

Required Disclosure Information

**PETCO Animal Supplies,
Inc. 401k Plan**

Qualified Default Investment Alternative Notice

Participant Disclosure Notice

**IMPORTANT PLAN AND INVESTMENT-
RELATED INFORMATION**

The Plan Administrator has directed Fidelity Investments® ("Fidelity"), a Plan service provider, to collect, consolidate, and provide you with this Required Disclosure Information, which consists of separate and distinct regulatory notices listed below.

Inside, you will find the following:

- Qualified Default Investment Alternative Notice
- Participant Disclosure Notice

Please review these materials carefully. 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 PETCO Animal Supplies, Inc. 401k Plan and would like to make any changes, log on to <http://netbenefits.401k.com>.

Note: If this is your first time logging on to <http://netbenefits.401k.com>, 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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- Learn where your money will be invested if you do not provide investment direction, including
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Qualified Default Investment Alternative Notice

Qualified Default Investment Alternative Notice

This notice is to inform you that any contributions for which you have the right to provide investment direction, but have not done so, will be invested in the Plan's designated default investment option, unless and until you direct otherwise. Provided below is a description of the Plan's designated default investment option(s), as well as certain applicable fee information. Additional fee information is available within the Participant Fee Disclosure document.

If you are satisfied with your current investment election(s), no action is required on your part. You always retain the right under the Plan to direct the investment of your existing balances, which includes contributions and any earnings on those contributions, and your future contributions to any of the Plan's available investment options. In the event that you have not made an investment election and the Plan Sponsor has not provided direction for a given contribution, it will be invested in the Plan's default investment option as described below. If your contributions are invested in the default investment option, you have the right to transfer out of this option to another investment option available in the Plan.

To obtain information about your Plan, including your contribution percentage, your current investment options and information (including objective, strategy, risk, performance and expense information) on other Plan investment options available to you, please log on to NetBenefits® at <http://netbenefits.401k.com> or call **800-835-5095** to speak to a representative. If you are a rehire, you should contact Fidelity® to confirm if you already have investment direction on file.

Plan's Current Designated Default Investment Option

The Target Date Fund used as the Plan's designated default investment option is based on the assumption that the participant will retire at age 65. Please use the chart below, decided by your Plan Sponsor, to determine in which Target Date Fund your future contributions will be directed, based on your date of birth on the Fidelity recordkeeping system.

Your Birth Date	Fund Name	Gross Expense Ratio
Before 12/31/1937	Fidelity Freedom® Income Fund - Class K	0.420%
1/1/1938 – 12/31/1942	Fidelity Freedom® 2005 Fund - Class K	0.420%
1/1/1943 – 12/31/1947	Fidelity Freedom® 2010 Fund - Class K	0.460%
1/1/1948 – 12/31/1952	Fidelity Freedom® 2015 Fund - Class K	0.490%
1/1/1953 – 12/31/1957	Fidelity Freedom® 2020 Fund - Class K	0.530%
1/1/1958 – 12/31/1962	Fidelity Freedom® 2025 Fund - Class K	0.560%
1/1/1963 – 12/31/1967	Fidelity Freedom® 2030 Fund - Class K	0.600%
1/1/1968 – 12/31/1972	Fidelity Freedom® 2035 Fund - Class K	0.630%
1/1/1973 – 12/31/1977	Fidelity Freedom® 2040 Fund - Class K	0.650%
1/1/1978 – 12/31/1982	Fidelity Freedom® 2045 Fund - Class K	0.650%
1/1/1983 – 12/31/1987	Fidelity Freedom® 2050 Fund - Class K	0.650%
1/1/1988 – 12/31/1992	Fidelity Freedom® 2055 Fund - Class K	0.650%

Your Birth Date	Fund Name	Gross Expense Ratio
1/1/1993 or after	Fidelity Freedom® 2060 Fund - Class K	0.650%

Reflects data recordkept as of September 09, 2019

Fidelity Freedom® Income Fund - Class K

Objective: Seeks high total current income and, as a secondary objective, capital appreciation.

