

► Understanding Real-Time Trading in Your Company Stock.

About exchanging company stock.

One of the benefits of owning company stock in your retirement savings plan is that you can exchange it in real time. This means that when you make a trade, the order is immediately sent to market during normal market hours¹ and is then eligible for execution.

Because there's virtually no wait time, you'll enjoy flexibility in making company stock trades with your plan.

ACTION PLAN

- Learn all the details associated with real-time trading
- Consider how they will affect your future trades
- Log in to Fidelity NetBenefits® for help

¹Response time may be subject to market conditions and systems availability. On rare occasions, market conditions, systems availability, or other circumstances may prevent Fidelity from accepting a plan's real-time company stock exchange requests. In that event, no company stock exchange will be allowed and you will not be able to direct your plan's real-time trade. You will be asked to try again at a later time. Neither the Plan, nor your employer, nor Fidelity will be responsible for any losses, damages, or missed price opportunities in these circumstances.

Four Steps to Buying Company Stock

Step 1: Specify the type of order you want—
Market,² Day Limit,³ or Good till Canceled.⁴

Market	An order to buy or sell a stock at the next available price when the order reaches the marketplace. It's designed to ensure that the purchase or sale of all shares specified in the order is actively traded.
Limit Order	<p>Because the Plan's ability to fund the stock purchase trade is limited to eligible amounts in your account, you may wish to consider placing a limit order:</p> <ul style="list-style-type: none">• Buy limit orders state the maximum price at which to buy.• Sell limit orders state the minimum price at which to sell.• Limit orders receive a lower priority in trading than market orders.• When placing limit orders to sell stock, if the limit price is at or below the last bid price, the order is likely to execute immediately. If executed, the price received may be higher than the limit price established. Stop Loss orders are not available. <p>Day Limit: An order containing a specific price at which you are willing to buy or sell stock for that day.</p> <p>Good till Canceled: A limit order containing a specific price at which you are willing to buy or sell stock over the next 180 calendar days or sooner, depending on plan rules and corporate action activity. The order remains in effect until it is executed, canceled, or 180 days elapse.</p>

²**Market** Orders to buy stock may be placed only when the market is open. Market orders to sell stock, however, are allowed when the market is closed and will be placed on the next trading day. Be aware that when placing market orders, the price of securities may change sharply during the trading day or after hours. Standard market hours are between 9:30 a.m. and 4:00 p.m. Eastern time when U.S. markets and exchanges are open for trading, unless trading is halted.

³**Day Limit** Orders restrict the price of buying or selling a security to a limit price you specify, or better. The limit price is specified in a separate limit field and generally may not exceed two decimal places.

⁴**Good till Canceled (GTC)** Orders generally must be for at least 100 shares. *Note:* To reduce the likelihood that your GTC order to buy stock will be canceled due to insufficient funds, you may want to reserve more money than the minimum amount required. GTC orders receive a lower priority in trading than market orders. (When buying shares of stock, a "reserve" is the portion of your holdings held to protect against uncertainties, such as market value fluctuation, that may affect your ability to fund a purchase. The reserve reduces the likelihood of having insufficient funds to cover the purchase, and applies to purchase transactions only.)

Note for Limit and Good till Canceled (GTC) orders: After the limit price is triggered, the security's price may continue to rise and fall. As a result, your order may not be executed.

Four Steps to Buying Company Stock (continued)

Step 2: Choose the condition⁵—

None or All-or-None for Day Limit orders.

Market and Good till Canceled (GTC) orders have specified conditions.

None	A condition that indicates there are no restrictions on the requirements to fill the order and it may be partially filled.
All-or-None	A condition that indicates that no partial order is to be executed. Either all shares specified in the order will be traded or none will be traded.

Orders	Conditions
Market	PRESET: None
Day Limit	Choose: __ None (No Conditions) __ All-or-None
GTC	PRESET: All-or-None

Step 3: Decide how many shares of company stock you want to buy (exchange into) in whole numbers (for example, “200 shares,” not “200.5 shares”).

Step 4: Choose how you want to fund the purchase of company stock. You must specify which of your current investment options you will sell to cover the stock purchase, the order in which the investment options should be sold, and the maximum percentage to sell of each investment option. Your plan may allow the option of selling assets proportionately across your eligible investment options. **Please note:** A portion of non-stock investment options that you have selected to fund the purchase will be reserved to protect against market fluctuation.

⁵CONDITIONS:

If the designated exchange cannot pay for a transaction, Fidelity may be required to liquidate assets in your account under the Plan at your risk. During periods of heavy trading or volatility, real-time quotes may not reflect current market prices or quotes.

