	10.63%	

Fees and Expenses			Excessive Trading Restrictions	Other Restrictions
Annual Gross Expense Ratio		Shareholder Fees		
As a %	Per \$1,000			
0.900%	\$9.00	N/A	Yes [§]	N/A
0.840%	\$8.40	Short term trading fees of 1% for shares held less than 30 days	Yes [§]	N/A
0.770%	\$7.70	N/A	Yes [§]	N/A
0.770%	\$7.70	N/A	Yes [§]	N/A
0.690%	\$6.90	Short term trading fees of 0.75% for shares held less than 30 days	Yes [§]	N/A
0.580%	\$5.80	Short term trading fees of 0.75% for shares held less than 90 days	Yes [§]	N/A
0.840%	\$8.40	Short term trading fees of 0.75% for shares held less than 90 days	Yes [§]	N/A
1.070%	\$10.70	N/A	Yes [§]	N/A
1.200%	\$12.00	N/A	Yes [§]	N/A
0.840%	\$8.40	N/A	Yes [§]	N/A

Investment Name <i>Benchmark(s)</i>	Average Annual Total Return as of 12/31/2012			
	1 Year	5 Year	10 Year (if less, since Inception*)	Inception Date
Asset Class: Stocks (cont'd)				
Spartan® 500 Index Fund - Institutional Class <i>S&P 500</i>	15.96% 16.00%	1.65% 1.66%	7.05% 7.10%	02/17/1988
Spartan® Extended Market Index Fund - Fidelity Advantage Class <i>DJ US Completion TSM</i>	18.05% 17.89%	4.22% 4.10%	10.72% 10.75%	11/05/1997
Spartan® International Index Fund - Institutional Class <i>MSCI EAFE (Net MA)</i>	18.84% 17.48%	-3.26% -3.54%	8.36% 8.39%	11/05/1997
Spartan® Total Market Index Fund - Institutional Class <i>DJ US Total Stk Mkt</i>	16.34% 16.38%	2.18% 2.21%	7.86% 7.95%	11/05/1997
TCW Value Opportunities Fund Class N <i>Russell Midcap Value</i>	20.82% 18.51%	2.41% 3.79%	8.04% 10.63%	11/01/2000
Templeton Foreign Fund Class A <i>MSCI EAFE (G)</i>	18.55% 17.90%	-1.95% -3.21%	8.08% 8.70%	10/05/1982
Templeton Growth Fund, Inc. Class A <i>MSCI World (G)</i>	21.54% 16.54%	-1.98% -0.60%	6.59% 8.08%	11/29/1954
Vanguard Growth Index Fund Signal Shares <i>CRSP US Lg Cap Gr Idx</i>	17.01% --	3.31% --	3.41%* --	06/04/2007
Vanguard Mid-Cap Index Fund Signal Shares <i>CRSP US Mid Cap Index</i>	16.02% 16.69%	3.15% --	3.00%* --	03/30/2007
Vanguard REIT Index Fund Signal Shares <i>MSCI US REIT (G)</i>	17.67% 17.77%	6.07% 5.58%	1.43%* 0.91%*	06/04/2007

Fees and Expenses			Excessive Trading Restrictions	Other Restrictions
Annual Gross Expense Ratio		Shareholder Fees		
As a %	Per \$1,000			
0.050%	\$0.50	N/A	Yes [§]	N/A
0.070%	\$0.70	Short term trading fees of 0.75% for shares held less than 90 days	Yes [§]	N/A
0.095%	\$0.95	Short term trading fees of 1% for shares held less than 90 days	Yes [§]	N/A
0.070%	\$0.70	Short term trading fees of 0.5% for shares held less than 90 days	Yes [§]	N/A
1.400%	\$14.00	N/A	Yes [§]	N/A
1.210%	\$12.10	N/A	Yes [§]	N/A
1.110%	\$11.10	N/A	Yes [§]	N/A
0.100%	\$1.00	N/A	Yes [§]	N/A
0.100%	\$1.00	N/A	Yes [§]	N/A
0.100%	\$1.00	N/A	Yes [§]	N/A

