

2. SELECTION OF INVESTMENT OPTIONS

Please enter the percentage of contributions you wish allocated to the investment options you have selected. Check the *Reviewing your investment options* brochure to confirm the options available for investment under your plan(s). This brochure will also provide you with the full name and code of each fund needed to complete your selections below.

I would like all contributions invested in the following investment options.

Investment Options

Please use whole percentages

		5 7 6 4 8	5 7 6 4 8	5 0 3 0 3
Fund Code:	Fund Name:	Employee Supplemental Contribution 403(b) Source 2* Percentage	Employee Matched Contribution 403(b) Source 1* Percentage	Employer Contribution 401(a) Source 1* Percentage
<input type="text"/>	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> %	<input type="text"/> <input type="text"/> <input type="text"/> %	<input type="text"/> <input type="text"/> <input type="text"/> %
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		Total = 100%	Total = 100%	Total = 100%

*For Fidelity internal use only.

3. DESIGNATING YOUR BENEFICIARY(IES)

This beneficiary designation will apply to any plan chosen above in Section 2. Participants interested in designating different beneficiaries for each plan should request individual Beneficiary Designation forms from the Benefits Office.

I am: Single Married

If you are married and you do not designate that your spouse receive an amount equal to at least 50% of your vested account balance in the form of a pre-retirement survivor annuity, your spouse must sign the Spousal Consent portion of this form in the presence of a notary public or a representative of the Plan.

If you are married, under 35 years of age, and you did not designate your spouse as your primary beneficiary for at least 50% of your vested account balance, this beneficiary designation becomes null and void on (a) the first day of the plan year in which you reach age 35; or (b) the date you separate from service, whichever comes first, and your spouse must complete a new spousal consent on the Beneficiary Designation Form.

You are not limited to three primary and three contingent beneficiaries. To designate additional beneficiaries, please attach, date, and sign a separate piece of paper.

When designating beneficiaries, please use whole percentages and be sure that the percentages for each group of beneficiaries (primary and contingent) total 100%. Your primary beneficiary cannot be your contingent beneficiary. If you designate a trust as a beneficiary, please include the trust's name and address, the date the trust was created, and the trustee's name. Please refer to back page of form for further instructions.



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2. DESIGNATING YOUR BENEFICIARY(IES) (CONTINUED)

Primary Beneficiary(ies)

I hereby designate the person(s) named below as primary beneficiary(ies) to receive payment of the value of my account(s) under the plan upon my death.

1. Individual or Trust Name: Percentage: %
Date of Birth or Trust Date: -- Relationship to Applicant:
 Spouse OR Trust OR Other
2. Individual or Trust Name: Percentage: %
Date of Birth or Trust Date: -- Relationship to Applicant:
 Spouse OR Trust OR Other
3. Individual or Trust Name: Percentage: %
Date of Birth or Trust Date: -- Relationship to Applicant:
 Spouse OR Trust OR Other **Total: = 100%**

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

Contingent Beneficiary(ies)

If there is no primary beneficiary(ies) living at the time of my death, I hereby specify that the value of my account is to be distributed to my contingent beneficiary(ies) listed below.

1. Individual or Trust Name: Percentage: %
Date of Birth or Trust Date: -- Relationship to Applicant:
 Spouse OR Trust OR Other
2. Individual or Trust Name: Percentage: %
Date of Birth or Trust Date: -- Relationship to Applicant:
 Spouse OR Trust OR Other
3. Individual or Trust Name: Percentage: %
Date of Birth or Trust Date: -- Relationship to Applicant:
 Spouse OR Trust OR Other **Total: = 100%**

Payment to contingent beneficiary(ies) will be made according to the rules of succession described under Primary Beneficiary(ies). If there are no Primary or Contingent Beneficiary(ies) living at the time of your death, the value of your account will revert to your Estate.



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4. SPOUSAL CONSENT

This section does not need to be completed if you are single or your spouse is your primary beneficiary who will receive at least 50% of your account balance. To be completed by participant's spouse:

I hereby consent to the designation of the beneficiary(ies) listed in Section 3. By signing below, I hereby acknowledge that I understand: (1) that the effect of my consent may result in the forfeiture of benefits I would otherwise be entitled to receive upon my spouse's death; (2) that my spouse's waiver is not valid unless I consent to it; (3) that my consent is voluntary; (4) that my consent is irrevocable unless my spouse completes a new Beneficiary Designation Form; and (5) that my consent (signature) must be witnessed by a notary public or a plan representative.

I acknowledge that if my spouse is currently under 35 years of age, this beneficiary designation becomes ineffective on (a) the first day of the plan year in which he/she reaches age 35; or (b) the date of separation from service, whichever comes first, and that I must complete a new spousal consent in order for such beneficiary designation to become effective.

Signature of Participant's Spouse:

Date:

--

To be completed by a notary public:

Sworn before me this day --

In the State of County of

Notary Public Signature:

Notary stamp must be in the above box

My Commission Expires:

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Or the signature of an authorized representative of the plan below indicates witness of spouse's signature:

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5. AUTHORIZATION AND SIGNATURES

Individual Authorization: By executing this form

- I certify under penalties of perjury that my Social Security number in Section 1 on this form is correct.
- I acknowledge that I have read the prospectus(es) for any mutual fund in which I invest and that it is my responsibility to read the prospectus(es) of any fund into which I exchange and agree to the terms.
- I am aware that the beneficiary information included in this form becomes effective when delivered to Fidelity and will remain in effect until I deliver another completed and signed Beneficiary Designation Form to Fidelity with a later date. Fidelity will provide confirmation of my change in beneficiary.
- I am aware that the beneficiary information provided herein shall apply to all my Fidelity Accounts under the plans named on page 1 of this form, and shall replace all previous designation(s) I have made on any of the aforementioned Accounts.
- I understand that I may designate a beneficiary for my assets accumulated under the USC Retirement Savings Program. I further understand that if I choose not to designate a beneficiary, my beneficiary will be my surviving spouse, or if I do not have a surviving spouse, distributions will be based on the provisions of the Plans. Note: If you are married, see Section 4 of this form for applicable consent requirements.
- To the extent I am enrolling in my Employer's 403(b) plan:
 - I understand that USC and Fidelity Management Trust Company ("FMTC") have executed a Fidelity Investments Section 403(b)(7) Custodial Account Agreement and that an account under the Program has been established on my behalf.
 - I recognize that although FMTC is a bank, neither Fidelity Distributors Corporation nor any mutual fund in which my 403(b) account may be invested is a bank, and mutual fund shares are not backed or guaranteed by any bank or insured by the FDIC.

Your Signature:

Date:

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Fidelity Investments Institutional Operations Company, Inc.

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