

NDPERS
457
Companion Plan
Quarterly Report
2nd Quarter
4/1/2005 – 6/30/2005



North Dakota Public Employees Retirement System
400 E Bdwy, Suite 505
Box 1657
Bismarck, ND 58502

NDPERS 401(a) Defined Contribution Plan & 457 Companion Plan - Fidelity

INITIAL OFFERING:

Fidelity Equity-Income	Fidelity Spartan US Equity Index Fidelity Dividend Growth	Fidelity Growth Company Fidelity Blue Chip Growth	LARGE
Mutual Shares A	Dreyfus Mid Cap Index Fidelity Spartan Ext Mkt Index	Fidelity Mid Cap Stock	MEDIUM
PIMCO Small Cap Value	Dreyfus Small Cap Index	MSIF Small Co Growth B	SMALL
VALUE	BLEND	GROWTH	

BALANCED FUND:

Fidelity Puritan Fund

INCOME FUNDS:

Fidelity Managed Income Portfolio

BOND FUNDS:

PIMCO Total Return Bond Fund

INTERNATIONAL FUNDS:

Fidelity Diversified International (Blend Bias)

LIFESTYLE FUNDS:

Fidelity Freedom Income	Fidelity Freedom 2015	Fidelity Freedom 2030
Fidelity Freedom 2000	Fidelity Freedom 2020	Fidelity Freedom 2035
Fidelity Freedom 2005	Fidelity Freedom 2025	Fidelity Freedom 2040
Fidelity Freedom 2010		

FUND STYLE CHANGES:

	Mutual Shares A		LARGE
			MEDIUM
			SMALL
VALUE	BLEND	GROWTH	

INCOME FUNDS:

BOND FUNDS:

INTERNATIONAL FUNDS:

Fidelity Diversified International (Growth Bias)

BALANCED FUNDS:

LIFESTYLE FUNDS:

CURRENT LINEUP:

Fidelity Equity-Income	Fidelity Spartan US Equity Index Fidelity Dividend Growth Mutual Shares A	Fidelity Growth Company Fidelity Blue Chip Growth	LARGE
	Dreyfus Mid Cap Index Fidelity Spartan Ext Mkt Index	Fidelity Mid Cap Stock	MEDIUM
PIMCO Small Cap Value	Dreyfus Small Cap Index	MSIF Small Co Growth B	SMALL

NDPERS Investment Benchmarks - 2nd Quarter 2005

	<u>Quarter</u>	<u>Y-T-D</u>	<u>1-Year</u>	<u>3-Year</u>	<u>5-Year</u>
<u>Stable Value Fund</u>					
Fidelity Managed Income Portfolio	0.94%	1.88%	3.91%	4.32%	4.87%
GIC 5 Year	0.99%	1.99%	3.97%	4.09%	4.28%
<u>Fixed Income Fund</u>					
PIMCO Total Return Bond Fund - PTRAX	3.15%	2.77%	7.44%	6.30%	7.95%
Lehman Aggregate Bond Index	3.01%	2.51%	6.80%	5.76%	7.40%
Taxable Bond Fund Universe	2.30%	1.73%	7.83%	7.68%	6.97%
<u>Balanced Fund</u>					
Fidelity Puritan - FPURX	1.24%	-0.15%	6.46%	8.36%	5.43%
60% Large Cap Value Univ & 40% Taxable Bond Universe	1.63%	0.93%	8.86%	8.33%	5.78%
60% Russell 3000 Value & 40% Lehman Agg Bond Index	2.38%	2.02%	11.17%	9.05%	7.30%
<u>Large Cap Equities - Value</u>					
Fidelity Equity-Income - FEQIX	0.53%	-1.34%	6.18%	8.10%	4.55%
Russell 1000 Value Index	1.67%	1.76%	14.06%	11.00%	6.56%
Large Cap Value Fund Universe	1.19%	0.39%	9.55%	8.76%	4.98%
<u>Large Cap Equities - Blend</u>					
Fidelity Spartan US Equity Index - FUSEX	1.36%	-0.83%	6.25%	8.16%	-2.50%
Fidelity Dividend Growth - FDGFX	2.24%	-2.11%	1.56%	6.07%	0.37%
S&P 500 Index	1.37%	-0.81%	6.32%	8.28%	-2.37%
Large Cap Blend Fund Universe	1.41%	-0.60%	6.35%	7.44%	-1.79%
<u>Large Cap Equities - Growth</u>					
Fidelity Growth Company - FDGRX	5.60%	-0.39%	5.87%	11.94%	-7.58%
Russell 3000 Growth Index	2.55%	-1.88%	1.90%	7.56%	-9.93%
Fidelity Blue Chip Growth - FBGRX	1.97%	-2.09%	1.26%	5.21%	-6.92%
Russell 1000 Growth Index	2.46%	-1.72%	1.68%	7.26%	-10.36%
Large Cap Growth Fund Universe	2.59%	-1.78%	3.24%	6.47%	-8.27%
<u>Mid Cap Equities - Value</u>					
Franklin Mutual Shares A - TESIX	2.25%	2.43%	12.60%	10.59%	9.25%
Russell Mid Cap Value	4.70%	5.51%	21.80%	16.55%	14.86%
Mid Cap Value Fund Universe	2.49%	2.25%	13.63%	12.75%	11.74%
<u>Mid Cap Equities - Blend</u>					
Dreyfus Mid Cap Index - PESPX	4.15%	3.60%	13.49%	12.59%	7.94%
S&P Mid Cap 400	4.26%	3.85%	14.03%	13.16%	8.49%
Fidelity Spartan Extended Mkt Index - FSEMXX	5.45%	1.82%	13.47%	15.22%	1.65%
Wilshire 4500 Index	5.42%	1.83%	13.49%	15.69%	1.59%
Mid Cap Blend Fund Universe	2.71%	1.65%	11.84%	12.73%	6.60%
<u>Mid Cap Equities - Growth</u>					
Fidelity Mid Cap Stock - FMCSX	5.00%	1.24%	8.15%	9.12%	-0.02%
Russell Mid Cap Growth	3.43%	1.70%	10.86%	14.86%	-5.23%
Mid Cap Growth Fund Universe	3.20%	0.05%	7.75%	10.00%	-4.72%

Fund Returns in RED do not meet both benchmarks.

Fund Returns in BLACK meet both benchmarks.