Investment Name <i>Benchmark(s)</i>	Average Annual Total Return as of 12/31/2012			
	1 Year	5 Year	10 Year (if less, since Inception*)	Inception Date
Asset Class: Stocks (cont'd)				
Vanguard Small Cap Index Fund Signal Shares	18.25%	5.12%	4.29%*	12/15/2006
<i>CRSP US Sm Cap Index</i>	18.59%	--	--	
Vanguard Small Capitalization Value Index Fund Investor Shares	18.56%	4.66%	9.61%	05/21/1998
<i>CRSP US Sm Cap Val Idx</i>	--	--	--	
Vanguard Small-Cap Growth Index Fund Admiral Shares	17.66%	N/A	20.88%*	09/27/2011
<i>CRSP US Sm Cap Gr Idx</i>	--	N/A	--	
Vanguard Value Index Fund Signal Shares	15.18%	0.45%	-1.20%*	06/04/2007
<i>CRSP US Lg Cap Val Idx</i>	--	--	--	
Victory Diversified Stock Fund Class A	16.44%	-0.33%	7.29%	10/20/1989
<i>S&P 500</i>	16.00%	1.66%	7.10%	
Asset Class: Blended Investments				
Fidelity Freedom K® 2000 Fund	6.44%	N/A	7.70%*	07/02/2009
<i>Barclays U.S. Agg Bond</i>	4.21%	N/A	6.36%*	
<i>FID FF 2000 Comp Idx</i>	5.05%	N/A	6.17%*	
Fidelity Freedom K® 2005 Fund	8.77%	N/A	10.11%*	07/02/2009
<i>Barclays U.S. Agg Bond</i>	4.21%	N/A	6.36%*	
<i>FID FF 2005 Comp Idx</i>	7.78%	N/A	9.29%*	
Fidelity Freedom K® 2010 Fund	10.53%	N/A	11.04%*	07/02/2009
<i>Barclays U.S. Agg Bond</i>	4.21%	N/A	6.36%*	
<i>FID FF 2010 Comp Idx</i>	9.86%	N/A	10.55%*	
Fidelity Freedom K® 2015 Fund	10.81%	N/A	11.32%*	07/02/2009
<i>S&P 500</i>	16.00%	N/A	16.62%*	
<i>FID FF 2015 Comp Idx</i>	10.14%	N/A	10.86%*	

Fees and Expenses		Shareholder Fees	Excessive Trading Restrictions	Other Restrictions
Annual Gross Expense Ratio				
As a %	Per \$1,000			
0.100%	\$1.00	N/A	Yes [§]	N/A
0.240%	\$2.40	N/A	Yes [§]	N/A
0.100%	\$1.00	N/A	Yes [§]	N/A
0.100%	\$1.00	N/A	Yes [§]	N/A
1.090%	\$10.90	N/A	Yes [§]	N/A
0.390%	\$3.90	N/A	Yes [§]	N/A
0.460%	\$4.60	N/A	Yes [§]	N/A
0.500%	\$5.00	N/A	Yes [§]	N/A
0.510%	\$5.10	N/A	Yes [§]	N/A

Investment Name Benchmark(s)	Average Annual Total Return as of 12/31/2012			
	1 Year	5 Year	10 Year (if less, since Inception*)	Inception Date
Asset Class: Blended Investments (cont'd)				
Fidelity Freedom K® 2020 Fund	11.86%	N/A	12.40%*	07/02/2009
<i>S&P 500</i>	16.00%	N/A	16.62%*	
<i>FID FF 2020 Comp Idx</i>	11.14%	N/A	12.19%*	
Fidelity Freedom K® 2025 Fund	13.26%	N/A	12.95%*	07/02/2009
<i>S&P 500</i>	16.00%	N/A	16.62%*	
<i>FID FF 2025 Comp Idx</i>	12.79%	N/A	13.09%*	
Fidelity Freedom K® 2030 Fund	13.65%	N/A	13.32%*	07/02/2009
<i>S&P 500</i>	16.00%	N/A	16.62%*	
<i>FID FF 2030 Comp Idx</i>	13.21%	N/A	13.66%*	
Fidelity Freedom K® 2035 Fund	14.60%	N/A	13.46%*	07/02/2009
<i>S&P 500</i>	16.00%	N/A	16.62%*	
<i>FID FF 2035 Comp Idx</i>	14.52%	N/A	14.14%*	
Fidelity Freedom K® 2040 Fund	14.61%	N/A	13.61%*	07/02/2009
<i>S&P 500</i>	16.00%	N/A	16.62%*	
<i>FID FF 2040 Comp Idx</i>	14.63%	N/A	14.33%*	
Fidelity Freedom K® 2045 Fund	14.97%	N/A	13.73%*	07/02/2009
<i>S&P 500</i>	16.00%	N/A	16.62%*	
<i>FID FF 2045 Comp Idx</i>	14.89%	N/A	14.43%*	
Fidelity Freedom K® 2050 Fund	15.23%	N/A	13.79%*	07/02/2009
<i>S&P 500</i>	16.00%	N/A	16.62%*	
<i>FID FF 2050 Comp Idx</i>	15.17%	N/A	14.71%*	
Fidelity Freedom K® 2055 Fund	15.39%	N/A	2.38%*	06/01/2011
<i>S&P 500</i>	16.00%	N/A	7.65%*	
<i>FID FF 2055 Comp Idx</i>	15.49%	N/A	4.84%*	
Fidelity Freedom K® Income Fund	6.36%	N/A	7.50%*	07/02/2009
<i>Barclays U.S. Agg Bond</i>	4.21%	N/A	6.36%*	
<i>FID FF Income Comp Idx</i>	5.05%	N/A	5.99%*	