None The None condition is also known as No Conditions.

All-or-None (AON) If a specified price is not available for the entire exchange amount, the trade is not executed but stays open during its prescribed time period. “Received” indicates Fidelity has received the trade, not that it has been executed. All-or-None orders generally must be for at least 100 shares.

Timing of Transactions and Confirmations: Just because an order is placed, there is no guarantee that the order will be executed. The confirmation number received indicates that Fidelity has received the trade request, not that it has been executed. A confirmation notice is proof that an order was executed.

Four Steps to Selling Company Stock

Step 1: Specify the type of order—Market, Day Limit, or Good till Canceled.

Step 2: Choose the condition—None or All-or-None for Day Limit orders. (See previous pages for Orders and Conditions.)

Step 3: Decide how many shares you want to sell (exchange out of) in whole numbers (for example, “200 shares,” not “200.5 shares”).

Step 4: Specify the percentage of the proceeds of company stock you want to buy (exchange into) of each eligible investment option.

Tip: You must always enter orders for company stock in whole shares. If you are selling your entire position in whole shares within your plan account or a particular source, any fractional shares will automatically be exchanged at the price determined by the trade you direct.

Good till Canceled orders generally must be for at least 100 shares. Each night, the system will check to make sure there are enough shares in the account to cover outstanding orders to sell stock. If there is an insufficient stock balance, orders may be canceled.

Frequently Asked Questions

Q. What is a limit order?

A. A limit order is when an order has restrictions upon its execution. When you place a limit order, you may specify a price and the order can be executed only if the market reaches that price. When placing limit orders to sell stock, if the limit price is at or below the last bid price, the order is likely to execute immediately. This is called placing an order on the wrong side of the market.

Q. What is a reserve?

A. When you are buying shares of company stock, market value fluctuations may affect your ability to fund the purchase. To reduce the likelihood of having insufficient funds to cover the purchase, a reserve is established. The reserve is a portion of the eligible funds in the investment options you have designated that is held to protect against these uncertainties. **Please note:** Reserves apply to purchase transactions only. Funds being held in reserve are not eligible for any additional transactions.

FOR EXAMPLE:

You elect to use the eligible funds in investment options A and B to fund the purchase of company stock. The total balance in both options is \$1,000. With a 12% reserve requirement, only \$892.86 of the total balance is available to exchange into company stock. If the stock is selling at \$28 a share, the maximum number of shares you will be allowed to exchange into equals 31 shares (purchases must be made in whole shares).

\$1,000.00	Total balance in investment options A and B
– \$107.14	Reserve requirement (12% of trade amount)
= \$892.86	Available to trade

Then,

\$892.86	Available to trade
÷ \$28.00	Price per share
= 31.8878	Shares (purchases must be made in whole shares)

Note: This example excludes commissions. Some funds in your plan may require a higher reserve amount, or Fidelity may impose a higher reserve for all funds in certain market conditions.

Frequently Asked Questions (continued)

Q. What is a reserve requirement?

A. To guard against potential price changes for the funds you are selling, there is a reserve requirement. While a standard reserve is applied to most mutual funds, some more volatile funds, such as sector and regional international funds, require a higher reserve. Stable value funds have no reserve requirement. To guard against stock price movements, an additional reserve applies to market orders. During periods of market volatility (as determined by Fidelity), Fidelity reserves the right to impose a higher reserve requirement. The reserve is automatically calculated by the system.

Please note: If the investment options chosen to fund an “executed” trade decrease in value more than the reserve amount, a shortfall may exist that would require additional funding. In the event of a shortfall, Fidelity will liquidate other investment options in your account, in eligible sources, on a prorated basis to cover the company stock purchase. Finally, if there are still insufficient funds to cover the company stock purchase, stock will be liquidated on a last-in, first-out basis. The sale will be at your expense. **See Restrictions, Terms, and Conditions Applicable to Real-Time Trading for more information.**

Q. Can I request transactions involving other investment options in real time?

A. No. Transactions in most other plan investment options are generally completed only once per business day and calculated based on “end-of-day” pricing.

Q. When will exchanges involving real-time trades be processed in my account?

A. The processing date for exchanges involving real-time trades depends on whether you’re buying or selling company stock.

- When buying company stock, the transaction will be processed on the trade date (i.e., the date the trade executes), and reflected in your account one business day after the trade date.⁶
- When selling company stock, the stock sale will be processed on the trade date, and the exchange into another investment option will be processed one business day after the trade date (in accordance with normal securities settlement practice).

