

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

_____))
ALAN ZAMETKIN, on Behalf of Himself and)
All Others Similarly Situated,)

Plaintiff,)

v.)

FIDELITY MANAGEMENT & RESEARCH)
COMPANY, et al.,)

Defendants.)
_____)

1:08-CV-10960-MLW

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a member of the Class based on your claims in the above-referenced Litigation, you must complete and, on Page 7 hereof, sign this Proof of Claim and Release form. If you fail to file a properly addressed (as set forth in Paragraph 3 below) Proof of Claim and Release form, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed settlement of the Litigation.
2. Submission of this Proof of Claim and Release form, however, does not ensure that you will share in the proceeds of the Settlement of the Litigation.
3. **YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE FORM POSTMARKED ON OR BEFORE APRIL 27, 2012, ADDRESSED AS FOLLOWS:**

ZAMETKIN V. FIDELITY MANAGEMENT & RESEARCH COMPANY SECURITIES LITIGATION
CLAIMS ADMINISTRATOR
c/o A.B. DATA, LTD.
PO BOX 170500
MILWAUKEE, WI 53217-8042

4. If you are NOT a member of the Class (as defined in the Notice of Pendency and Certification of Class Action, Proposed Settlement and Settlement Approval/Fairness Hearing (“Notice”)) DO NOT submit a Proof of Claim and Release form.

If you are a member of the Class and you did not timely request exclusion in connection with the proposed Settlement, you are bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.

II. DEFINITIONS

All capitalized terms used, but not defined, herein shall have the meanings ascribed to them in the Notice and the Stipulation of Settlement. In addition, the following terms shall have the following meanings:

1. “Defendants” means Fidelity Management & Research Company, FMR Corp. (n/k/a FMR LLC), Fidelity Brokerage Services, LLC, Edward C. Johnson 3d, Abigail P. Johnson, James C. Curvey, Timothy Hayes, Joseph B. Hollis, Stephen P. Jonas, Kimberley Monasterio, Christine Reynolds, and Robert L. Reynolds.
2. “Released Parties” means any and all of the Defendants, the Fidelity Income Fund, the Fidelity Ultra-Short Bond Fund and each of their respective present and former parents, subsidiaries, affiliates, officers, directors, employees, general or limited partners or partnerships, foundation, trusts, principals, trustees, attorneys, legal counsel, investment advisers, subadvisers, auditors, accountants, investment bankers, consultants, agents, insurers, co-insurers, heirs, executors, administrators, predecessors, successors and assigns.
3. “Settled Claims” means any and all claims, debts, demands, rights, actions, causes of action, suits, matters, issues, damages, losses or liabilities whatsoever (including, but not limited to, any claims for interest, attorneys’ fees, expert or consulting fees, and any other costs, expenses or liability whatsoever), whether based on federal, state, provincial, local, statutory or common law or any other law, rule or regulation, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, whether class or individual in nature, including both known claims and Unknown Claims (as defined below), (i) that have been asserted in the Litigation against any of the Released Parties; or (ii) that could have been asserted in any forum by the Class Members or any of them (as purchasers or acquirers of Fidelity Ultra-Short Bond Fund shares during the Class Period) against any of the Released Parties which arise out of or are based upon the allegations, transactions, facts, matters, breaches, occurrences, financial statements, statements, representations or omissions involved, set forth, or referred to in the Litigation and which relate to the purchase or acquisition of the Fidelity Ultra-Short Bond Fund during the Class Period (except that Settled Claims do not include claims, rights or causes of action or liabilities whatsoever: (i) to enforce the Settlement; and (ii) for breach or violation of any of the terms of the Stipulation of Settlement or orders or judgments issued by the Court in connection with the Settlement or confidentiality obligations with respect to Settlement communications).
4. “Unknown Claims” means any and all Settled Claims which the Plaintiff or Class Members do not know or suspect to exist in his, her or its favor at the time of the execution of the Stipulation, which if known by him, her or it might have affected his, her or its decision(s) with respect to the Settlement. With respect to any and all Settled Claims, the Parties stipulate and agree that upon the Effective Date, Plaintiff and Defendants shall be deemed to have expressly waived, and each Class Member shall be deemed to have waived, and by operation of the Order and Final Judgment shall have expressly waived, any and all provisions, rights and benefits conferred by any law of any state or territory of the United States or any other country whose law might apply to Plaintiff, any Class Member or Defendants, or principle of common law (whether United States common law or the law of any other relevant common law jurisdiction), which is similar, comparable, or equivalent to Cal. Civ. Code § 1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Plaintiff and Defendants acknowledge, and all other Class Members by operation of law shall be deemed to have acknowledged, that the inclusion of “Unknown Claims” in the definition of Settled Claims was separately bargained for and was a key element of the Settlement.