Fees and Expenses		Shareholder Fees	Excessive Trading Restrictions	Other Restrictions
Annual Gross Expense Ratio				
As a %	Per \$1,000			
0.540%	\$5.40	N/A	Yes [§]	N/A
0.580%	\$5.80	N/A	Yes [§]	N/A
0.590%	\$5.90	N/A	Yes [§]	N/A
0.620%	\$6.20	N/A	Yes [§]	N/A
0.620%	\$6.20	N/A	Yes [§]	N/A
0.630%	\$6.30	N/A	Yes [§]	N/A
0.640%	\$6.40	N/A	Yes [§]	N/A
0.640%	\$6.40	N/A	Yes [§]	N/A
0.390%	\$3.90	N/A	Yes [§]	N/A

Investment Name <i>Benchmark(s)</i>	Average Annual Total Return as of 12/31/2012			
	1 Year	5 Year	10 Year (if less, since Inception*)	Inception Date
Asset Class: Blended Investments (cont'd)				
Fidelity® Balanced Fund - Class K <i>S&P 500</i>	13.04% 16.00%	2.95% 1.66%	8.28% 7.10%	11/06/1986
Fidelity® Puritan® Fund - Class K <i>S&P 500</i>	13.94% 16.00%	3.36% 1.66%	7.23% 7.10%	04/16/1947
Vanguard Balanced Index Fund Signal Shares <i>Balanced Composite</i>	11.49% 11.49%	4.27% --	5.35%* --	09/01/2006
Asset Class: Bonds				
Fidelity® High Income Fund <i>BofA ML US HY/HY Const BI</i>	14.89% 15.55%	9.32% 10.14%	9.86% 10.38%	08/29/1990
Spartan® Intermediate Treasury Bond Index Fund - Fidelity Advantage Class <i>Barclays 5-10 TSY</i>	3.42% 3.63%	7.05% 7.23%	6.90%* 7.06%*	12/20/2005
Spartan® Long-Term Treasury Bond Index Fund - Fidelity Advantage Class <i>Barclays 10-30 TSY</i>	3.32% 3.56%	9.53% 9.71%	8.55%* 8.72%*	12/20/2005
Spartan® Short-Term Treasury Bond Index Fund - Fidelity Advantage Class <i>Barclays 1-5 TSY</i>	0.79% 0.89%	3.23% 3.36%	3.98%* 4.10%*	12/20/2005
Vanguard Total Bond Market Index Fund Signal Shares <i>Barclays Agg Float Adj</i>	4.15% 4.32%	5.91% --	6.12%* --	09/01/2006
Western Asset Core Bond Fund Class FI <i>Barclays U.S. Agg Bond</i>	6.82% 4.21%	7.05% 5.95%	5.68% 5.18%	07/22/1999

Fees and Expenses			Excessive Trading Restrictions	Other Restrictions
Annual Gross Expense Ratio		Shareholder Fees		
As a %	Per \$1,000			
0.480%	\$4.80	N/A	Yes [§]	N/A
0.480%	\$4.80	N/A	Yes [§]	N/A
0.100%	\$1.00	N/A	Yes [§]	N/A
0.760%	\$7.60	Short term trading fees of 1% for shares held less than 90 days	Yes [§]	N/A
0.100%	\$1.00	N/A	Yes [§]	N/A
0.100%	\$1.00	N/A	Yes [§]	N/A
0.100%	\$1.00	N/A	Yes [§]	N/A
0.100%	\$1.00	N/A	Yes [§]	N/A
0.750%	\$7.50	N/A	Yes [§]	N/A