NDPERS Investment Benchmarks - 2nd Quarter 2005

	<u>Quarter</u>	<u>Y-T-D</u>	<u>1-Year</u>	<u>3-Year</u>	<u>5-Year</u>
<u>Small Cap Equities - Value</u>					
Allianz NFJ Small Cap Value - PVADX	3.94%	4.99%	18.74%	15.72%	19.49%
Russell 2000 Value Index	5.08%	0.90%	14.39%	14.15%	16.12%
Small Value Fund Universe	2.94%	0.96%	12.85%	13.94%	14.96%
<u>Small Cap Equities - Blend</u>					
Dreyfus Small Cap Index - DISSX	3.87%	1.69%	13.18%	13.48%	10.01%
Russell 2000 Index	4.32%	-1.25%	9.45%	12.81%	5.71%
S & P 600 Index	3.94%	1.79%	13.45%	13.95%	10.51%
Small Blend Fund Universe	3.31%	0.21%	11.15%	12.75%	9.96%
<u>Small Cap Equities - Growth</u>					
MSI Small Co Growth B - MSSMX	7.12%	5.16%	15.52%	16.07%	-0.81%
Russell 2000 Growth Index	3.48%	-3.58%	4.29%	11.37%	-4.51%
Small Growth Fund Universe	3.63%	-1.50%	6.10%	10.50%	-2.49%
<u>International Equity Funds</u>					
Fidelity Diversified International - FDIVX	0.42%	0.56%	14.85%	14.60%	5.03%
MSCI EAFE	-0.75%	-0.85%	14.13%	12.51%	-0.17%
International Stock Fund Universe	0.95%	1.10%	17.36%	14.68%	3.47%
<u>Asset Allocation Funds:</u>					
Fidelity Freedom Income - FFFAX	1.70%	1.25%	4.38%	4.42%	3.32%
Income Benchmark	1.98%	1.49%	5.30%	5.05%	3.63%
Fidelity Freedom 2000 - FFFBX	1.93%	1.25%	4.84%	5.04%	2.59%
2000 Benchmark	2.05%	1.45%	5.74%	5.58%	3.58%
Fidelity Freedom 2005 - FFFVX	2.17%	0.94%	6.39%	N/A	N/A
2005 Benchmark	2.29%	1.16%	7.45%	7.76%	3.05%
Fidelity Freedom 2010 - FFFCX	2.17%	0.90%	6.50%	7.52%	1.89%
2010 Benchmark	2.27%	1.09%	7.59%	7.96%	2.85%
Fidelity Freedom 2015 - FFFVX	2.31%	0.65%	7.06%	N/A	N/A
2015 Benchmark	2.20%	0.79%	8.23%	8.88%	2.00%
Fidelity Freedom 2020 - FFFDX	2.17%	0.34%	7.39%	8.97%	0.21%
2020 Benchmark	2.15%	0.55%	8.76%	9.69%	1.34%
Fidelity Freedom 2025 - FFTWX	2.18%	0.28%	7.44%	N/A	N/A
2025 Benchmark	2.08%	0.38%	8.88%	9.92%	0.75%
Fidelity Freedom 2030 - FFFEX	2.08%	0.12%	7.67%	9.33%	-0.91%
2030 Benchmark	2.01%	0.23%	9.05%	10.24%	0.33%
Fidelity Freedom 2035 - FFTHX	2.06%	0.10%	7.95%	N/A	N/A
2035 Benchmark	1.89%	0.13%	9.33%	10.57%	0.18%
Fidelity Freedom 2040 - FFFFX	2.06%	-0.04%	7.95%	9.78%	N/A
2040 Benchmark	1.86%	0.01%	9.40%	10.78%	-0.25%
Income Benchmark is comprised of 22% Wilshire 5000, 40% LB Agg, 38% 3 Month T-Bill					
2000 Benchmark is comprised of 25% Wilshire 5000, 1% MSCI EAFE, 41% LB Agg, 1% LB HY Bond, 32% 3 Month T-Bill					
2005 Benchmark is comprised of 40% Wilshire 5000, 5% MSCI EAFE, 40% LB Agg, 5% LB HY Bond, 10% 3 Month T-Bill					
2010 Benchmark is comprised of 42% Wilshire 5000, 6% MSCI EAFE, 38% LB Agg, 5% LB HY Bond, 9% 3 Month T-Bill					
2015 Benchmark is comprised of 52% Wilshire 5000, 9% MSCI EAFE, 29% LB Agg, 6% LB HY Bond, 4% 3 Month T-Bill					
2020 Benchmark is comprised of 60% Wilshire 5000, 11% MSCI EAFE, 21% LB Agg, 8% LB HY Bond					
2025 Benchmark is comprised of 66% Wilshire 5000, 12% MSCI EAFE, 15% LB Agg, 7% LB HY Bond					
2030 Benchmark is comprised of 70% Wilshire 5000, 13% MSCI EAFE, 9% LB Agg, 8% LB HY Bond					
2035 Benchmark is comprised of 69% Wilshire 5000, 16% MSCI EAFE, 5% LB Agg, 10% LB HY Bond					
2040 Benchmark is comprised of 74% Wilshire 5000, 16% MSCI EAFE, 10% LB HY Bond					
Wilshire 5000 Index	2.32%	0.04%	8.21%	9.94%	-1.27%
MSCI EAFE	-0.75%	-0.85%	14.13%	12.51%	-0.17%
Lehman Aggregate Bond Index	3.01%	2.51%	6.80%	5.76%	7.40%
LB High Yield Bond Fund Index	2.61%	1.13%	10.62%	14.21%	7.14%
3 Month T-Bill Index	0.69%	1.26%	2.04%	1.47%	2.49%
Russell 3000 Value Index	1.96%	1.69%	14.09%	11.24%	7.23%

Fund Returns in RED do not meet both benchmarks.

Fund Returns in BLACK meet both benchmarks.

NDPERS Mutual Fund Research - 6/30/2005

Large Value

Fund	Symbol	Assets	Inception	Manager		Expense			Median Mkt Cap	Morn-Star Rating	Category Rank			Average Return				Standard=S&P 500 Index			Standard Deviation	Sharpe Ratio
				Tenure	Ratio	Stocks	Turnover	P/E			3 - Year	5 - Year	3-month	1-Year	3-Year	5-Year	10-Year	R-Squared	Beta	Alpha		
Fidelity Puritan	FPURX	23.9 Billion	4/16/1947	5 Years	0.64%	1010	67%	N/A	38.0 Bil	4-Stars	31	13	1.24	6.46	8.36	5.43	9.28	93	0.66	2.09	9.52	0.73
Fidelity Equity-Income	FEQIX	26.0 Billion	5/16/1966	12 Years	0.69%	239	19%	15.4	41.6 Bil	3-Stars	52	50	0.53	6.18	8.10	4.55	10.15	96	1.05	-0.04	14.92	0.49

Large Blend

Fund	Symbol	Assets	Inception	Manager		Expense			Median Mkt Cap	Morn-Star Rating	Category Rank			Average Return				Standard=S&P 500 Index			Standard Deviation	Sharpe Ratio
				Tenure	Ratio	Stocks	Turnover	P/E			3 - Year	5 - Year	3-month	1-Year	3-Year	5-Year	10-Year	R-Squared	Beta	Alpha		
Fidelity Spartan US Equity Index	FUSEX	21.7 Billion	3/6/1990	Team	0.19%	504	5%	16.3	47.6 Bil	4-Stars	31	52	1.36	6.25	8.16	-2.50	9.75	100	1.00	-0.12	13.95	0.52
Fidelity Dividend Growth	FDGFX	17.1 Billion	4/27/1993	8 Years	0.89%	128	37%	14.7	55.5 Bil	4-Stars	69	21	2.24	1.56	6.07	0.37	11.61	94	1.05	-2.29	15.17	0.36
Fidelity Diversified International	FDIVX	26.3 Billion	12/27/1991	4 Years	1.12%	343	55%	14.4	16.9 Bil	5-Stars	1	1	0.42	14.85	14.60	5.03	12.31	96	0.90	3.24	13.92	0.94

Large Growth

Fund	Symbol	Assets	Inception	Manager		Expense			Median Mkt Cap	Morn-Star Rating	Category Rank			Average Return				Standard=S&P 500 Index			Standard Deviation	Sharpe Ratio
				Tenure	Ratio	Stocks	Turnover	P/E			3 - Year	5 - Year	3-month	1-Year	3-Year	5-Year	10-Year	R-Squared	Beta	Alpha		
Fidelity Growth Company	FDGRX	24.3 Billion	1/17/1983	8 Years	0.82%	261	49%	23.2	14.5 Bil	3-Stars	6	45	5.60	5.87	11.94	-7.58	10.11	85	1.26	2.28	19.01	0.61
Fidelity Blue Chip Growth	FBGRX	22.0 Billion	12/31/1987	9 Years	0.67%	174	23%	18.1	47.9 Bil	3-Stars	64	37	1.97	1.26	5.21	-6.92	6.86	98	0.93	-2.49	13.17	0.33

Medium Value

Fund	Symbol	Assets	Inception	Manager		Expense			Median Mkt Cap	Morn-Star Rating	Category Rank			Average Return				Standard=S&P 500 Index			Standard Deviation	Sharpe Ratio
				Tenure	Ratio	Stocks	Turnover	P/E			3 - Year	5 - Year	3-month	1-Year	3-Year	5-Year	10-Year	R-Squared	Beta	Alpha		
Franklin Mutual Shares A	TESIX	13.6 Billion	11/11/1996	3 Years	1.16%	263	33%	14.9	12.1 Bil	4-Stars	55	16	2.25	12.60	10.59	9.25	N/A	77	0.56	4.80	8.93	1.00