In each case, the activity will be reflected in your account on the business day following processing. **Please note:** Whether buying or selling stock, you must wait for the exchange to be processed before you can make another transaction involving the same assets. The example on the next page illustrates the rules for processing of exchanges.⁷

Q. How are trades of company stock on contributions, loans, and withdrawals processed?

A. The Plan initiates batch trades for contributions, loans, and withdrawals involving company stock, generally the day after contributions are received and the day after loans and withdrawals are requested. Trading in real time does not apply to these transactions.

Commissions and fees are generally charged at the same rate for batched trades of company stock as for trades in real time. The commissions and fees are included in the price of the stock used to update your account.

⁶As with any stock, the value of your investment may go up or down depending on how your company’s stock performs in the market. Investing in a nondiversified, unmanaged single stock inherently involves more investment risk than investing in a diversified fund. Performance is directly tied to the performance of the company, as well as to that of the stock market as a whole.

⁷Time frames are subject to change based on market activity and volatility.

Frequently Asked Questions (continued)

Q. How are brokerage commissions and SEC fees handled?

A. Commissions are fees paid to Fidelity Brokerage Services LLC brokers for executing trades. The commission rate is generally 2.9 cents* per share for real-time trades in your plan. You will receive

notification of the exact commission amount charged after any real-time trade you direct has been executed. The Securities and Exchange Commission (SEC) requires that all investment firms charge a special fee, known as an SEC fee, on all executed sell orders. This fee is a percentage of the total trade amount.

When selling shares of X fund to buy company stock:

Business Day One:	<ul style="list-style-type: none">• Stock purchase order is executed at market price; mutual fund shares are sold at the next calculated net asset value (NAV) in an amount sufficient to cover the purchase of company stock.
Business Day Two:	<ul style="list-style-type: none">• Participant sees reduction in shares of X Fund and new company stock shares reflected in his or her account.

When selling company stock to buy shares of X fund:

Business Day One:	<ul style="list-style-type: none">• Stock order executes.
Business Day Two:	<ul style="list-style-type: none">• Participant's company stock shares are reduced by the number of shares sold.• Stock sale proceeds are received when trade settles.• Shares of X Fund are purchased at closing net asset value.
Business Day Three:	<ul style="list-style-type: none">• Participant sees new X Fund shares in his or her account.

When requesting a loan or withdrawal:

Business Day One:	<ul style="list-style-type: none">• Loan or withdrawal request
Business Day Two:	<ul style="list-style-type: none">• Go to market to sell stock in batch trade for the Plan• Mutual fund(s) liquidated at Day 2 closing NAV• Participant receives volume weighted average price for stock• Participant requests any other transactions
Business Day Three:	<ul style="list-style-type: none">• Stock balance reduced by sale amount• Mutual fund balance reduced by sale amount• Participant may request other transactions• Stock sale settles• Check creation cycle begins

*Commission and fees are subject to change. Please log in to Fidelity NetBenefits for additional information.

Q. After I've placed an order to buy or sell company stock, can I cancel it?

A. Once an order is received by Fidelity and confirmed that it meets trading requirements, it is submitted to the markets for execution, and you may attempt to cancel a submitted order. However, because Fidelity is responsible for executing an order as promptly as possible upon receipt, there is no guarantee that the attempt to cancel will be successful. Attempts to cancel are performed on a best efforts basis. It also can't be guaranteed that an open or partially filled order can be canceled, in whole or in part. Your request to cancel will be confirmed and will be assigned a unique order number for identification. The order number does not indicate that the original stock trade order and exchange request were actually canceled, only that the request to cancel was made. Your cancellation request is subject to prevailing market conditions and previous execution of your original stock trade order and exchange request.

If, for some reason, you want to cancel, log in to Fidelity NetBenefits® immediately.

Q. What happens when the amount reserved for an open Good till Canceled (GTC) order is not sufficient?

A. Each night the system will automatically check to determine if you have an outstanding GTC order, and evaluate whether the account still has sufficient reserves. Any account that does not meet the reserve requirement due to mutual fund market value fluctuation will have any outstanding GTC orders canceled and you will receive a confirmation notice of the cancellation.

Restrictions, Terms, and Conditions Applicable to Real-Time Trading

Rules and restrictions for trading in real time

- Trades of company stock may be made in shares only.