III. CLAIMANT IDENTIFICATION

If you purchased or acquired Fidelity Ultra-Short Bond Fund shares and held the certificate(s) in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or acquired Fidelity Ultra-Short Bond Fund shares and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser or acquirer and the third party is the record purchaser or acquirer.

Use Part I of this form entitled “Claimant Identification” to identify each purchaser or acquirer of record (“nominee”), if different from the beneficial purchaser or acquirer of Fidelity Ultra-Short Bond Fund shares which forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S), OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S), OF THE FIDELITY ULTRA-SHORT BOND FUND SHARES UPON WHICH THIS CLAIM IS BASED.

All joint purchasers and acquirers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them, and their authority must accompany this claim and their titles or capacities must be stated. The Social Security or employer identification number and telephone number of the beneficial purchaser may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

IV. CLAIM FORM

Use Part II of this form entitled “Schedule of Transactions in Fidelity Ultra-Short Bond Fund Shares” to supply all required details of your transaction(s) in Fidelity Ultra-Short Bond Fund shares. If you need more space or additional schedules, attach separate sheets providing all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to **all** of your purchases or acquisitions (including free receipts) of Fidelity Ultra-Short Bond Fund shares which took place at any time between June 6, 2005 and June 5, 2008, inclusive (the “Class Period”) and **all** of your sales (including free deliveries) of Fidelity Ultra-Short Bond Fund shares which took place at any time between June 6, 2005 and June 17, 2011, inclusive, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to **all** of the Fidelity Ultra-Short Bond Fund shares you held at the beginning of trading on June 6, 2005 and at the close of trading on June 17, 2011. Failure to report all such transactions may result in the rejection of your claim.

List each transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

Copies of broker confirmations or other documentation of your transactions in Fidelity Ultra-Short Bond Fund shares should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

MUST BE POSTMARKED NO
LATER THAN **APRIL 27, 2012**

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS
Zametkin v. Fidelity Management & Research Company, et al.
No. 1:08-CV-10960-MLW



PROOF OF CLAIM AND RELEASE
Please Type or Print

PART I: CLAIMANT IDENTIFICATION

Last Name (Claimant) _____ First Name (Claimant) _____

Last Name (Beneficial Owner if Different From Claimant) _____ First Name (Beneficial Owner) _____

Last Name (Co-Beneficial Owner) _____ First Name (Co-Beneficial Owner) _____

Company/Other Entity (If Claimant Is Not an Individual) _____

Record Owner's Name (If Different From Beneficial Owner Listed Above, e.g., brokerage firm, bank, nominee, etc.) _____

Account Number (If Claimant Is Not an Individual) _____ Trust/Other Date (If Applicable) _____

Address Line 1 _____

Address Line 2 (If Applicable) _____

City _____ State _____ Zip Code _____

Foreign Province _____ Foreign Zip Code _____ Foreign Country _____

Check Here to Use Alternate Address for Distribution
(Optional) Distribution Address
Distribution Address Line 1 _____

Distribution Address Line 2 (If Applicable)

