

William F. Dwyer
STATE TREASURER



**THE STATE OF NEW HAMPSHIRE
STATE TREASURY**

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December 2, 2015

Her Excellency, Governor Margaret Wood Hassan
And the Honorable Executive Council
State House
Concord, NH 03301

REQUESTED ACTION

To authorize the State Treasurer, as Trustee of the New Hampshire Higher Education Savings Plan Trust (the "Trust"), to enter Novation Agreements that substitute one of the parties in the following documents governing the New Hampshire College Tuition Savings Plan (the "Savings Plan") to become effective January 1, 2016, subject to approval of the Governor and Executive Council:

Investment Management Agreement

Management and Administrative Services Agreement

There is no financial impact to the State. All compensation paid to the Investment Manager and all administrative costs incurred by the Trust are funded by means of an administrative assessment collected directly from the investment portfolios of participants in the Savings Plan.

EXPLANATION

Statutory Background – The New Hampshire College Tuition Savings Plan was established in 1997 pursuant to RSA 195-H, which authorized the creation of a State-sponsored college tuition savings plan qualified under Section 529 of the Internal Revenue Code (the "Program"). The Program currently consists of two savings plans: 1) the UNIQUE College Investing Plan ("UNIQUE") – a retail plan offered directly to the public by Fidelity representatives; and 2) the Fidelity Advisor 529 Plan ("FA 529") – available only through third-party investment advisors (not affiliated with Fidelity Investments) that do not offer a 529 plan of their own.

RSA 195-H also created the 13-member New Hampshire College Tuition Savings Plan Advisory Commission (the "Advisory Commission") and authorized the creation of the New Hampshire

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And the Honorable Council
December 2, 2015
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Higher Education Savings Plan Trust (the “Trust”), established in 1998, as the legal entity to carry out and promote the State’s purposes for the Program with the State Treasurer serving as Trustee.

The Trust currently encompasses all of the nearly 782,000 participant accounts with \$14 billion in participant-invested assets under management, making the State’s Program the fourth-largest 529 plan in the nation.

RSA 6:38 established the non-lapsing New Hampshire Excellence in Higher Education Endowment Trust Fund (the “Fund”) to provide postsecondary education scholarships for financially-qualified New Hampshire residents attending participating New Hampshire colleges. The Fund has distributed \$90 million in scholarship aid since inception. The Fund also provides reimbursement to the State for any administrative costs incurred on behalf of the Trust, the State Treasury, and the Advisory Commission.

Fund revenues are derived from the State’s portion of an annual administrative fee applied to the market value of each participant account and shared between the Trust and Fidelity.

Fidelity Service Contracts – In 1998 the State Treasurer, as Trustee, with the advice and consent of the Advisory Commission and the approval of the Governor and Executive Council, contracted with Fidelity to provide investment, management, and administrative support as a result of a rigorous Request for Proposal process. The two resulting service contracts (the Investment Management Agreement and the Management & Administrative Services Agreement) were scheduled to expire in 2013, however a 5-year option was exercised in 2009 following Governor and Executive Council approval. As a result, the contract with Fidelity will remain in effect through 2018. Besides New Hampshire, Fidelity currently manages the state-sponsored plans of Arizona, Delaware, and Massachusetts. Contractually, however, the New Hampshire UNIQUE Program is Fidelity’s national plan when marketing and promoting college savings plans.

Amendments to these agreements have been made from time to time in order to remain compliant with Section 529 of the federal tax code and federal investment disclosure requirements. Additional amendments have strengthened the competitiveness of the Savings Plan in the national marketplace by adding investment options, enhancing technology and services, and reducing participant entry and account maintenance costs and contribution minimums to promote savings, especially among middle and lower income families.

Requested Novation Agreement – Given the breadth and scale of Fidelity’s Multi-Asset Class Strategies within its Global Asset Allocation business, Fidelity recently elected to reorganize one of its investment affiliates and transition Global Asset Allocation out of Strategic Advisers, Inc., establishing it as its own organization, under FMR Co., Inc. The decision to split the company is a result of Global Asset Allocation’s success and recognition of the tremendous growth opportunities in both the Multi-Asset Class Strategies and Strategic Advisers, Inc. business. This structure expands the management capacity dedicated to each business, giving each the

Her Excellency, Governor Margaret Wood Hassan
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necessary resources to continue meeting the needs of Fidelity customers, while best positioning Fidelity to grow each business independently. Both organizations are fully committed to delivering the solutions that meet the needs of both institutional investors and individuals.