Medium Blend

Fund	Symbol	Assets	Inception	Manager		Expense			Median Mkt Cap	Morn-Star Rating	Category Rank			Average Return				Standard=S&P 500 Index			Standard Deviation	Sharpe Ratio
				Tenure	Ratio	Stocks	Turnover	P/E			3 - Year	5 - Year	3-month	1-Year	3-Year	5-Year	10-Year	R-Squared	Beta	Alpha		
Dreyfus Mid Cap Index	PESPX	1.9 Billion	6/19/1991	Team	0.50%	405	14%	16.9	3.3 Bil	4-Stars	42	41	4.15	13.49	12.59	7.94	14.03	82	0.95	4.39	14.60	0.78
Fidelity Spartan Extended Mkt Index	FSEMXX	1.6 Billion	11/5/1997	Team	0.23%	3635	17%	17.8	2.0 Bil	3-Stars	16	88	5.45	13.47	15.22	1.65	N/A	77	0.97	6.69	15.38	0.90

Medium Growth

Fund	Symbol	Assets	Inception	Manager		Expense			Median Mkt Cap	Morn-Star Rating	Category Rank			Average Return				Standard=S&P 500 Index			Standard Deviation	Sharpe Ratio
				Tenure	Ratio	Stocks	Turnover	P/E			3 - Year	5 - Year	3-month	1-Year	3-Year	5-Year	10-Year	R-Squared	Beta	Alpha		
Fidelity Mid-Cap Stock	FMCSX	8.7 Billion	3/29/1994	0 Years	0.62%	402	186%	19.4	4.9 Bil	4-Stars	58	23	5.00	8.15	9.12	-0.02	12.74	79	1.06	0.74	16.55	0.52

Small Value

Fund	Symbol	Assets	Inception	Manager		Expense			Median Mkt Cap	Morn-Star Rating	Category Rank			Average Return				Standard=S&P 500 Index			Standard Deviation	Sharpe Ratio
				Tenure	Ratio	Stocks	Turnover	P/E			3 - Year	5 - Year	3-month	1-Year	3-Year	5-Year	10-Year	R-Squared	Beta	Alpha		
Allianz NFJ Small Cap Value Admin	PVADX	3.5 Billion	11/1/1995	13 Years	1.11%	112	30%	12.9	1.4 Bil	5-Stars	45	14	3.94	18.74	15.72	19.49	N/A	60	0.73	8.59	13.10	1.07

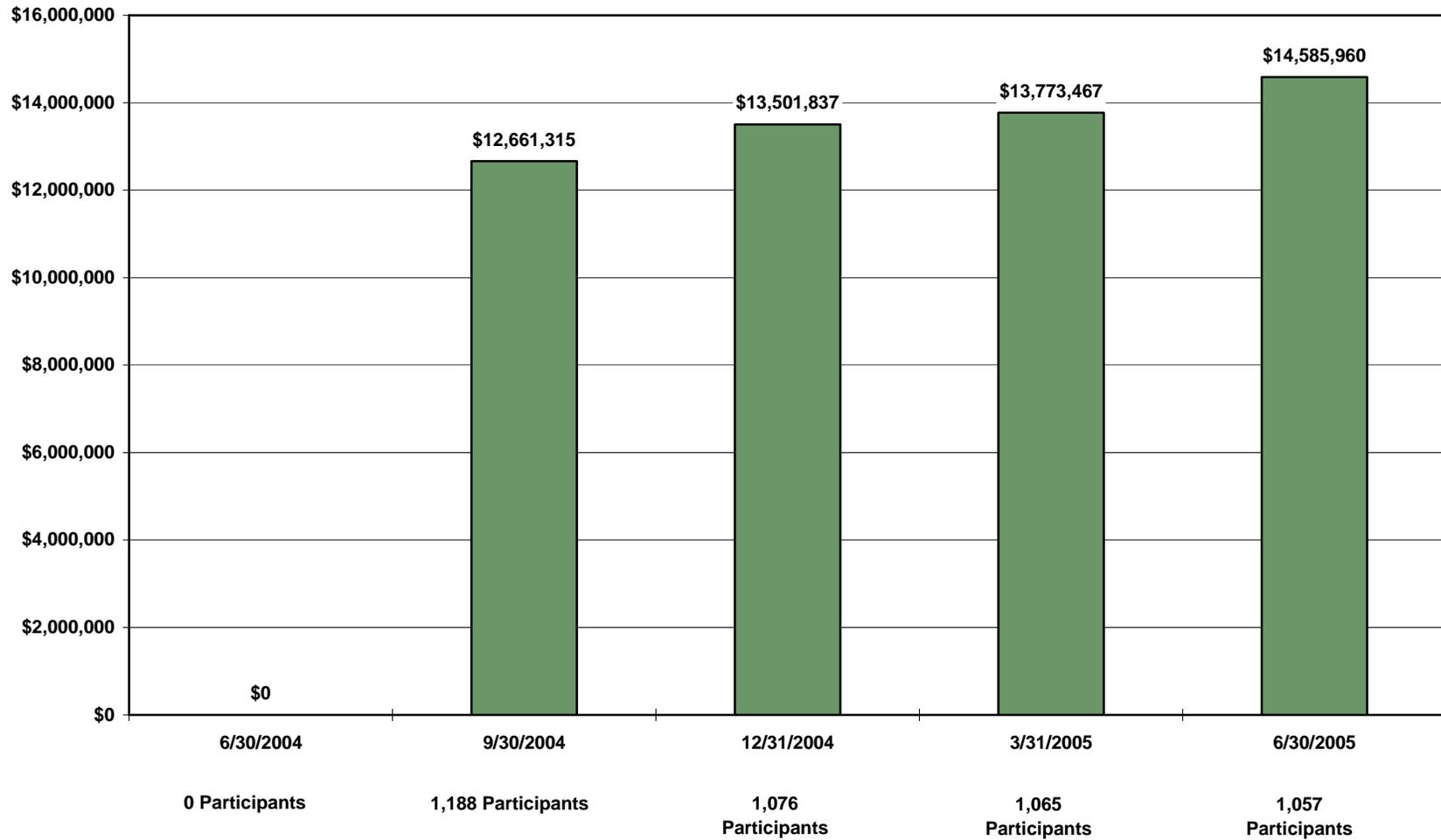
Small Blend

Fund	Symbol	Assets	Inception	Manager		Expense			Median Mkt Cap	Morn-Star Rating	Category Rank			Average Return				Standard=S&P 500 Index			Standard Deviation	Sharpe Ratio
				Tenure	Ratio	Stocks	Turnover	P/E			3 - Year	5 - Year	3-month	1-Year	3-Year	5-Year	10-Year	R-Squared	Beta	Alpha		
Dreyfus Small Cap Index	DISSX	647 Million	6/30/1997	Team	0.50%	603	16%	16.8	1.1 Bil	3-Stars	33	51	3.87	13.18	13.48	10.01	N/A	68	1.00	5.17	16.93	0.74

Small Growth

Fund	Symbol	Assets	Inception	Manager		Expense			Median Mkt Cap	Morn-Star Rating	Category Rank			Average Return				Standard=S&P 500 Index			Standard Deviation	Sharpe Ratio
				Tenure	Ratio	Stocks	Turnover	P/E			3 - Year	5 - Year	3-month	1-Year	3-Year	5-Year	10-Year	R-Squared	Beta	Alpha		
Morgan Stanley Small Cap Growth B	MSSMX	1.5 Billion	1/2/1996	Team	1.35%	111	111%	26.5	1.3 Bil	4-Stars	15	43	7.12	15.52	16.07	-0.81	N/A	72	1.07	7.07	17.48	0.85