Investment Name Benchmark(s)	Average Annual Total Return as of 12/31/2012			
	1 Year	5 Year	10 Year (if less, since Inception*)	Inception Date
Asset Class: Short-Term				
Fidelity® Money Market Trust Retirement Money Market Portfolio†	0.01%	0.71%	1.83%	12/02/1988
7-Day Yield % as of 12/31/2012: 0.01				
7-Day Restated Yield as of 12/31/2012: -0.07				
CG 3-Month Treasury Bill	0.07%	0.45%	1.69%	

N/A = Not Applicable/None

-- = Not Available

Investment Restrictions

§ Excessive trading in this investment option and/or other investment options subject to such restrictions will result in the limitation or prohibition of additional purchases (other than contributions and loan repayments) for 85 calendar days; additional excessive trading will result in a limitation of one exchange day per calendar quarter for a 12-month period.

Additional Investment Information

* Performance provided is Life of Fund, which is since the inception date noted, when the investment option has been in existence for less than 10 years. Life of fund figures are from the inception date to the period shown. For unitized funds, the inception date shown may be that of the fund's underlying investment option. For non-mutual fund pools and trusts whose strategies may be offered to multiple clients and whose returns may be based on a composite, the inception date shown may be the beginning date of the composite's returns.

Total returns are historical and include change in share price and reinvestment of dividends and capital gains, if any. These figures do not include the effect of sales charges, if any, as these fees are waived for contributions made through your retirement plan. If sales charges were included, returns would have been lower.

The current yield reflects the current earnings of the fund, while the total return refers to a specific past holding period. The 7-Day Yield is based on a calculation prescribed by the SEC. It is the average income return over the previous seven days, assuming the rate stays the same for one year and that dividends are reinvested. It is the Fund's total income net of expenses, divided by the total number of outstanding shares. This yield does not allow for the inclusion of capital gains or losses.

† A portion of the fund's expenses was voluntarily reimbursed and/or waived. "Restated Yield" is the 7-Day Yield without applicable waivers or reimbursements.

Expense Ratio

Expense ratio is a measure of what it costs to operate an investment, expressed as a percentage of its assets, as a dollar amount, or in basis points. These are costs the investor pays through a reduction in the investment's rate of return, and are required to be disclosed on the chart as a gross amount. For a mutual fund, the gross expense ratio is the total annual fund or class operating expenses (before waivers or reimbursements) paid by the fund. Where the investment option is not a mutual fund, the figure displayed in the expense ratio field is intended to reflect similar information, but may have been calculated using methodologies that differ from those used

Fees and Expenses		Excessive Trading Restrictions	Other Restrictions
Annual Gross Expense Ratio			
As a %	Per \$1,000		
0.420%	\$4.20	N/A	N/A

for mutual funds. Mutual fund data has been drawn from the most recent prospectus and has been provided by FMR LLC for Fidelity mutual funds and Morningstar, LLC for non-Fidelity mutual funds. For non-mutual fund investment options, the information has been provided by Morningstar, LLC, the product's investment manager or trustee, the plan sponsor or other third party.

In certain instances, there may be fee waivers and/or expense reimbursements which could result in a temporary reduction to the gross expense ratios listed in the chart. More information is available online at <https://netbenefits.fidelity.com/NBLogin/?option=dcPlanDetails>.

Investment Risk

Additional information regarding an investment option's risks, as well as its strategy and objectives, including a prospectus or fact sheet if available, can be obtained at www.plan.fidelity.com/usc.401k. Please consider all investment information prior to directing your Plan account.

Investments in smaller companies may involve greater risk than those in larger, more well known companies.

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

Investments in mid-sized companies may involve greater risk than those of larger, more well known companies, but may be less volatile than investments in smaller 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.

Because of their narrow focus, sector funds may be more volatile than funds that diversify across many sectors.

Changes in real estate values or economic downturns can have a significant negative effect on issuers in the real estate industry.

Fidelity Freedom Funds are designed for investors expecting to retire around the year indicated in each fund's name. Except for the Freedom Income Fund, the funds' asset allocation strategy becomes increasingly conservative as it approaches the target date and beyond. Ultimately, they are expected to merge with the Freedom Income Fund. The investment risks of each Fidelity

Freedom Fund change over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad and may be subject to risks associated with investing in high yield, small cap and, commodity-related, foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

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

In general the bond market is volatile and bonds entail interest rate risk (as interest rates rise bond prices usually fall and vice versa). This effect is usually pronounced for longer-term securities. Bonds also entail the risk of issuer default, issuer credit risk and inflation risk.