The realignment is also consistent with Fidelity's long-standing commitment to providing established and emerging businesses with the management capacity, resources, and focus needed to ensure these entities are best positioned to meet customers' evolving needs, while at the same time growing the business. Global Asset Allocation will continue to focus on Multi-Asset Class Strategies including the investment management of the UNIQUE and Fidelity Advisor 529 Plans. Mr. Derek Young, who has led Global Asset Allocation since 2011, will remain President of this organization.

Accordingly, FMR Co., Inc. will replace Strategic Advisers, Inc. as the legal entity on all Global Asset Allocation products, which is the reason for the Novation Agreements. The Novation Agreements do not change any existing terms or provisions, only the Fidelity-affiliated parties to the agreements.

Respectfully Submitted,



William F. Dwyer
State Treasurer

Attachments:

Executed Form of Novation Agreement of Investment Management Agreement
Executed Form of Novation Agreement of Management and Administrative Services Agreement

FORM OF NOVATION AGREEMENT OF INVESTMENT MANAGEMENT AGREEMENT

This Novation Agreement is entered into this 1st day of January, 2016 by and among STRATEGIC ADVISERS, INC (“Strategic”), a Massachusetts corporation, d/b/a Fidelity Strategic Advisers, Inc., FMR CO., INC. (“FMR Co., Inc.”), a Massachusetts corporation, d/b/a Fidelity FMR Co., and the TREASURER OF THE STATE OF NEW HAMPSHIRE (the “Trustee”), acting as Trustee of the New Hampshire Higher Education Savings Plan Trust (the “Trust”).

WHEREAS, the Trustee and Strategic have entered into an Investment Management Agreement (the “Investment Management Agreement”) on April 28, 2003 and subsequently amended and restated under which the Trustee appointed Strategic to provide investment management services to the Trust;

WHEREAS, Strategic and FMR Co., Inc. represent that each is a corporation duly organized, validly existing, in good standing under the laws of the jurisdiction under whose laws it is organized, and in a position to fully perform any and all obligations that may exist under the Novation Agreement;

WHEREAS, the Trustee, Strategic, FMR LLC (“FMR”) and Fidelity Brokerage Services LLC (“FBS”) have entered into a separate managed and administrative services agreement under which the Trustee appointed FMR, Strategic, and FBS to perform all services necessary to implement the marketing, administration, investment management and record-keeping aspects of the Trust;

WHEREAS, Strategic and FMR, Co., Inc. represent and warrant that each is registered as an investment adviser under the Investment Advisers Act of 1940, as amended, with the U.S. Securities and Exchange Commission;

WHEREAS, Strategic, FMR Co., Inc. and the Trustee desire that FMR Co., Inc. be substituted for Strategic as the investment adviser for the Trust; and

WHEREAS, Strategic desires to effect a novation of the Investment Management Agreement so that FMR Co., Inc. is substituted for Strategic as a party to such Agreement and Strategic is released from its obligations under such Investment Management Agreement, FMR Co., Inc. desires to accept the novation thereof, and the Trustee desire to consent to such novation.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the parties hereto agree as follows:

Novation and Acceptance. Subject to the terms and conditions contained herein, Strategic hereby affects a novation of the Investment Management Agreement to substitute FMR Co., Inc.

for Strategic as a party to such agreement (the “Novation”), and the Trustee hereby consent to such Novation and hereby release Strategic from all of its duties and obligations under the Investment Management Agreement, and FMR Co., Inc. hereby accepts the Novation and hereby releases Strategic from all of its duties and obligations under the Investment Management Agreement and assumes all rights, duties, and obligations of Strategic under such Investment Management Agreement.

Term. The Novation shall become effective as of the date hereof and shall extend for so long as the terms specified in Section X of the Investment Management Agreement are satisfied or until terminated in accordance with said Section X.