Plan Assets Under Management at Fidelity



Investment Options

More Conservative Potentially less investment risk and more inflation risk				Potentially more investment risk and less inflation risk More Aggressive			
Money market	Stable value	Fixed income	Balanced	Domestic Equity	International	Specialty	Company Stock
	Fid Mgd Inc Port Valic Unall Fix Inc	Pimco Tot Return Adm	Fid Puritan	Spartan® U.S. Equity Index Fid Blue Chip Growth Mutual Shares CI A Msi Sm Co Growth B Fid Mid Cap Stock Fid Equity Income Fid Dividend Growth Allnz Nfj Smcpval Ad Drey Mid Cap Index Dreyfus Sm Cap SIk Fidelity Growth Co Fid Low Pr Stock	Fid Diversified Intl		

Other Investment Options:

Fidelity Freedom Income® Fid Freedom 2000 Fid Freedom 2005 Fidelity Freedom 2010® Fid Freedom 2015 Fidelity Freedom 2020® Fid Freedom 2025 Fidelity Freedom 2030®
 Fid Freedom 2035 Fidelity Freedom 2040®

This spectrum, with the exception of the Domestic Equity category, is based on Fidelity's analysis of the characteristics of the general investment categories and not on the actual investment options and their holdings, which can change frequently. Investment options in the Domestic Equity category are based the options' Morningstar categories (Large Value, Mid-Cap Value, Small Value, Large Blend, Mid-Cap Blend, Small Blend, Large Growth, Mid-Cap Growth, Small Growth) as of 12/31/01. Morningstar categories are based on a fund's style as measured by its underlying portfolio holdings over the past three years and may change at any time. These style calculations do not represent the investment options' objectives and do not predict the investment options' future styles. For more information on the investment options in the Domestic Equity category, visit www.Morningstar.com. Investment options are listed in alphabetical order within each investment category. Risk associated with the investment options can vary significantly within each particular investment category, and the relative risk of categories may change under certain economic conditions.

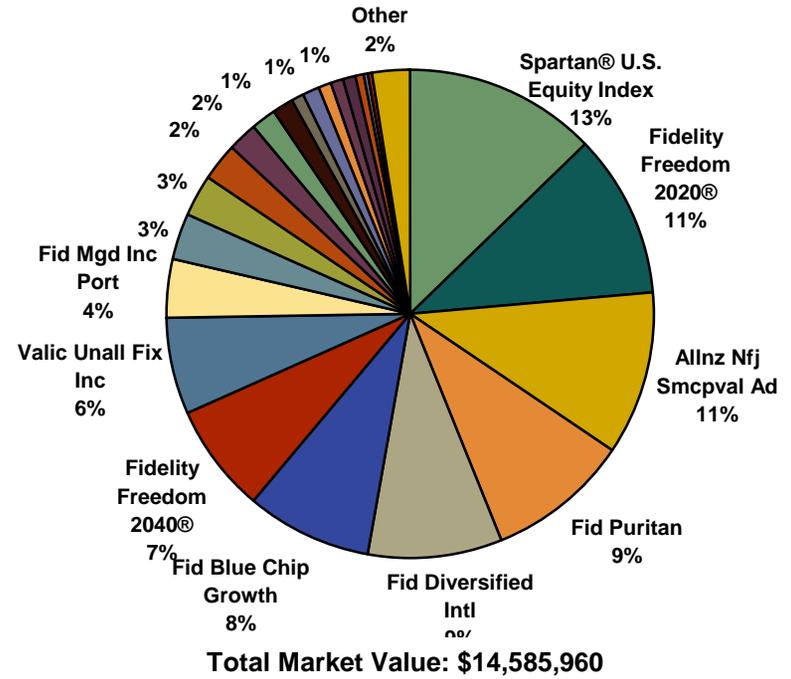
If your plan offers Asset Manager funds please note, the portfolio manager of each of the Asset Manager funds has the flexibility to periodically shift investments between the three asset classes, depending on the current outlook for the various markets. The risk level of the Asset Manager fund(s) cannot be portrayed as a single point on the objective spectrum along with the other investment options because it can change periodically according to how the assets are invested.

If your plan offers Fidelity Freedom Funds® please note, the Fidelity Freedom Funds are not represented on the above spectrum because each fund (except Fidelity Freedom Income) will gradually adjust the asset allocation to be more conservative as the funds approach their target dates. The risk level of the Fidelity Freedom Funds cannot be portrayed as a single point on the objective spectrum along with the other investment options because they can change periodically according to how the assets are invested.

For a more complete discussion of risk associated with the mutual fund options, please read the prospectus before making your investment decision. The spectrum does not represent actual or implied performance.

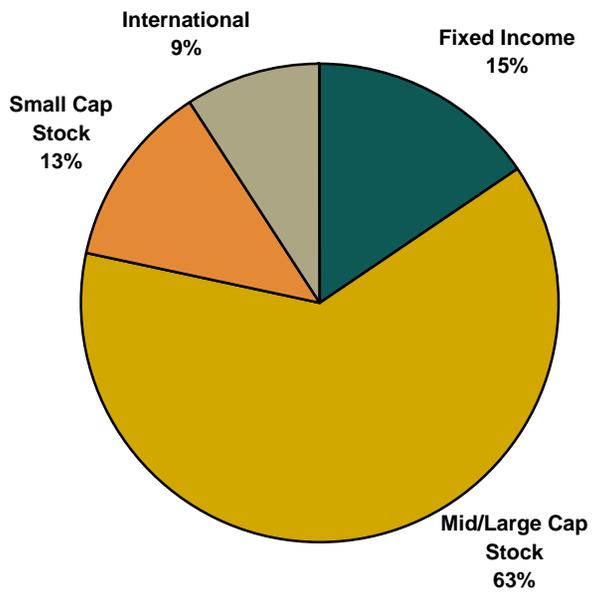
N/A

Total Market Value: \$0



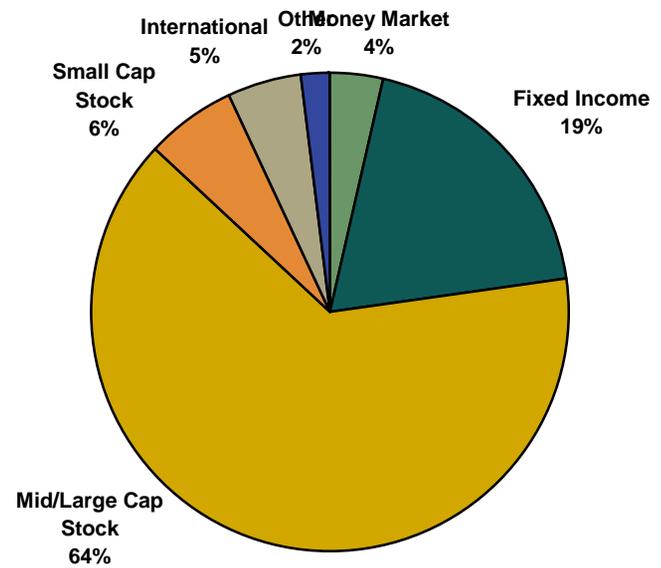
■ Spartan® U.S. Equity Index	■ Fidelity Freedom 2020®	■ Allnz Nfj Smcpval Ad	■ Fid Puritan	■ Fid Diversified Intl
■ Fid Blue Chip Growth	■ Fidelity Freedom 2040®	■ Valic Unall Fix Inc	■ Fid Mgd Inc Port	■ Pimco Tot Return Adm
■ Fidelity Freedom 2010®	■ Mutual Shares CI A	■ Drey Mid Cap Index	■ Fidelity Freedom Income®	■ Msi Sm Co Growth B
■ Fid Freedom 2025	■ Fid Mid Cap Stock	■ Fid Freedom 2005	■ Fid Equity Income	■ Fid Dividend Growth
■ Fid Freedom 2015	■ Fidelity Freedom 2030®	■ Fid Freedom 2035	■ Dreyfus Sm Cap Stk	■ Other