- You are not permitted to make any other transaction with the pending real-time trade sale proceeds until the transaction is processed in your account.
- Generally, a commission of 2.9 cents* per share and Securities and Exchange Commission (SEC) fees for the trade will be included as a separate deduction on the written confirmation and borne by your individual plan account. **Please note:** This SEC fee applies to executed sell orders only.
- Market and Day Limit orders of 10,000 shares or more will generally be considered a block trade and will be sent to a block-trading desk for execution. Block trades may not execute immediately. **Please note:** Market and Day Limit orders are good only for the day, so if the order is not executed you will need to request a new trade the next day.

How real-time trading affects your plan account

If a non-stock investment option exchange is made on the same day as a real-time purchase is requested (after the real-time trade), the investment option exchange must be made in shares if that investment option was used in the real-time trade request.

If a non-stock investment option exchange is made on the same day as a real-time purchase is requested (before the real-time trade), the non-stock investment option exchange can be made in percentages, dollars, or in shares. However, if the non-stock exchange is made in percentages or dollars, then that investment option cannot be used for a subsequent real-time trade. The following restrictions apply with regard to loans and withdrawals:

- If you request a loan or withdrawal and you have stock in your account (regardless if it will be used in the transaction) on business day one, you will have to wait until business day two to request a real-time trade.

*Commission and fees are subject to change. Please log in to Fidelity NetBenefits for additional information.

Restrictions, Terms, and Conditions Applicable to Real-Time Trading (continued)

- If buying company stock, you must wait until the business day after the original buy trade has been executed to request a loan or withdrawal.
- If selling company stock, you must wait until business day five (after the trade has been executed) to request a loan or withdrawal with the proceeds of the transaction.
- You can attempt to cancel⁸ the real-time trade in order to request another transaction. You cannot request a loan or withdrawal until all pending orders have been canceled and the cancellation has been confirmed. Availability of funds for use in other transactions depends on whether all or a portion of the trade executes.

Events that may affect trading

In some circumstances, company stock trading may be prohibited and outstanding orders may be canceled. This can occur either because of events related to the stock itself as determined by the market (such as trading halts or stock splits), or because of events specific to your plan (such as mergers or acquisitions). Upon receiving notice of these events, Fidelity will attempt to cancel any outstanding orders and will not reinstate them after the event. You may, however, reenter the order request once trading has resumed.

Liquidations to cover stock purchase shortfalls

The system will automatically calculate reserves not eligible to trade from investment options to company stock. Should the reserves calculated be insufficient (which may occur due to a market value decline of the investment options), Fidelity will liquidate other

investment options in your account on a prorated basis to cover the stock purchase. The liquidation of investment options may be from sources and funds that were not specified by you. If there are insufficient investment options to cover the executed stock purchase, the just-purchased stock and possibly previously purchased stock will be liquidated by Fidelity in an amount sufficient to cover the shortfall. Fidelity reserves the right to place any type of stock sell order at any time it selects to cover the shortfall. This sale will be at your expense.

Notifying Fidelity of errors

Transaction confirmations and quarterly account statements should be reviewed carefully and Fidelity should be notified promptly of any errors.

Trade execution price changes

Confirmation notices of trades include the stock price at which the trade was executed. The markets reserve the right to change the price (positive or negative) if an error was made for that trade. Your account will be debited or credited, as appropriate, to reflect the price the market determines is correct.

Trading hours

Trades will be executed during standard market hours, typically 9:30 a.m. to 4:00 p.m. Eastern time. **Please note:** It is not sufficient to have placed your order with Fidelity by market close. If you place an order near market close you run the risk that your order to trade stock may not reach the market prior to market close. Systems availability and response times may vary due to market conditions. Fidelity is not responsible for orders that are not executed as a result of this, or for orders being placed too close to market close.

⁸Helpful reminder: Fidelity will attempt to cancel an open or partially filled order on a "best efforts" basis. Because Fidelity Brokerage Services LLC is responsible for executing an order as promptly as possible upon receipt, the order may have been partially or completely filled before the cancellation was received and accepted. In that case, the associated exchange request will be honored to the extent of the completed trade.

Unpriced investment options

If a third party fails to provide a price for a non-Fidelity investment option prior to Fidelity cutoff times, you will not be able to process transactions within your 401(k) accounts. Fidelity must rely on these outside companies for daily valuations to properly recordkeep your account. Every effort is made to gather pricing information in a timely manner and it is only on rare occasions that an unpriced situation occurs.

The provision of services described here does not create a direct brokerage relationship between Fidelity Brokerage Services and plan participants.

Company stock is neither a mutual fund nor a diversified or managed investment option.

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

Approved for use in Advisor and 401(k) markets. Firm review may apply.

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