Strategy: Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds). Allocating assets among underlying Fidelity funds according to a stable "neutral" asset allocation strategy (approximately 11% in domestic equity funds, 8% in international funds, 59% in bond funds, and 22% in short-term funds). FMR Co., Inc. (the Adviser) may modify the fund's neutral asset allocations from time to time when in the interests of shareholders. The Adviser has begun transitioning fund assets based on the revised asset allocation strategy for the fund that is expected to be completed by mid-2020. Buying and selling futures contracts (both long and short positions) in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation. Through an active asset allocation strategy, the Adviser may increase or decrease asset class exposures relative to the neutral asset allocations by up to 10 percentage points for equity, bond and short-term funds to reflect the Adviser's market outlook, which is primarily focused on the intermediate term.

Risk: The fund is subject to risks resulting from the asset allocation decisions of the Investment Adviser. Pursuant to the Adviser's ability to use an active asset allocation strategy, investors may be subject to a different risk profile compared to the fund's neutral asset allocation strategy shown in its glide path. The fund is subject to the volatility of the financial markets, including that of equity and fixed income investments. Fixed income investments entail issuer default and credit risk, inflation risk, and interest rate risk (as interest rates rise, bond prices usually fall and vice versa). This effect is usually more pronounced for longer-term securities. Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly. No target date fund is considered a complete retirement program and there is no guarantee any single fund will provide sufficient retirement income at or through retirement. Principal invested is not guaranteed at any time, including at or after the funds' target dates.

Short term trading fees: None

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.

On July 20, 2017, an initial offering of the Fidelity Freedom K class took place. Returns and expenses prior to that date are those of the Freedom (retail) class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

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

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.

Fidelity Freedom® 2005 Fund - Class K

Objective: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

Strategy: Designed for investors who anticipate retiring in or within a few years of the fund's target retirement year at or around age 65. Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds). Allocating assets among underlying Fidelity funds according to a "neutral" asset allocation strategy that adjusts over time until it reaches an allocation similar to that of the Freedom Income Fund approximately 10 to 19 years after the target year. Ultimately, the fund will merge with the Freedom Income Fund. FMR Co., Inc. (the Adviser) may modify the fund's neutral asset allocations from time to time when in the interests of investors. Buying and selling futures contracts (both long and short positions) in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation. Through an active asset allocation strategy, the Adviser may increase or decrease asset class exposures relative to the neutral asset allocations by up to 10 percentage points for equity, bond and short-term funds to reflect the Adviser's market outlook, which is primarily focused on the intermediate term.

Risk: Investment performance of the Fidelity Freedom Fund products depends on the performance of the underlying investment options and on the proportion of the assets invested in each underlying investment option. The investment risk of each Fidelity Freedom Fund changes over time as its asset allocation changes. These risks are subject to the asset allocation decisions of the Investment Adviser. Pursuant to the Adviser's ability to use an active asset allocation strategy, investors may be subject to a different risk profile compared to the fund's neutral asset allocation strategy shown in its glide path. The funds are subject to the volatility of the financial markets, including that of equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high-yield, small-cap, commodity-linked and foreign securities. Leverage can increase market exposure, magnify investment risks, and cause losses to be realized more quickly. No target date fund is considered a complete retirement program and there is no guarantee any single fund will provide sufficient retirement income at or through retirement. Principal invested is not guaranteed at any time, including at or after the funds' target dates.

Short term trading fees: None

Footnotes:

Same description as Fidelity Freedom® Income Fund - Class K

Fidelity Freedom® 2010 Fund - Class K

Objective: Same description as Fidelity Freedom® 2005 Fund - Class K

Strategy: Designed for investors who anticipate retiring in or within a few years of the fund's target retirement year at or around age 65. Investing in a combination of Fidelity domestic equity funds, international equity funds, bond funds, and short-term funds (underlying Fidelity funds). Allocating assets among underlying Fidelity funds according to a "neutral" asset allocation strategy that adjusts over time until it reaches an allocation similar to that of the Freedom Income Fund approximately 10 to 19 years after the target year. Ultimately, the fund will merge with the Freedom Income Fund. FMR Co., Inc. (the Adviser) may modify the fund's neutral asset allocations from time to time when in the interests of investors. Buying and selling futures contracts (both long and short positions) in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation. Through an active asset allocation strategy, the Adviser may increase or decrease neutral asset class exposures by up to 10 percentage points for equity, bond and short-term funds to reflect the Adviser's market outlook, which is primarily focused on the intermediate term.