COMPENSATION COMPANION PLAN NORTH DAKOTA PERS

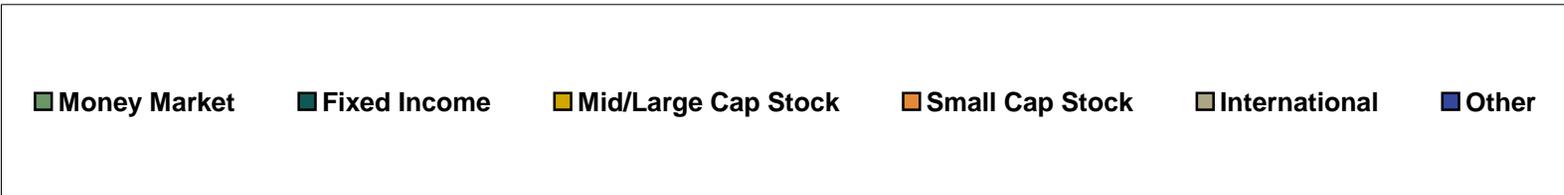


Total Market Value: \$14,585,960

AVG. FITSCO PUBLIC SECTOR*



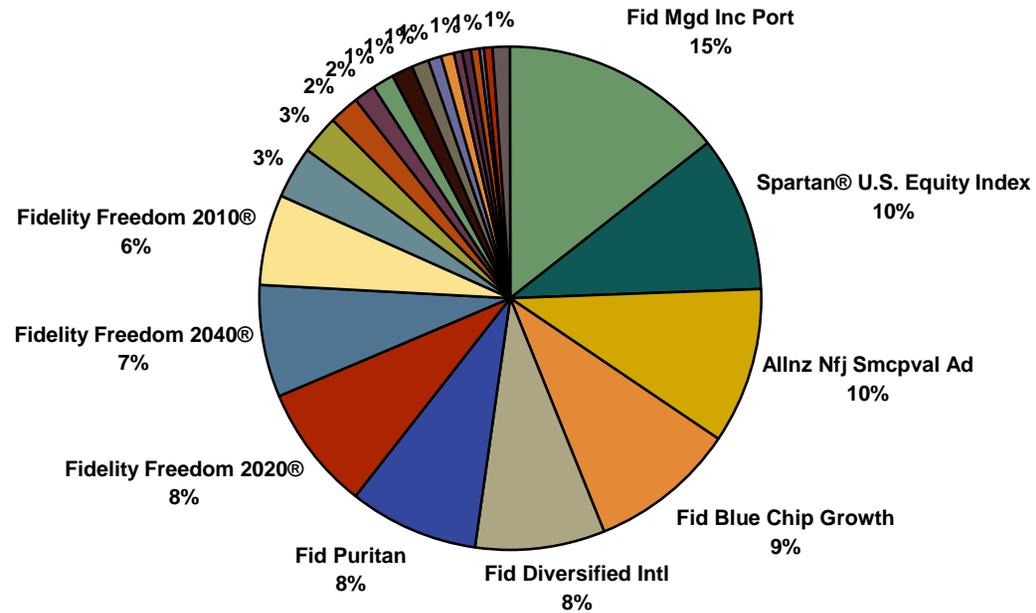
Average Market Value: \$134,794,250



* The values in this chart represent the sum of the balances in each fund class for a representative sample of retirement plans serviced by Fidelity Investments.

Contribution Allocation

7/1/2004 - 6/30/2005

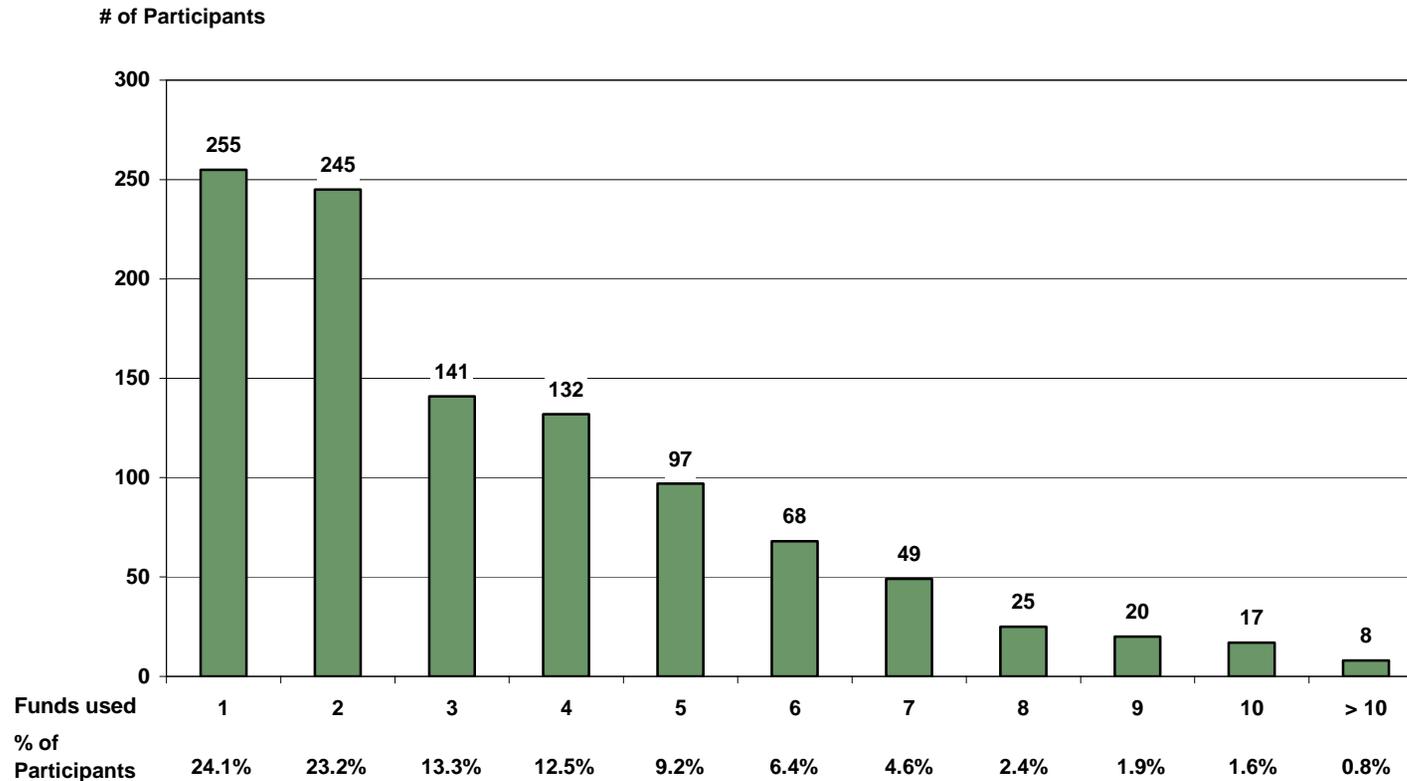


Total Contributions: \$2,040,900

Fid Mgd Inc Port	Spartan® U.S. Equity Index	Allnz Nfj Smcpval Ad	Fid Blue Chip Growth	Fid Diversified Intl
Fid Puritan	Fidelity Freedom 2020®	Fidelity Freedom 2040®	Fidelity Freedom 2010®	Pimco Tot Return Adm
Mutual Shares CI A	Drey Mid Cap Index	Msi Sm Co Growth B	Fidelity Freedom 2030®	Fid Mid Cap Stock
Fidelity Freedom Income®	Fid Equity Income	Fid Freedom 2025	Fid Freedom 2015	Dreyfus Sm Cap Stk
Fid Dividend Growth	Fid Freedom 2035	Fid Freedom 2005	Other	