City State Zip Code

Foreign Province Foreign Zip Code Foreign Country

Telephone Number (Day) Telephone Number (Night)
 () - () -

Beneficial Owner's Employer Identification Number or Social Security Number
 - - -

Email Address

IDENTITY OF CLAIMANT (check only one): Individual Corporation Joint Owners Estate Trust Partnership Private Pension Fund Legal Representative IRA, Keogh, or Other Type of Individual Retirement Plan (indicate type of plan, mailing address, and name of current custodian on separate sheet) Other (specify, describe on separate sheet)

Excluded from the Class are persons or entities who submit valid and timely requests for exclusion from the Class, and Defendants, members of the immediate families of the individual Defendants, current or former directors or officers of Defendants, or legal representatives, heirs, successors, or assigns of any excluded party.

- Check here if the claimant or beneficial owner is excluded from the Class.
- Check here if the claimant or beneficial owner was an officer or director of the Defendants at any time during the Class Period. If so, please state position(s) held and dates of employment:

- Check here if the claimant or beneficial owner acquired shares of the Fidelity Ultra-Short Bond Fund through any Defendant employee benefit plan.

PART II: SCHEDULE OF TRANSACTIONS IN FIDELITY ULTRA-SHORT BOND FUND SHARES

A. Beginning Holdings: State the total number of Fidelity Ultra-Short Bond Fund shares held at the beginning of trading on June 6, 2005. If other than zero, be sure to attach the required documentation. IF NONE, CHECK HERE <input type="checkbox"/>	_____ _____	Proof enclosed <input type="radio"/> Y <input type="radio"/> N

B. Purchases or Acquisitions: List all purchases or acquisitions (including free receipts) of Fidelity Ultra-Short Bond Fund shares between June 6, 2005 and June 5, 2008, inclusive. Be sure to attach the required documentation.				IF NONE, CHECK HERE <input type="checkbox"/>		
Date(s) of Purchase/Acquisition (List Chronologically) MM DD YYYY			Number of Shares Purchased or Acquired	Net Asset Value on the Date of Purchase (excluding commissions, taxes, & fees)	Proof of Purchase Enclosed?	Acquired via Dividend Reinvestment?
[] / [] / []			[]	\$ [] . []	<input type="radio"/> Y <input type="radio"/> N	<input type="radio"/> Y <input type="radio"/> N
[] / [] / []			[]	\$ [] . []	<input type="radio"/> Y <input type="radio"/> N	<input type="radio"/> Y <input type="radio"/> N
[] / [] / []			[]	\$ [] . []	<input type="radio"/> Y <input type="radio"/> N	<input type="radio"/> Y <input type="radio"/> N
[] / [] / []			[]	\$ [] . []	<input type="radio"/> Y <input type="radio"/> N	<input type="radio"/> Y <input type="radio"/> N

C. Sales: List all sales (including free deliveries) of Fidelity Ultra-Short Bond Fund shares between June 6, 2005 and June 17, 2011, inclusive. Be sure to attach the required documentation.				IF NONE, CHECK HERE <input type="checkbox"/>		
Date(s) of Sale (List Chronologically) MM DD YYYY			Number of Shares Sold	Net Asset Value on the Date of Sale (excluding commissions, taxes, & fees)	Proof of Sale Enclosed?	
[] / [] / []			[]	\$ [] . []	<input type="radio"/> Y <input type="radio"/> N	
[] / [] / []			[]	\$ [] . []	<input type="radio"/> Y <input type="radio"/> N	
[] / [] / []			[]	\$ [] . []	<input type="radio"/> Y <input type="radio"/> N	
[] / [] / []			[]	\$ [] . []	<input type="radio"/> Y <input type="radio"/> N	

D. Ending Holdings: State the total number of Fidelity Ultra-Short Bond Fund shares held at the close of trading on June 17, 2011. If other than zero, be sure to attach the required documentation. IF NONE, CHECK HERE <input type="checkbox"/>	[]	Proof enclosed <input type="radio"/> Y <input type="radio"/> N
	[]	

IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE. SIGN AND PRINT THE BENEFICIAL OWNER'S FULL NAME, ACCOUNT NUMBER, AND EMPLOYER IDENTIFICATION NUMBER OR SOCIAL SECURITY NUMBER ON EACH ADDITIONAL PAGE.