No Termination. The parties agree that the Novation shall not constitute an assignment of the Management Agreement for purposes of Section 11.3 of the Investment Management Agreement, and that the Investment Management Agreement, as so novated, shall remain in full force and effect after the Novation.

Technical Amendment. The parties agree that all references in the Investment Management Agreement to Strategic shall hereby be changed to FMR Co, Inc.

IN WITNESS WHEREOF, the parties hereto have caused this Novation Agreement to be executed as of the day and year first written above.

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THE TREASURER OF THE STATE OF NEW HAMPSHIRE acting as Trustee of THE NEW HAMPSHIRE HIGHER EDUCATION SAVINGS PLAN TRUST

By: William F. Dwyer

William F. Dwyer

Treasurer, State of New Hampshire as Trustee

Approval by Attorney General (Form, Substance and Execution)

By: Jill Jewelus, Assistant Attorney General
On: 11/30/15

STRATEGIC ADVISERS, INC. d/b/a FIDELITY STRATEGIC ADVISERS, INC.

By: Suzanne Brennan
Suzanne Brennan,

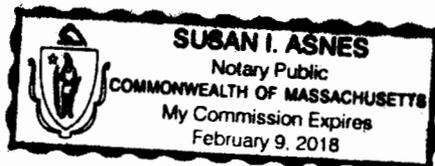
Chief Operating Officer

Acknowledgement: State of Massachusetts, County of Suffolk

On November 19, 2015, before the undersigned officer, personally appeared the person identified above, or satisfactorily provided to be the person whose name is signed above, and acknowledged that s/he executed this document in the capacity indicated above.

Signature of Notary Public: Susan I. Asnes

(seal)



FMR CO., INC. d/b/a FIDELITY FMR CO.

By: *Steven F. Schiffman*

Steven F. Schiffman

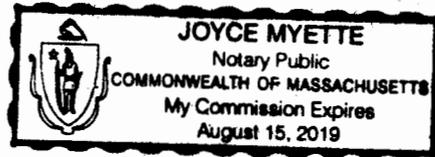
Assistant Treasurer

Acknowledgement: State of Massachusetts, County of Suffolk

On November 16, 2015, before the undersigned officer, personally appeared the person identified above, or satisfactorily provided to be the person whose name is signed above, and acknowledged that s/he executed this document in the capacity indicated above.

Signature of Notary Public: *Joyce Myette*

(seal)



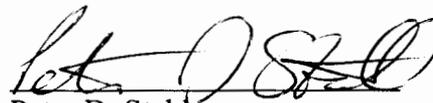
CERTIFICATE OF AUTHORITY
Strategic Advisers, Inc.
(the "Company")

In connection with the January 1, 2016 Novation Agreement to the Investment Management Agreement
Among
FMR Co., Inc., d/b/a Fidelity FMR Co., and Strategic Advisers, Inc. d/b/a Fidelity Strategic Advisers, Inc.
And the Trustee of the New Hampshire Higher Education Savings Plan Trust (the "Novation Agreement")

I, Peter D. Stahl, Secretary of Strategic Advisers, Inc. (the "Company"), do hereby certify that Suzanne Brennan is the duly elected, appointed and qualified Chief Operating Officer of the Company, is acting as such officer of the Company at the time of the signing of the Novation Agreement, is duly authorized to sign the Novation Agreement on behalf of the Company, and is empowered to bind the Company to the terms and conditions of the Novation Agreement.

IN WITNESS WHEREOF, I have signed this Certificate as of the date indicated below.

Date: 11/23/15


Peter D. Stahl
Secretary

CERTIFICATE OF AUTHORITY
FMR CO., INC.
(the "Company")

In connection with the January 1, 2016 Novation Agreement to the Investment Management Agreement
Among
FMR Co., Inc., d/b/a Fidelity FMR Co., and Strategic Advisers, Inc. d/b/a Fidelity Strategic Advisers, Inc.
And the Trustee of the New Hampshire Higher Education Savings Plan Trust (the "Novation Agreement")

I, Peter D. Stahl, Assistant Secretary of FMR Co., Inc. (the "Company"), do hereby certify that Steven F. Schiffman the duly elected, appointed and qualified Assistant Treasurer of the Company, is acting as such officer of the Company at the time of the signing of the Novation Agreement, is duly authorized to sign the Novation Agreement on behalf of the Company, and is empowered to bind the Company to the terms and conditions of the Novation Agreement.