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

Additional Performance Information

Generally, data on Fidelity mutual funds is provided by FMR LLC, data on non-Fidelity mutual funds is provided by Morningstar, LLC, and data on non-mutual fund products is provided by Morningstar, LLC, the product's investment manager or trustee, the plan sponsor whose plan is offering the product to participants, or other third party. Although Fidelity believes data gathered from these third-party sources is reliable, it does not review such information and cannot warrant it to be accurate, complete, or timely. Fidelity is not responsible for any damages or losses arising from any use of this third-party information.

AllianzGI NFJ Small-Cap Value Fund Administrative Class: As of January 28, 2013, this fund changed its name from Allianz NFJ Small-Cap Value Fund.

Fidelity® Diversified International Fund - Class K: On May 9, 2008, an initial offering of the retirement (K) class took place. Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity® Dividend Growth Fund - Class K: On May 9, 2008, an initial offering of the retirement (K) class took place. Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity® Growth Company Fund - Class K: On May 9, 2008, an initial offering of the retirement (K) class took place. Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity® Mid-Cap Stock Fund - Class K: On May 9, 2008, an initial offering of the retirement (K) class took place. Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity® Nasdaq® Composite Index Fund: Fidelity is voluntarily reimbursing a portion of the fund's expenses. If Fidelity had not, the returns would have been lower.

Perkins Mid Cap Value Fund Class T: As of February 16, 2010, this fund changed its name from Perkins Mid Cap Value Fund - Class J.

Spartan® 500 Index Fund - Institutional Class: Initial offering of the Institutional Share Class took place on May 4, 2011. Returns prior to that date are those of the Fidelity Advantage Class and reflect the Fidelity Advantage Class' expense ratio. Had the Institutional Class' expense ratio been reflected, total returns would have been higher.

Spartan® Extended Market Index Fund - Fidelity Advantage Class: On October 17, 2005, an initial offering of the Fidelity Advantage Share Class took place. Returns prior to that date are those of the Investor Class and reflect the Investors Class' expense ratio. Had the Fidelity Advantage Class' expense ratio been reflected, total returns would have been higher.

Spartan® International Index Fund - Institutional Class: On September 8, 2011, an initial offering of the Fidelity Institutional Share Class took place. Returns prior to that date are those of the Fidelity Advantage Class and reflect the Fidelity Advantage expense ratio. Had the Fidelity Institutional Class expense ratio been reflected, total returns would have been higher.

Fidelity® Balanced Fund - Class K: On May 9, 2008, an initial offering of the retirement (K) class took place. Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity® Puritan® Fund - Class K: On May 9, 2008, an initial offering of the retirement (K) class took place. Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Benchmarks

Benchmark indices are unmanaged, and you cannot invest directly in an index. More information on benchmarks for the investment options available through Fidelity are available online at www.plan.fidelity.com/usc.401k.

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

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Appendix

Fidelity BrokerageLink® Fees

Below are certain fees which may be deducted from your Plan's Fidelity BrokerageLink® account in connection with trades you execute in your account. Individual fees, if any, for opening and maintaining a Fidelity BrokerageLink account within your Plan are listed in Section 2 of this Notice. Your Plan may limit the trades you are able to execute and the investments you are able to purchase within this account. More detailed fee information is available on the Fidelity BrokerageLink Commission Schedule, which you can obtain,

Fidelity Brokeragelink—Mutual Fund Transactions
Fidelity & Non-Fidelity No Transaction Fee FundsNetwork Funds
Purchases
Short Term Trading Fee for Shares Held Less Than 60 Days ¹
Short Term Trading Fee for Shares Held Less Than 60 Days ¹
Short Term Trading Fee for Shares Held Less Than 60 Days ¹
FundsNetwork Funds Transaction Fee Funds (No Load)
Purchases
Purchases
FundsNetwork Load Funds
Purchases

along with additional information, on your Plan's Website or by calling the Plan's toll-free number. Please review the prospectus or other offering document of the investment before purchasing within your Fidelity BrokerageLink account. If any fees are deducted directly from your BrokerageLink account, they will be reflected on your transaction confirmation and/or your BrokerageLink account statement.

Fee
\$0
\$75 if executed online
.5625% of principal if via FAST; min. \$75; max. \$187.50
.75% of principal if rep-assisted; min. \$100; max. \$250
\$75 if executed online
.5625% of principal if via FAST; min. \$75; max. \$187.50
\$0

¹Certain FundsNetwork Funds may be subject to a separate and additional redemption fee imposed by the particular fund. Please check the fund's prospectus for details.