Number of Funds per Participant

as of 6/30/2005

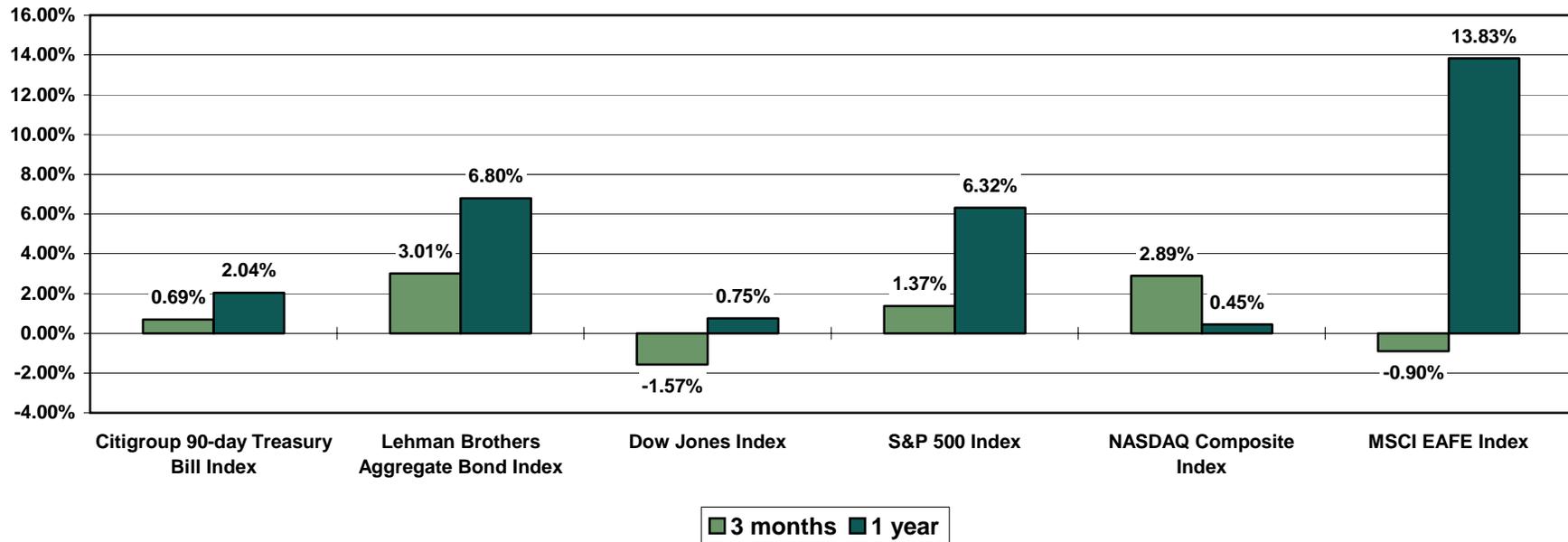


Average Investment
options used in this plan:
3.4

- **AVG. FITSCO PUBLIC SECTOR offers 55.3 funds.**
- **An AVG. FITSCO PUBLIC SECTOR participant uses 3.0 funds.**

Major Market Indices

Cumulative Total Return %
Period Ending 6/30/2005



Past performance is no guarantee of future results.

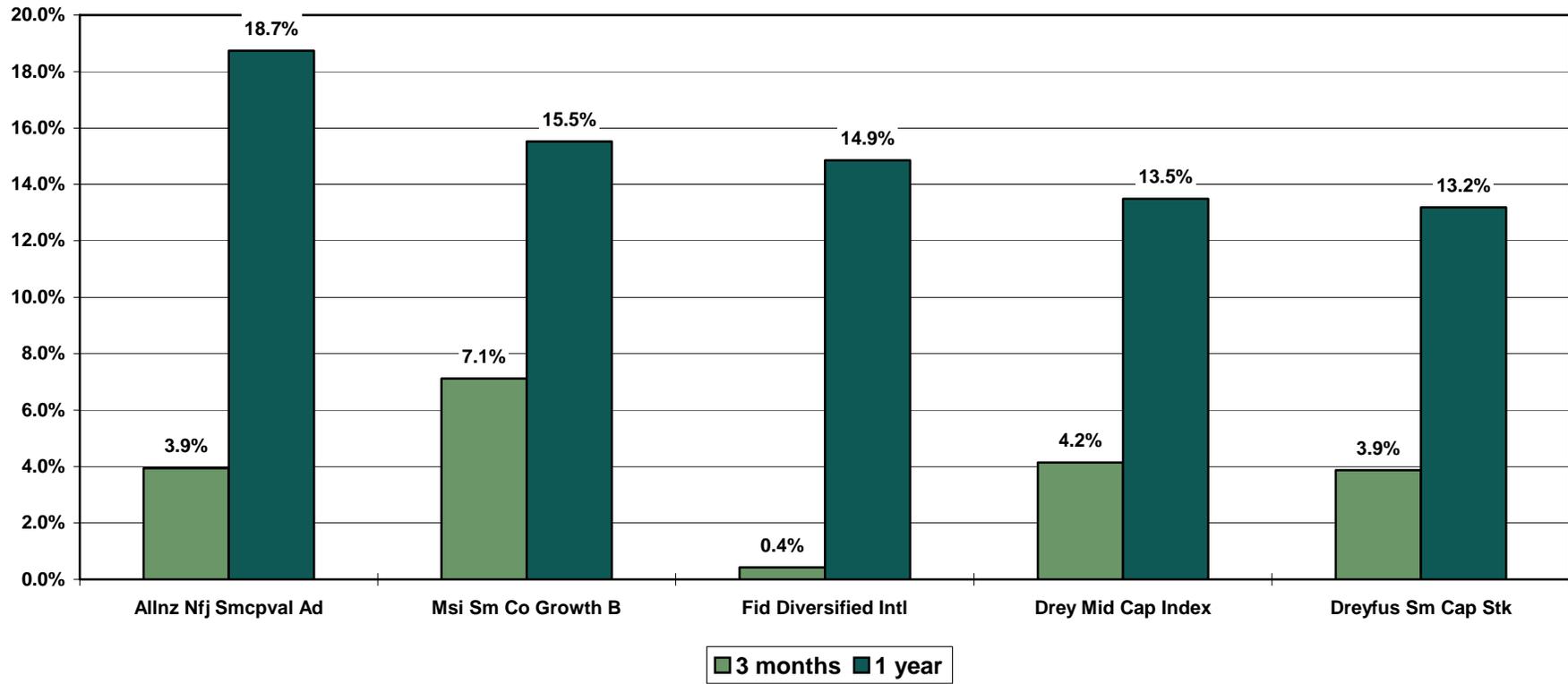
*The Citigroup 90-day Treasury Bill Index represents the average of T-Bill rates for each of the prior three months, adjusted to bond equivalent yield basis.

*The Lehman Brothers Aggregate Bond Index is an unmanaged market value-weighted index for investment-grade fixed-rate debt issues, including government, corpo rate, asset-backed, and mortgage-backed securities with maturities of at least one year. * The Dow Jones Industrial Average (Dow Jones) is an unmanaged index of common stocks of the 30 major industrial companies and assumes reinvestment of dividends.

*The S&P 500 is a registered service mark of the McGraw-Hill Companies, Inc., and has been licensed for use by Fidelity Distributors Corporation and its affiliates. It is a widely recognized, unmanaged index of 500 U.S. common stocks. * The NASDAQ Composite Index (NASDAQ), is an unmanaged index of over-the counter stock prices, does not assume reinvestment of dividends. * The MSCI EAFE Index (Morgan Stanley Capital International Europe, Australasia, and Far East, Index) is an unmanaged index and includes the reinvestment of dividends. It is designed to represent the performance of developed stock markets outside the United States and Canada. The MSCI EAFE Index is a registered service mark of Morgan Stanley and has been licensed for use by FMR Corp.