Risk: Same description as Fidelity Freedom® 2005 Fund - Class K

Short term trading fees: None

Footnotes:

Same description as Fidelity Freedom® Income Fund - Class K

Fidelity Freedom® 2015 Fund - Class K

Objective: Same description as Fidelity Freedom® 2005 Fund - Class K

Strategy: Same description as Fidelity Freedom® 2010 Fund - Class K

Risk: Same description as Fidelity Freedom® 2005 Fund - Class K

Short term trading fees: None

Footnotes:

Same description as Fidelity Freedom® Income Fund - Class K

Fidelity Freedom® 2020 Fund - Class K

Objective: Same description as Fidelity Freedom® 2005 Fund - Class K

Strategy: Same description as Fidelity Freedom® 2010 Fund - Class K

Risk: Same description as Fidelity Freedom® 2005 Fund - Class K

Short term trading fees: None

Footnotes:

Same description as Fidelity Freedom® Income Fund - Class K

Fidelity Freedom® 2025 Fund - Class K

Objective: Same description as Fidelity Freedom® 2005 Fund - Class K

Strategy: Same description as Fidelity Freedom® 2010 Fund - Class K

Risk: Same description as Fidelity Freedom® 2005 Fund - Class K

Short term trading fees: None

Footnotes:

Same description as Fidelity Freedom® Income Fund - Class K

Fidelity Freedom® 2030 Fund - Class K

Objective: Same description as Fidelity Freedom® 2005 Fund - Class K

Strategy: Same description as Fidelity Freedom® 2010 Fund - Class K

Risk: Same description as Fidelity Freedom® 2005 Fund - Class K

Short term trading fees: None

Footnotes:

Same description as Fidelity Freedom® Income Fund - Class K

Fidelity Freedom® 2035 Fund - Class K

Objective: Same description as Fidelity Freedom® 2005 Fund - Class K

Strategy: Same description as Fidelity Freedom® 2010 Fund - Class K

Risk: Same description as Fidelity Freedom® 2005 Fund - Class K

Short term trading fees: None

Footnotes:

Same description as Fidelity Freedom® Income Fund - Class K

Fidelity Freedom® 2040 Fund - Class K

Objective: Same description as Fidelity Freedom® 2005 Fund - Class K

Strategy: Same description as Fidelity Freedom® 2010 Fund - Class K

Risk: Same description as Fidelity Freedom® 2005 Fund - Class K

Short term trading fees: None

Footnotes:

Same description as Fidelity Freedom® Income Fund - Class K

Fidelity Freedom® 2045 Fund - Class K

Objective: Same description as Fidelity Freedom® 2005 Fund - Class K

Strategy: Same description as Fidelity Freedom® 2010 Fund - Class K

Risk: Same description as Fidelity Freedom® 2005 Fund - Class K

Short term trading fees: None

Footnotes:

Same description as Fidelity Freedom® Income Fund - Class K

Fidelity Freedom® 2050 Fund - Class K

Objective: Same description as Fidelity Freedom® 2005 Fund - Class K

Strategy: Same description as Fidelity Freedom® 2010 Fund - Class K

Risk: Same description as Fidelity Freedom® 2005 Fund - Class K

Short term trading fees: None

Footnotes:

Same description as Fidelity Freedom® Income Fund - Class K

Fidelity Freedom® 2055 Fund - Class K

Objective: Same description as Fidelity Freedom® 2005 Fund - Class K

Strategy: Same description as Fidelity Freedom® 2010 Fund - Class K

Risk: Same description as Fidelity Freedom® 2005 Fund - Class K

Short term trading fees: None

Footnotes:

Same description as Fidelity Freedom® Income Fund - Class K

Fidelity Freedom® 2060 Fund - Class K

Objective: Same description as Fidelity Freedom® 2005 Fund - Class K

Strategy: Same description as Fidelity Freedom® 2010 Fund - Class K

Risk: Same description as Fidelity Freedom® 2005 Fund - Class K

Short term trading fees: None

Footnotes:

Same description as Fidelity Freedom® Income Fund - Class K

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

In the event of a discrepancy between this notice and the terms of the Plan, the Plan document will govern.

A mutual fund expense ratio is the total annual fund or class operating expenses (before waivers or reimbursements) paid by the fund and stated as a percent of the fund's total net assets. For other types of investments, the figure in the expense ratio field reflects similar information, but may have been calculated differently than for mutual funds. Mutual fund data comes from the fund's prospectus. For non-mutual fund investment options, the information has been provided by the Plan Sponsor, the investment option's manager or the trustee. When no ratio is shown for these options, it is because none was available. There may be fees and expenses associated with the investment option. Expense information changes periodically. Please consult NetBenefits for updates.

Fidelity provides recordkeeping services for the model portfolios and is not involved in the construction or management of the model portfolios.

In making this service available on the Fidelity platform, Fidelity will not endorse, recommend or otherwise express any opinion regarding, or assume any responsibility for the third party investment manager or the model portfolios.

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Participant Disclosure Notice

Participant Disclosure Notice

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 Web site. 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 <http://netbenefits.401k.com>, you may do the following:

- Access your online Fidelity statement, which is continuously available, by logging on to the Web site, clicking *Quick Links for your applicable Plan(s)* selecting *Statements from the drop down list*.
- Please check your account information frequently and promptly review correspondence, account statements, and confirmations as they are made available to you. Contact Fidelity immediately if you see or suspect unauthorized activity, errors, discrepancies, or if you have not received your account statements or account documents or information.
- Print your Fidelity statement. Keep in mind that 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 *Preferences*.

For additional assistance, log on to <http://netbenefits.401k.com> or call **800-835-5095**.

Your Communication Preferences

Prefer Email? 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 email address. Simply visit <http://netbenefits.401k.com> and access the *Profile* link at the top of the page. From there, select the *Personal & Contact Information* tab to provide your email address and the *Preferences* tab to provide consent for Required Disclosures.

Visit <http://netbenefits.401k.com> 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. 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 <http://netbenefits.401k.com> or call 800-835-5095.

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.

Investment Managers

Strategic Advisers LLC, a registered investment advisor and Fidelity Investments company, has been appointed to provide discretionary management through Fidelity® Personalized Planning & Advice.

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 at (877) 401-5762.

Restrictions

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.

Plan Administrative Fees and Expenses

Plan administrative fees may include recordkeeping, legal, accounting, trustee, 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, the following Plan administrative fee(s) may be deducted from Plan accounts. The Plan's administrative services may also be paid for through offsets and/or payments associated with one or more of the Plan's investment options. As you review this information, please keep in mind that fees are subject to change and that certain Plan administrative fees may not be deducted from accounts in some circumstances.

Type of Plan Administrative Fee	Amount
Recordkeeping Fee	\$18.00 per year for participants not actively employed, deducted quarterly

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	\$75.00 per loan

Type of Individual Fee	Amount
Personalized Planning & Advice	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.
Minimum Required Distribution Fee	\$25.00 per distribution year
Loan Maintenance Fee	\$25.00 per year per loan deducted quarterly
Overnight Mailing Fee	\$25.00 per transaction
Qualified Domestic Relations Order (QDRO) Fee	\$300.00 per standard Fidelity web-generated order or \$1,200.00 per modified Fidelity web-generated or custom order

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 September 09, 2019, 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, P.O. Box # 770003, Cincinnati, OH 45277-0065 or call 800-835-5095.