YOU MUST READ THE RELEASE, AND YOUR SIGNATURE ON PAGE 7 WILL CONSTITUTE YOUR ACKNOWLEDGMENT OF THE RELEASE.

V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS AND AFFIRMATIONS

I submit this Proof of Claim and Release form under the terms of the Stipulation of Settlement described in the Notice. I also submit to the jurisdiction of the United States District Court for the District of Massachusetts with respect to my claim as a Class Member and for purposes of enforcing the release set forth herein. I further acknowledge that I am bound by and subject to the terms of any judgment that may be entered in the Litigation. I affirm that I purchased or otherwise acquired Fidelity Ultra-Short Bond Fund shares between June 6, 2005 and June 5, 2008, inclusive. By submitting this Proof of Claim and Release form, I state that I believe in good faith that I am a Class Member as defined in the Notice or am acting for such person; that I am not a Defendant in the Litigation or anyone excluded from the Class; that I have read and understand the Notice; that I believe that I am entitled to receive a share of the Net Settlement Fund; that I elect to participate in the proposed Settlement described in the Notice; that I have not filed a request for exclusion; and that I have not submitted any other claim covering the same purchases, acquisitions, or sales of Fidelity Ultra-Short Bond Fund shares during the Class Period and know of no other person having done so on my behalf. I have set forth where requested herein all relevant information with respect to each purchase of Fidelity Ultra-Short Bond Fund shares between June 6, 2005 and June 5, 2008, inclusive. I agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I understand that no discovery shall be allowed on the merits of the Litigation or Settlement in connection with the processing of the Proof of Claim and Release forms and in particular that no discovery shall be permitted against any Defendants in connection with any Proof of Claim and Release forms.

VI. RELEASE

I (We) hereby acknowledge, on behalf of myself (ourselves) and my (our) heirs, executors, administrators, predecessors, successors, and assigns (or, if submitting this Proof of Claim and Release form on behalf of a corporation, a partnership, estate, or one or more other persons, on behalf of it, him, her, or them and on behalf of its, his, her, or their heirs, executors, administrators, predecessors, successors, and assigns), full and complete satisfaction of the Settled Claims and do hereby fully, finally, and forever settle, release, and discharge from the Settled Claims each and all of the Released Parties.

This release shall be of no force or effect unless and until the Court approves the Stipulation and the Stipulation becomes effective on the Effective Date (as defined in the Stipulation).

I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in Fidelity Ultra-Short Bond Fund shares which occurred during the Class Period as well as the number of shares of the Fidelity Ultra-Short Bond Fund held by me (us) at the beginning of trading on June 6, 2005 and at the close of trading on June 17, 2011.

I (We) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code.

Note: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

I declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____, in _____, _____.
(Month/Year) (City) (State/Province/Country)

Signature of Claimant

Print Name of Claimant

Signature of Joint Claimant (if any)

Print Name of Joint Claimant

Capacity of person(s) signing, e.g., beneficial owner(s), executor, administrator, etc.

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.

REMINDER CHECKLIST:

1. Please sign the above release and declaration. If this claim form is being submitted on behalf of joint claimants, then both must sign.
2. Remember to attach supporting documentation.
3. Please do not highlight any portion of the claim form or supporting documentation.
4. Do not send original stock certificates.
5. Do not send originals of any supporting documents; please send only copies. These items cannot be returned to you by the Claims Administrator.
6. Keep a copy of your completed claim form for your records.
7. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt requested.
8. If your address or name changes, please notify the Claims Administrator.