Individual Fund Performance

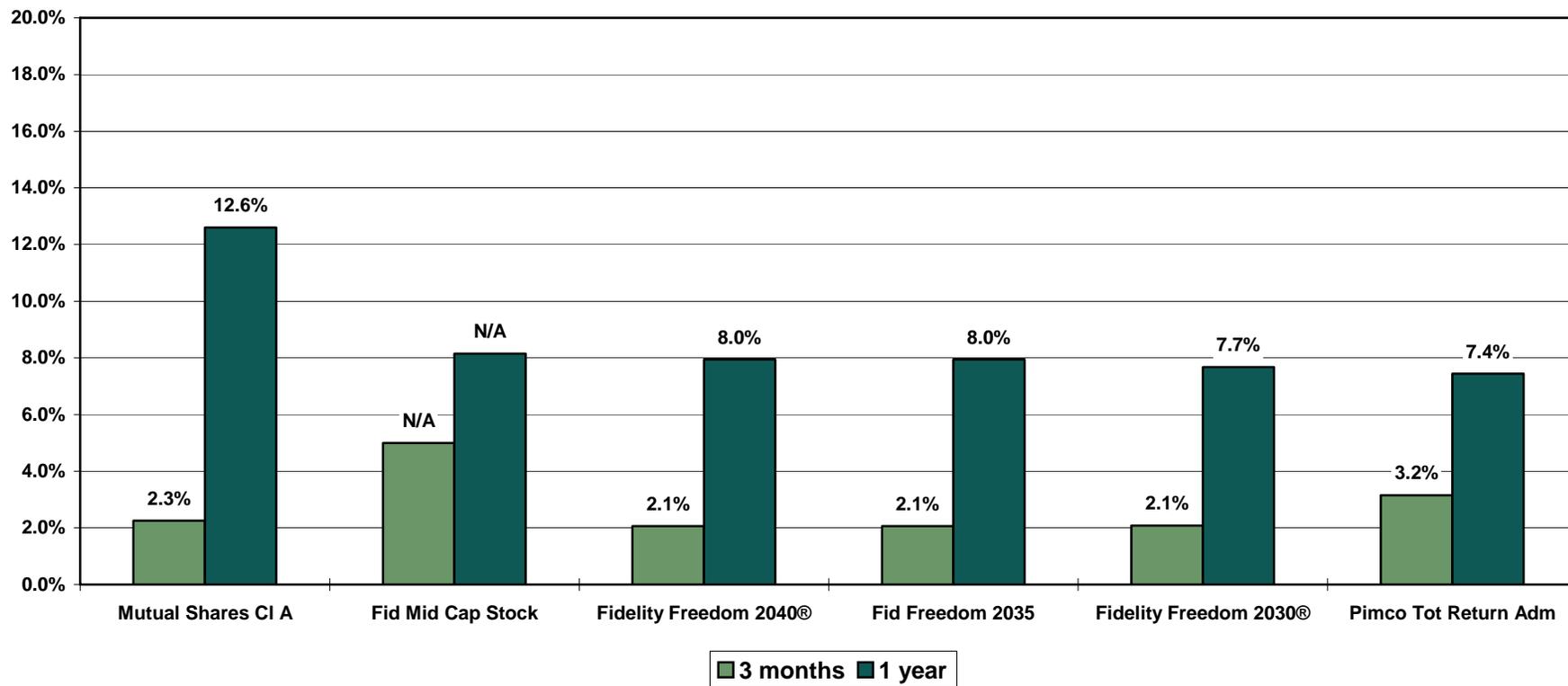
Cumulative Total Return %
Period Ending 6/30/2005



Individual Fund Performance

(Continued)

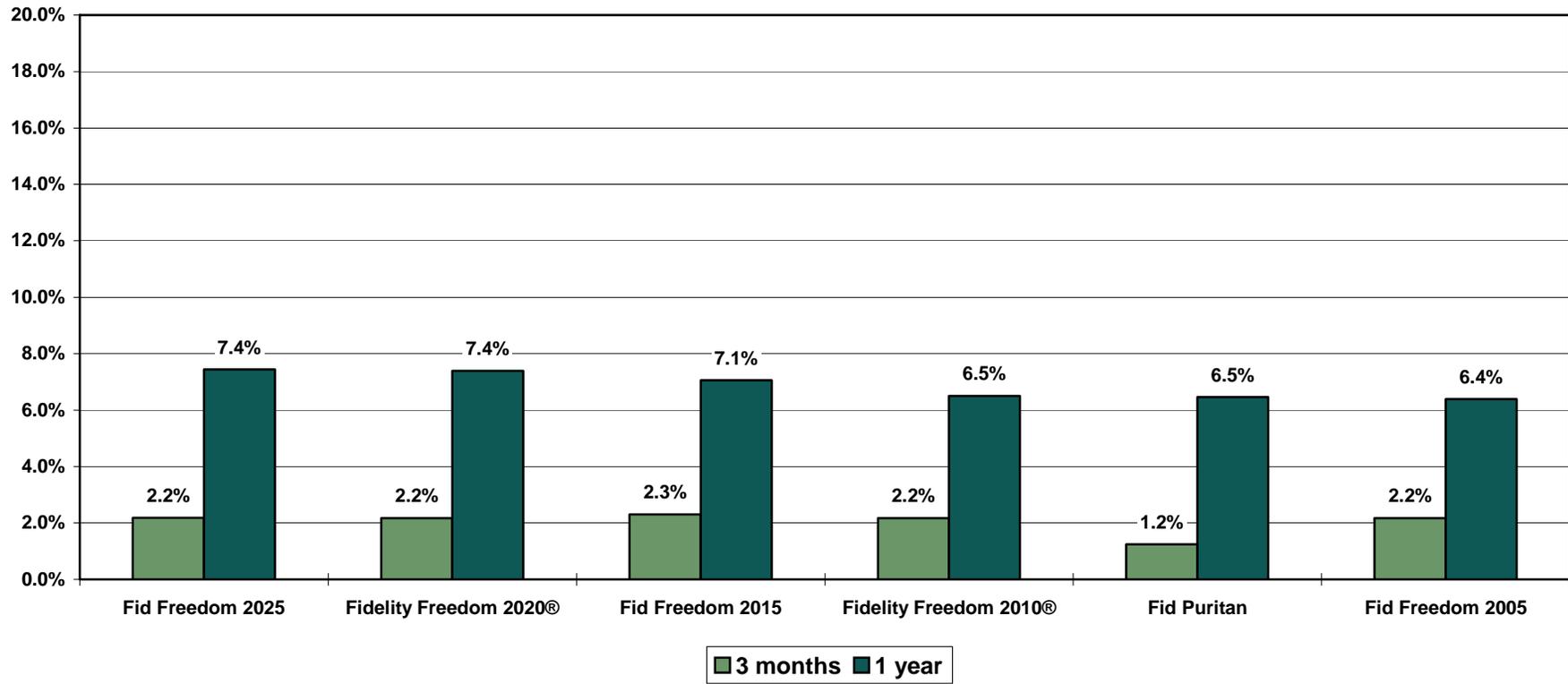
Cumulative Total Return %
Period Ending 6/30/2005



Individual Fund Performance

(Continued)