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 Web site at <https://www.dol.gov/agencies/ebsa/about-ebsa/our-activities/resource-center/publications/understanding-your-retirement-plan-fees> 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 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 <http://netbenefits.401k.com>.

Investment Name <i>Benchmark(s)</i>	Average Annual Total Return as of 12/31/2018			
	1 Year	5 Year	10 Year (if less, since Inception*)	Inception Date
Asset Class: Stocks				
American Beacon International Equity Fund Institutional Class <i>MSCI EAFE (N)</i>	-16.37%	-0.89%	5.90%	08/07/1991
American Funds EuroPacific Growth Fund® Class R-6 <i>MSCI AC Wld ex US (N)</i>	-14.91%	1.86%	7.69%	04/16/1984
American Funds New World Fund® Class R-6 <i>MSCI AC World (N)</i>	-11.97%	2.21%	8.65%	06/17/1999
	-9.41%	4.26%	9.46%	

Fees and Expenses		Excessive Trading Restrictions	Other Restrictions
Annual Gross Expense Ratio			
As a %	Per \$1,000		
0.740%	\$7.40	Yes [§]	N/A
0.490%	\$4.90	Yes [§]	N/A
0.620%	\$6.20	Yes [§]	N/A

Investment Name Benchmark(s)	Average Annual Total Return as of 12/31/2018			
	1 Year	5 Year	10 Year (if less, since Inception*)	Inception Date
Asset Class: Stocks (cont'd)				
Dodge & Cox Stock Fund	-7.07%	7.06%	13.17%	01/04/1965
<i>S&P 500</i>	-4.38%	8.49%	13.12%	
Fidelity® 500 Index Fund	-4.40%	8.48%	13.11%	02/17/1988
<i>S&P 500</i>	-4.38%	8.49%	13.12%	
Fidelity® Extended Market Index Fund	-9.36%	5.32%	13.60%	11/05/1997
<i>DJ US Completion TSM</i>	-9.57%	5.15%	13.53%	
Fidelity® Global ex U.S. Index Fund	-13.91%	0.70%	4.00%*	09/08/2011
<i>MSCI AC Wld exUS (Net MA)</i>	-14.04%	0.84%	4.14%*	
Fidelity® Growth Company Fund - Class K	-4.46%	11.41%	17.06%	01/17/1983
<i>Russell 3000 Growth</i>	-2.12%	9.99%	15.15%	
Fidelity® Low-Priced Stock Fund - Class K	-10.68%	4.73%	12.97%	12/27/1989
<i>Russell 2000</i>	-11.01%	4.41%	11.97%	
Vanguard Explorer Fund Admiral Shares	-2.39%	6.14%	14.39%	12/11/1967
<i>Russell 2500 Growth</i>	-7.47%	6.19%	14.76%	
Victory Sycamore Small Company Opportunity Fund Class I	-8.26%	7.26%	13.42%	08/16/1983
<i>Russell 2000 Value</i>	-12.86%	3.61%	10.40%	
Asset Class: Blended Funds				
Fidelity Freedom® 2005 Fund - Class K	-2.46%	3.51%	6.68%	11/06/2003
<i>BBgBarc U.S. Agg Bond</i>	0.01%	2.52%	3.48%	
<i>FID FF 2005 Comp Idx</i>	-1.41%	3.56%	6.31%	

Fees and Expenses		Excessive Trading Restrictions	Other Restrictions
Annual Gross Expense Ratio			
As a %	Per \$1,000		
0.520%	\$5.20	Yes [§]	N/A
0.015%	\$0.15	Yes [§]	N/A
0.045%	\$0.45	Yes [§]	N/A
0.055%	\$0.55	Yes [§]	N/A
0.760%	\$7.60	Yes [§]	N/A
0.530%	\$5.30	Yes [§]	N/A
0.340%	\$3.40	Yes [§]	N/A
0.880%	\$8.80	Yes [§]	N/A
0.420%	\$4.20	Yes [§]	N/A