IN WITNESS WHEREOF, I have signed this Certificate as of the date indicated below.

Date: 11/23/15



Peter D. Stahl
Assistant Secretary

CERTIFICATE OF AUTHORITY
FMR LLC
(the "Company")

In connection with the January 1, 2016 Novation Agreement of the Investment Management Agreement
Among
FMR Co., Inc., d/b/a Fidelity FMR Co., and Strategic Advisers, Inc. d/b/a Fidelity Strategic Advisers, Inc.
And the Trustee of the New Hampshire Higher Education Savings Plan Trust
(the "Novation Agreement")

I, Peter D. Stahl, Secretary of FMR LLC (the "Company"), do hereby certify that Steven F. Schiffman is the duly elected, appointed and qualified Treasurer of the Company, is acting as such officer of the Company at the time of the signing of the Novation Agreement, is duly authorized to sign the Novation Agreement on behalf of the Company, and is empowered to bind the Company to the terms and conditions of the Novation Agreement.

IN WITNESS WHEREOF, I have signed this Certificate as of the date indicated below.

Date: 11/23/15


Peter D. Stahl
Secretary

FORM OF NOVATION AGREEMENT OF MANAGEMENT AND ADMINISTRATIVE SERVICES AGREEMENT

This Novation Agreement is entered into this 1st day of January, 2016 by and among STRATEGIC ADVISERS, INC (“Strategic”), a Massachusetts corporation, d/b/a Fidelity Strategic Advisers, Inc., FMR LLC (“FMR”), a Delaware limited liability company, FIDELITY BROKERAGE SERVICES LLC (“FBS”), a Delaware limited liability company, FMR CO., INC. (“FMR Co., Inc.”), a Massachusetts corporation, d/b/a Fidelity FMR Co., and the TREASURER OF THE STATE OF NEW HAMPSHIRE (the “Trustee”), acting as Trustee of the New Hampshire Higher Education Savings Plan Trust.

WHEREAS, the Trustee and FMR, Strategic, and FBS have entered into a Management and Administrative Services Agreement (the “Management Agreement”) on January 14, 1998, and subsequently amended and restated, under which the Trustee appointed FMR, Strategic, and FBS to perform all services necessary to implement the marketing, administration, investment management and record-keeping aspects of the New Hampshire College Tuition Savings Plan (the “New Hampshire Plan”);

WHEREAS, the Trustee and Strategic have entered into a separate investment management agreement under which the Trustee appointed Strategic to provide investment management services to the New Hampshire Plan;

WHEREAS, FMR, Strategic, FBS, and FMR Co., Inc. represent that each is a corporation duly organized, validly existing, in good standing under the laws of the jurisdiction under whose laws it is organized, and in a position to fully perform any and all obligations that may exist under this Novation Agreement;

WHEREAS, FBS represents and warrants that it is a broker-dealer registered as such with the U.S. Securities and Exchange Commission and the various states;

WHEREAS, Strategic and FMR Co., Inc. represent and warrant that each is registered as an investment adviser under the Investment Advisers Act of 1940, as amended, with the U.S. Securities and Exchange Commission;

WHEREAS Strategic, FBS, FMR, FMR Co., Inc. and the Trustee desire that FMR Co., Inc. be substituted for Strategic as the investment adviser for the New Hampshire Plan; and

WHEREAS Strategic desires to affect a novation of the Management Agreement so that FMR Co., Inc. is substituted for Strategic as a party to such Management Agreement and Strategic is released from its obligations under such Management Agreement, FMR Co., Inc. desires to accept the novation thereof, and FBS, FMR, and the Trustee desire to consent to such novation.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the parties hereto agree as follows:

Novation and Acceptance. Subject to the terms and conditions contained herein, Strategic hereby affects a novation of the Management Agreement to substitute FMR Co., Inc. for Strategic as a party to such Novation Agreement; FMR, FBS, and the Trustee hereby consent to such novation and hereby release Strategic from all of its duties and obligations under the Management Agreement; and FMR Co., Inc. hereby accepts the novation and hereby releases Strategic from all of its duties and obligations under the Management Agreement and assumes all rights, duties, and obligations of Strategic under such Management Agreement.