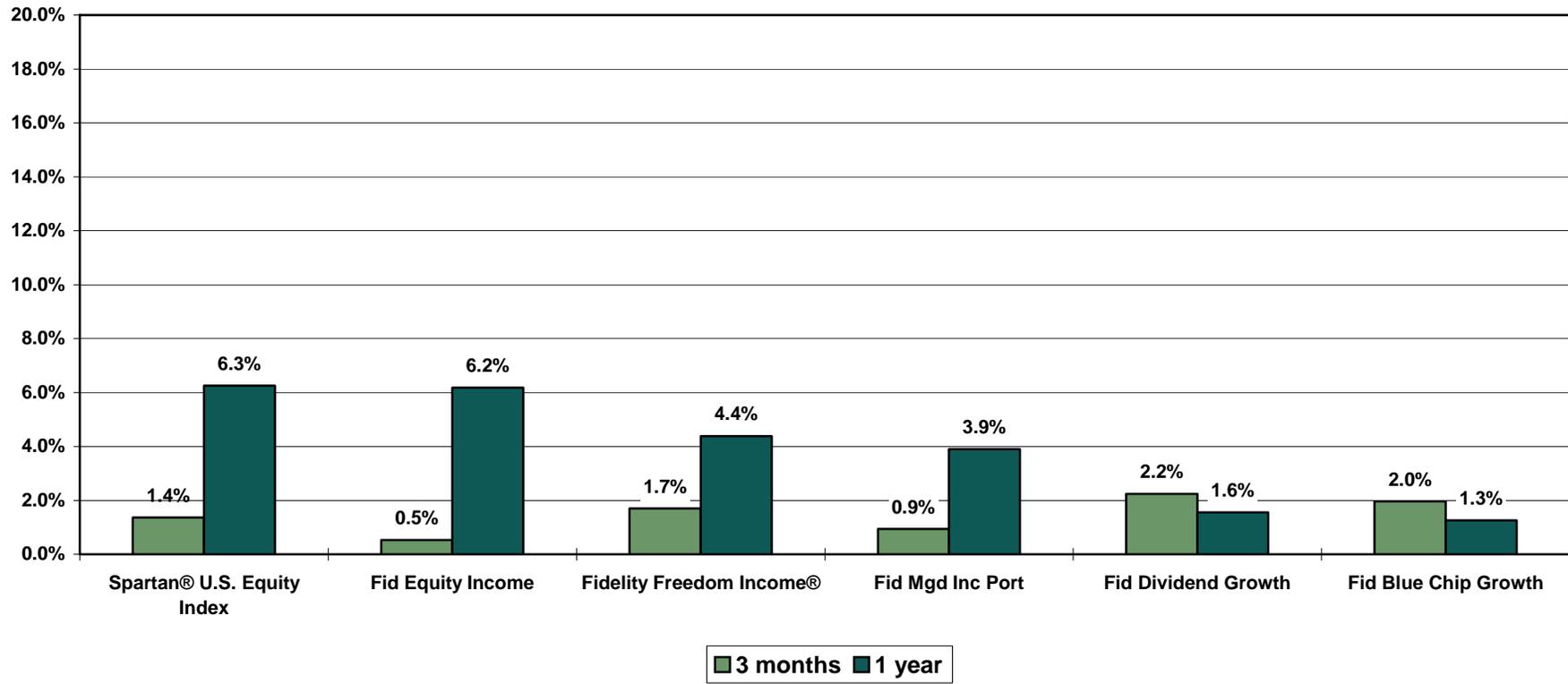
Cumulative Total Return %
Period Ending 6/30/2005



Individual Fund Performance

(Continued)

Cumulative Total Return %
Period Ending 6/30/2005



Comparative Historical Performance

Average Annual Total Return %
Period Ending 6/30/2005

Fund Benchmark(s)

	1 Year	5 Years	10 Years	Inception Date*	Short Term Trading Fee	Expense Ratio
Spartan® U.S. Equity Index	6.3%	-2.5%	9.8%			
Lipper S&P 500 Funds Average	5.7%	-2.9%	9.5%			
S&P 500 Index	6.3%	-2.4%	9.9%			
Fidelity Freedom 2020®	7.4%	0.2%	8.3%	* 10/17/1996		
Lipper Multi- Cap Core Funds Average	7.2%	-0.4%	9.4%			
S&P 500 Index	6.3%	-2.4%	9.9%			
Allnz Nfj Smcpval Ad	18.7%	19.5%	14.6%	* 11/1/1995		
Fid Puritan	6.5%	5.4%	9.3%			
Fid Diversified Intl	14.9%	5.0%	12.3%			
Lipper International Funds Average	12.6%	-1.4%	6.1%			
MSCI EAFE Index	13.8%	-0.3%	5.4%			
Fid Blue Chip Growth	1.3%	-6.9%	6.9%			0.95
Lipper Large- Cap Growth Funds Average	2.9%	-8.8%	6.9%			
S&P 500 Index	6.3%	-2.4%	9.9%			
Fidelity Freedom 2040®	8.0%	N/A	-2.3%	* 9/6/2000		
Lipper Multi- Cap Core Funds Average	7.2%	-0.4%	9.4%			
S&P 500 Index	6.3%	-2.4%	9.9%			

Mutual fund performance changes over time and currently may be significantly lower than stated. Most recent average annual return data is published online each month end. Please visit PSWSM or call Fidelity for these most recent performance figures. Periods of market strength may not be repeated.

The performance data quoted represents past performance, which is no guarantee of future results. Share price, yield and return will vary and you may have a gain or loss when you sell your shares.

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

The current yield reflects the current earnings of the fund, while the total return refers to a specific past holding period.

Please see Footnote pages for important legal information.

*Return reflects life of fund from inception date shown.

Comparative Historical Performance

(Continued)

Average Annual Total Return %

Period Ending 6/30/2005

Fund Benchmark(s)

	1 Year	5 Years	10 Years	Inception Date*	Short Term Trading Fee	Expense Ratio
Fid Mgd Inc Port	3.9%	4.9%	5.4%			
Pimco Tot Return Adm	7.4%	8.0%	7.5%			
Lipper Intermediate Investment Grade Debt Avg	6.1%	6.7%	6.0%			
Lehman Brothers Aggregate Bond Index	6.8%	7.4%	6.8%			
Fidelity Freedom 2010®	6.5%	1.9%	8.2%	* 10/17/1996		
Lipper Balanced Funds Average	6.5%	1.9%	7.7%			
S&P 500 Index	6.3%	-2.4%	9.9%			
Mutual Shares CI A	12.6%	9.3%	10.7%	* 11/1/1996		
Lipper Multi- Cap Value Funds Average	10.7%	6.2%	10.1%			
Russell 3000 Index	8.1%	-1.4%	10.1%			
Drey Mid Cap Index	13.5%	7.9%	14.0%			
Fidelity Freedom Income®	4.4%	3.3%	5.9%	* 10/17/1996		
Lipper Income Funds Average	7.3%	4.1%	6.9%			
Lehman Brothers Aggregate Bond Index	6.8%	7.4%	6.8%			
Msi Sm Co Growth B	15.5%	-0.8%	13.4%	* 1/2/1996		
Lipper Mid-Cap Growth Funds Average	7.8%	-5.0%	8.2%			
Russell 2000 Growth Index	4.3%	-4.5%	5.2%			
Fid Freedom 2025	7.4%	N/A	8.9%	* 11/6/2003		
Fid Mid Cap Stock	8.2%	0.0%	12.7%			
Lipper Multi- Cap Core Funds Average	7.2%	-0.4%	9.4%			
S&P Midcap 400 Index	14.0%	8.5%	14.7%			

The current yield reflects the current earnings of the fund, while the total return refers to a specific past holding period.

*Return reflects life of fund from inception date shown.

Comparative Historical Performance

(Continued)

Average Annual Total Return %

Period Ending 6/30/2005

Fund Benchmark(s)

	1 Year	5 Years	10 Years	Inception Date*	Short Term Trading Fee	Expense Ratio
Fid Freedom 2005	6.4%	N/A	6.6%	* 11/6/2003		
Fid Equity Income	6.2%	4.6%	10.2%			
Lipper Equity Income Funds Average	10.3%	4.8%	9.5%			
Russell 3000 Value Index	14.1%	7.2%	12.1%			
Fid Dividend Growth	1.6%	0.4%	11.6%			
Lipper Large- Cap Core Funds Average	4.4%	-3.6%	8.2%			
S&P 500 Index	6.3%	-2.4%	9.9%			
Fid Freedom 2015	7.1%	N/A	7.8%	* 11/6/2003		
Fidelity Freedom 2030®	7.7%	-0.9%	7.9%	* 10/17/1996		
Lipper Multi- Cap Core Funds Average	7.2%	-0.4%	9.4%			
S&P 500 Index	6.3%	-2.4%	9.9%			
Fid Freedom 2035	8.0%	N/A	9.6%	* 11/6/2003		
Dreyfus Sm Cap Stk	13.2%	10.0%	10.0%	* 6/30/1997		

The current yield reflects the current earnings of the fund, while the total return refers to a specific past holding period.

*Return reflects life of fund from inception date shown.