Investment Name Benchmark(s)	Average Annual Total Return as of 12/31/2018			
	1 Year	5 Year	10 Year (if less, since Inception*)	Inception Date
Asset Class: Blended Funds (cont'd)				
Fidelity Freedom® 2010 Fund - Class K	-3.52%	3.85%	7.49%	10/17/1996
<i>BBgBarc U.S. Agg Bond</i>	0.01%	2.52%	3.48%	
<i>FID FF 2010 Comp Idx</i>	-2.22%	3.95%	7.32%	
Fidelity Freedom® 2015 Fund - Class K	-4.38%	4.16%	7.82%	11/06/2003
<i>BBgBarc U.S. Agg Bond</i>	0.01%	2.52%	3.48%	
<i>FID FF 2015 Comp Idx</i>	-3.04%	4.33%	7.72%	
Fidelity Freedom® 2020 Fund - Class K	-5.16%	4.34%	8.43%	10/17/1996
<i>S&P 500</i>	-4.38%	8.49%	13.12%	
<i>FID FF 2020 Comp Idx</i>	-3.75%	4.56%	8.51%	
Fidelity Freedom® 2025 Fund - Class K	-5.81%	4.52%	9.01%	11/06/2003
<i>S&P 500</i>	-4.38%	8.49%	13.12%	
<i>FID FF 2025 Comp Idx</i>	-4.36%	4.83%	9.32%	
Fidelity Freedom® 2030 Fund - Class K	-6.92%	4.94%	9.42%	10/17/1996
<i>S&P 500</i>	-4.38%	8.49%	13.12%	
<i>FID FF 2030 Comp Idx</i>	-5.36%	5.32%	9.92%	
Fidelity Freedom® 2035 Fund - Class K	-8.29%	5.11%	9.77%	11/06/2003
<i>S&P 500</i>	-4.38%	8.49%	13.12%	
<i>FID FF 2035 Comp Idx</i>	-6.57%	5.57%	10.51%	
Fidelity Freedom® 2040 Fund - Class K	-8.89%	5.03%	9.81%	09/06/2000
<i>S&P 500</i>	-4.38%	8.49%	13.12%	
<i>FID FF 2040 Comp Idx</i>	-7.04%	5.51%	10.64%	

Fees and Expenses		Excessive Trading Restrictions	Other Restrictions
Annual Gross Expense Ratio			
As a %	Per \$1,000		
0.460%	\$4.60	Yes [§]	N/A
0.490%	\$4.90	Yes [§]	N/A
0.530%	\$5.30	Yes [§]	N/A
0.560%	\$5.60	Yes [§]	N/A
0.600%	\$6.00	Yes [§]	N/A
0.630%	\$6.30	Yes [§]	N/A
0.650%	\$6.50	Yes [§]	N/A

Investment Name Benchmark(s)	Average Annual Total Return as of 12/31/2018			
	1 Year	5 Year	10 Year (if less, since Inception*)	Inception Date
Asset Class: Blended Funds (cont'd)				
Fidelity Freedom® 2045 Fund - Class K	-8.90%	5.03%	9.88%	06/01/2006
<i>S&P 500</i>	-4.38%	8.49%	13.12%	
<i>FID FF 2045 Comp Idx</i>	-7.04%	5.51%	10.75%	
Fidelity Freedom® 2050 Fund - Class K	-8.85%	5.03%	9.92%	06/01/2006
<i>S&P 500</i>	-4.38%	8.49%	13.12%	
<i>FID FF 2050 Comp Idx</i>	-7.04%	5.51%	10.88%	
Fidelity Freedom® 2055 Fund - Class K	-8.86%	5.03%	6.61%*	06/01/2011
<i>S&P 500</i>	-4.38%	8.49%	11.19%*	
<i>FID FF 2055 Comp Idx</i>	-7.04%	5.51%	7.95%*	
Fidelity Freedom® 2060 Fund - Class K	-8.83%	N/A	5.07%*	08/05/2014
<i>S&P 500</i>	-4.38%	N/A	8.46%*	
<i>FID FF 2060 Comp Idx</i>	-7.04%	N/A	5.31%*	
Fidelity Freedom® Income Fund - Class K	-1.74%	2.95%	5.07%	10/17/1996
<i>BBgBarc U.S. Agg Bond</i>	0.01%	2.52%	3.48%	
<i>FID FF Income Comp Idx</i>	-0.69%	2.95%	4.35%	
Asset Class: Bonds				
Fidelity® Strategic Income Fund	-2.71%	3.13%	7.00%	10/31/1994
<i>BBgBarc US Universal</i>	-0.25%	2.72%	4.06%	
Fidelity® U.S. Bond Index Fund	0.03%	2.51%	3.48%	03/08/1990
<i>BBgBarc U.S. Agg Bond</i>	0.01%	2.52%	3.48%	