Term. The Novation Agreement shall become effective as of the date hereof and shall extend for so long as the terms specified in Sections 7.2 and 7.3 of the Management Agreement are satisfied or until terminated in accordance with said Section 7.4.

No Termination. The parties agree that the Novation Agreement shall not constitute an assignment of the Management Agreement for purposes of Section 9.3 of the Management Agreement, and that the Management Agreement, as so novated, shall remain in full force and effect after this novation.

Technical Amendment. The parties agree that all references in the Management Agreement to Strategic shall hereby be changed to FMR Co., Inc.

IN WITNESS WHEREOF, the parties hereto have caused this Novation Agreement to be executed as of the day and year first written above.

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THE TREASURER OF THE STATE OF NEW HAMPSHIRE acting as the Trustee of THE NEW HAMPSHIRE HIGHER EDUCATION SAVINGS PLAN TRUST

By: William F. Dwyer

William F. Dwyer

Treasurer, State of New Hampshire as Trustee

Approval by Attorney General (Form, Substance, and Execution)

By: Jill Demodrus, Assistant Attorney General
On: 11/30/15

STRATEGIC ADVISERS, INC. d/b/a FIDELITY STRATEGIC ADVISERS, INC.

By: Suzanne Brennan

Suzanne Brennan

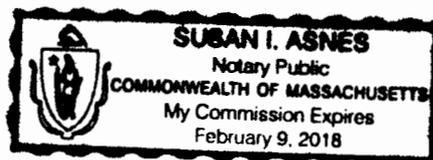
Chief Operating Officer

Acknowledgement: State of Massachusetts, County of Suffolk

On November 19, 2015, before the undersigned officer, personally appeared the person identified above, or satisfactorily provided to be the person whose name is signed above, and acknowledged that s/he executed this document in the capacity indicated above.

Signature of Notary Public Susan I. Asnes

(seal)



FMR LLC

By: Steven F. Schiffman

Steven F. Schiffman

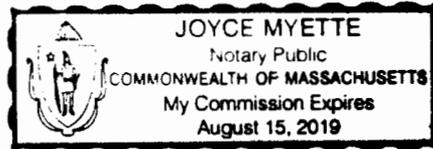
Treasurer

Acknowledgement: State of Massachusetts, County of Suffolk

On November 16, 2015, before the undersigned officer, personally appeared the person identified above, or satisfactorily provided to be the person whose name is signed above, and acknowledged that s/he executed this document in the capacity indicated above.

Signature of Notary Public: Joyce Myette

(seal)



FMR CO., INC. d/b/a FIDELITY FMR CO.

By: Steven F. Schiffman

Steven F. Schiffman

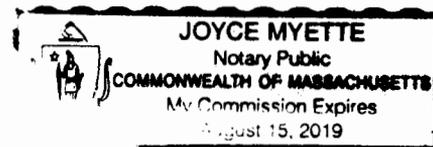
Assistant Treasurer

Acknowledgement: State of Massachusetts, County of Suffolk

On November 16, 2015, before the undersigned officer, personally appeared the person identified above, or satisfactorily provided to be the person whose name is signed above, and acknowledged that s/he executed this document in the capacity indicated above.

Signature of Notary Public: Joyce Myette

(seal)



FIDELITY BROKERAGE SERVICES LLC

By: _____



Sriram Subramaniam
President

Acknowledgement: State of Rhode Island, County of Providence

On November 23, 2015, before the undersigned officer, personally appeared the person identified above, or satisfactorily provided to be the person whose name is signed above, and acknowledged that s/he executed this document in the capacity indicated above.

Signature of Notary Public: _____



(seal)

CERTIFICATE OF AUTHORITY
FMR Co., Inc. d/b/a Fidelity FMR Co.
(the "Company")

In connection with the January 1, 2016 Novation Agreement to the Management and
Administrative Services Agreement

Among

FMR LLC, Fidelity Brokerage Services LLC, FMR Co., Inc. d/b/a Fidelity FMR Co., and
Strategic Advisers, Inc. d/b/a Fidelity Strategic Advisers, Inc.