Fees and Expenses		Excessive Trading Restrictions	Other Restrictions
Annual Gross Expense Ratio			
As a %	Per \$1,000		
0.650%	\$6.50	Yes [§]	N/A
0.650%	\$6.50	Yes [§]	N/A
0.650%	\$6.50	Yes [§]	N/A
0.650%	\$6.50	Yes [§]	N/A
0.420%	\$4.20	Yes [§]	N/A
0.690%	\$6.90	Yes [§]	N/A
0.025%	\$0.25	Yes [§]	N/A

Investment Name <i>Benchmark(s)</i>	Average Annual Total Return as of 12/31/2018			
	1 Year	5 Year	10 Year (if less, since Inception*)	Inception Date
Asset Class: Bonds (cont'd)				
JPMorgan Core Plus Bond Fund Class R6	-0.06%	3.02%	5.55%	03/05/1993
<i>BBgBarc U.S. Agg Bond</i>	0.01%	2.52%	3.48%	
Managed Income Portfolio Class 2	1.77%	1.45%	1.40%	09/07/1989
7-Day Yield % as of 12/31/2018: 1.93	1.89%	0.64%	0.39%	
<i>BBgBarc 3M t-bill</i>				

N/A = Not Applicable/None

-- = Not Available

^ Some outside investment and vendor information may not be available to Fidelity. When "N/A" does not appear and no shareholder fee is shown, it is due to the fact that our recordkeeping system does not have a shareholder fee(s) on file. Nevertheless, there may be shareholder fees associated with the investment option. If a shareholder fee is shown, please keep in mind there may be other fees associated with the investment that our recordkeeping system does not have on file. More information may be found in the prospectus and/or other investment-related information, as well as by contacting the outside investment manager or vendor directly.

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.

Fees and Expenses		Excessive Trading Restrictions	Other Restrictions
Annual Gross Expense Ratio			
As a %	Per \$1,000		
0.410%	\$4.10	Yes [§]	N/A
0.540%	\$5.40	N/A	N/A

Please see the Additional Disclosure Information section at the back of this Notice for additional information, including performance and index disclosures.

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 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

<http://netbenefits.401k.com>. Please consider all investment information prior to directing your Plan account.

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.

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

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.

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.

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.

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

Additional Disclosure 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.

American Funds EuroPacific Growth Fund® Class R-6 : The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 05/01/2009. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 04/16/1984, 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.

American Funds New World Fund® Class R-6 : The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 05/01/2009. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 06/17/1999, 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.

Fidelity® 500 Index Fund : Returns prior to May 4, 2011 are those of the Premium Class and reflect the Premium Class' expense ratio. Had the Institutional Premium Class' expense ratio been reflected, total returns would have been higher.

Fidelity® Extended Market Index Fund : Returns prior to September 8, 2011 are those of the Premium Class and reflect the Premium Class' expense ratio. Had the Institutional Premium Class' expense ratio been reflected, 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® Low-Priced 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.

Vanguard Explorer Fund Admiral Shares : The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 11/12/2001. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 12/11/1967, 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.

Victory Sycamore Small Company Opportunity Fund Class I : The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 08/31/2007. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 08/16/1983, 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.

Victory Sycamore Small Company Opportunity Fund Class I : The Russell 2000 Value Index is an unmanaged market capitalization-weighted index of value-oriented stocks of U.S. domiciled companies that are included in the Russell 2000 Index. Value-oriented stocks tend to have lower price-to-book ratios and lower forecasted growth values.

Fidelity Freedom® 2005 Fund - Class K : On July 20, 2017, an initial offering of the Fidelity Freedom K class took place. Returns and expenses prior to that date are those of the Freedom (retail) class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity Freedom® 2010 Fund - Class K : On July 20, 2017, an initial offering of the Fidelity Freedom K class took place. Returns and expenses prior to that date are those of the Freedom (retail) class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity Freedom® 2015 Fund - Class K : On July 20, 2017, an initial offering of the Fidelity Freedom K class took place. Returns and expenses prior to that date are those of the Freedom (retail) class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity Freedom® 2020 Fund - Class K : On July 20, 2017, an initial offering of the Fidelity Freedom K class took place. Returns and expenses prior to that date are those of the Freedom (retail) class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity Freedom® 2025 Fund - Class K : On July 20, 2017, an initial offering of the Fidelity Freedom K class took place. Returns and expenses prior to that date are those of the Freedom (retail) class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity Freedom® 2030 Fund - Class K : On July 20, 2017, an initial offering of the Fidelity Freedom K class took place. Returns and expenses prior to that date are those of the Freedom (retail) class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity Freedom® 2035 Fund - Class K : On July 20, 2017, an initial offering of the Fidelity Freedom K class took place. Returns and expenses prior to that date are those of the Freedom (retail) class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity Freedom® 2040 Fund - Class K : On July 20, 2017, an initial offering of the Fidelity Freedom K class took place. Returns and expenses prior to that date are those of the Freedom (retail) class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity Freedom® 2045 Fund - Class K : On July 20, 2017, an initial offering of the Fidelity Freedom K class took place. Returns and expenses prior to that date are those of the Freedom (retail) class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity Freedom® 2050 Fund - Class K : On July 20, 2017, an initial offering of the Fidelity Freedom K class took place. Returns and expenses prior to that date are those of the Freedom (retail) class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity Freedom® 2055 Fund - Class K : On July 20, 2017, an initial offering of the Fidelity Freedom K class took place. Returns and expenses prior to that date are those of the Freedom (retail) class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity Freedom® 2060 Fund - Class K : On July 20, 2017, an initial offering of the Fidelity Freedom K class took place. Returns and expenses prior to that date are those of the Freedom (retail) class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity Freedom® Income Fund - Class K : On July 20, 2017, an initial offering of the Fidelity Freedom K class took place. Returns and expenses prior to that date are those of the Freedom

(retail) class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity® U.S. Bond Index Fund : Returns prior to May 4, 2011 are those of the Premium Class and reflect the Premium Class' expense ratio. Had the Institutional Premium Class' expense ratio been reflected, total returns would have been higher.

JPMorgan Core Plus Bond Fund Class R6 : The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 02/22/2005. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 03/05/1993, 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.

Managed Income Portfolio Class 2 : This investment option is not a mutual fund.

Managed Income Portfolio Class 2 : On February 6, 2013, an initial offering of the Managed Income Portfolio Class 2 took place. Returns and expenses prior to that date are those of the Managed Income Portfolio Class 1. Had class 2 expenses been reflected in the returns shown, total returns would have been higher.

Managed Income Portfolio Class 2 : Management Fee includes the costs associated with managing the investments in the pool. The management fee does not include the wrap contract fees, which are paid to third party wrap providers and do not result in any additional compensation to Fidelity. The wrap contract fees are not separately stated but are included in the Expense Ratio and do reduce returns.

Managed Income Portfolio Class 2 : Expense Ratio (Gross) includes management and wrap contract fees. For certain investments, it may also include distribution fees. Please note that the Gross and Net Expense Ratio are the same for this investment.

Benchmarks

Benchmark indices are unmanaged, and you cannot invest directly in an index. More information on benchmarks for the investment options through Fidelity is available online at <http://netbenefits.401k.com>.

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