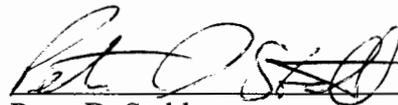
and

the Treasurer of the State of New Hampshire acting as Trustee of the New Hampshire Higher
Education Savings Plan Trust
(the "Novation Agreement")

I, Peter D. Stahl, Assistant Secretary of FMR Co., Inc. d/b/a Fidelity FMR Co. (the
"Company"), do hereby certify that Steven F. Schiffman the duly elected, appointed and
qualified Assistant Treasurer of the Company, is acting as such officer of the Company at the
time of the signing of the Novation Agreement, is duly authorized to sign the Novation
Agreement on behalf of the Company, and is empowered to bind the Company to the terms and
conditions of the Novation Agreement.

IN WITNESS WHEREOF, I have signed this Certificate as of the date indicated below.

Date: 11/23/15



Peter D. Stahl
Assistant Secretary

CERTIFICATE OF AUTHORITY
FMR LLC
(the "Company")

In connection with the January 1, 2016 Novation Agreement of the Management and Administrative Services Agreement
Among
FMR LLC, Fidelity Brokerage Services LLC, FMR Co., Inc. d/b/a Fidelity FMR Co., and Strategic Advisers, Inc., d/b/a Fidelity Strategic Advisers, Inc.
and
the Treasurer of the State of New Hampshire acting as Trustee of the New Hampshire Higher Education Savings Plan Trust
(the "Novation Agreement")

I, Peter D. Stahl, Secretary of FMR LLC (the "Company"), do hereby certify that Steven F. Schiffman is the duly elected, appointed and qualified Treasurer of the Company, is acting as such officer of the Company at the time of the signing of the Novation Agreement, is duly authorized to sign the Novation Agreement on behalf of the Company, and is empowered to bind the Company to the terms and conditions of the Novation Agreement.

IN WITNESS WHEREOF, I have signed this Certificate as of the date indicated below.

Date: 11/23/15


Peter D. Stahl
Secretary

CERTIFICATE OF AUTHORITY
Strategic Advisers, Inc. d/b/a Fidelity Strategic Advisers, Inc.
(the "Company")

In connection with the January 1, 2016 Novation Agreement to the Management and
Administrative Services Agreement

Among

FMR LLC, Fidelity Brokerage Services LLC, FMR Co., Inc. d/b/a Fidelity FMR Co., and
Strategic Advisers, Inc. d/b/a Fidelity Strategic Advisers, Inc.

and

the Treasurer of the State of New Hampshire acting as Trustee of the New Hampshire Higher
Education Savings Plan Trust
(the "Novation Agreement")

I, Peter D. Stahl, Secretary of Strategic Advisers, Inc. d/b/a Fidelity Strategic Advisers, Inc. (the "Company"), do hereby certify that Suzanne Brennan is the duly elected, appointed and qualified Chief Operating Officer of the Company, is acting as such officer of the Company at the time of the signing of the Novation Agreement, is duly authorized to sign the Novation Agreement on behalf of the Company, and is empowered to bind the Company to the terms and conditions of the Novation Agreement.

IN WITNESS WHEREOF, I have signed this Certificate as of the date indicated below.

Date: 11/23/15


Peter D. Stahl
Secretary

CERTIFICATE OF AUTHORITY
Fidelity Brokerage Services LLC
(the "Company")

In connection with the January 1, 2016 Novation Agreement to the Management and
Administrative Services Agreement

Among

FMR LLC, Fidelity Brokerage Services LLC, FMR Co., Inc. d/b/a Fidelity FMR Co., and
Strategic Advisers, Inc. d/b/a Fidelity Strategic Advisers, Inc.

and

the Treasurer of the State of New Hampshire acting as Trustee of the New Hampshire Higher
Education Savings Plan Trust
(the "Novation Agreement")

I, Peter D. Stahl, Assistant Secretary of Fidelity Brokerage Services LLC (the
"Company"), do hereby certify that Sriram Subramaniam is the duly elected, appointed and
qualified President of the Company, is acting as such officer of the Company at the time of the
signing of the Novation Agreement, is duly authorized to sign the Novation Agreement on behalf
of the Company, and is empowered to bind the Company to the terms and conditions of the
Novation Agreement.

IN WITNESS WHEREOF, I have signed this Certificate as of the date indicated below.

Date: 11/23/15



Peter D. Stahl
Assistant Secretary

State of New Hampshire Department of State

CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that STRATEGIC ADVISERS, INC. doing business in New Hampshire as FIDELITY STRATEGIC ADVISERS, a(n) Massachusetts corporation, is authorized to transact business in New Hampshire and qualified on June 5, 2001. I further certify that all fees and annual reports required by the Secretary of State's office have been received.



In TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of the State of New Hampshire, this 16th day of October, A.D. 2015

A handwritten signature in black ink, appearing to read "William M. Gardner".

William M. Gardner
Secretary of State

State of New Hampshire Department of State

CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that FMR LLC, a(n) Delaware limited liability company registered to do business in New Hampshire on October 3, 2007. I further certify that it is in good standing as far as this office is concerned, having filed the annual report(s) and paid the fees required by law.



In TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of the State of New Hampshire, this 16th day of October, A.D. 2015

A handwritten signature in cursive script, appearing to read "William M. Gardner".

William M. Gardner
Secretary of State

State of New Hampshire Department of State

CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that FIDELITY BROKERAGE SERVICES LLC, a(n) Delaware limited liability company registered to do business in New Hampshire on August 16, 2000. I further certify that it is in good standing as far as this office is concerned, having filed the annual report(s) and paid the fees required by law.



In TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of the State of New Hampshire, this 16th day of October, A.D. 2015

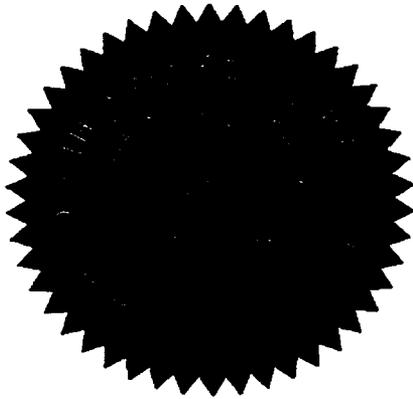
A handwritten signature in cursive script, reading "William M. Gardner".

William M. Gardner
Secretary of State

State of New Hampshire
Department of State

CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that FMR Co., Inc. doing business in New Hampshire as Fidelity FMR Co., a(n) Massachusetts corporation, is authorized to transact business in New Hampshire and qualified on November 10, 2015. I further certify that all fees required by the Secretary of State's office have been received.



In TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 18th day of November, A.D. 2015

A handwritten signature in cursive script, appearing to read "William M. Gardner".

William M. Gardner
Secretary of State

Full Listing of Workers Compensation Policies for FMR LLC:

<u>Policy #</u>	<u>Eff. Date</u>	<u>Exp. Date</u>	<u>Issuing Company</u>	<u>States</u>
024508589	1/1/15	1/1/16	New Hampshire Ins Co	ME
024508592	1/1/15	1/1/16	New Hampshire Ins Co	AL,AR,CO,CT,DC,DE,GA,HI,IA,ID,IN,KS,LA,MD,MI,MN,MO,MS,NE,NM,NV,NY,OK,RI,SC,TN,TX
024508588	1/1/15	1/1/16	New Hampshire Ins Co	CA
024508587	1/1/15	1/1/16	New Hampshire Ins Co	AZ,VA
024508585	1/1/15	1/1/16	New Hampshire Ins Co	IL,KY,NC,NH,UT,VT
024508586	1/1/15	1/1/16	New Hampshire Ins Co	NJ,PA
024508593	1/1/15	1/1/16	New Hampshire Ins Co	FL
024508590	1/1/15	1/1/16	Ins Co State of Penn	OR

30 Day Notice of Cancellation Provision:

In the event of cancellation prior to the expiration date of any insurance policy issued to FMR LLC or any subsidiary or fund thereof for which an ACORD certificate of insurance has been issued by Lockton, Lockton shall mail 30 day written notice of such cancellation to any certificate holder on record with Lockton. In the event of cancellation due to non-payment of premium, a 10 day notice will be provided.