



Fidelity Management Trust Company
300 Puritan Way, MM3N, Marlborough, MA 01752
Phone: 508357-3100 Fax: 617-385-2044

July 24, 2009

International Swaps and Derivatives Association, Inc.

Send to: smallbang@isda.org

Dear Sirs,

2009 ISDA Credit Derivatives Determinations Committees, Auction Settlement and Restructuring CDS Protocol - Adherence

The purpose of this letter is to confirm our adherence to the 2009 ISDA Credit Derivatives Determinations Committees, Auction Settlement and Restructuring CDS Protocol as published by the International Swaps and Derivatives Association, Inc. on July 14, 2009 (the **July 2009 Protocol**). This letter constitutes, as between each other July 2009 Adhering Party and us, an Adherence Letter as referred to in the July 2009 Protocol. The definitions and provisions contained in the July 2009 Protocol are incorporated into this Adherence Letter, which will supplement and form part of each Protocol Covered Transaction (now or in the future) entered into between us and each other July 2009 Adhering Party.

If we are not a March 2009 Adhering Party as of the date hereof, this letter also (i) confirms our adherence to the 2009 ISDA Credit Derivatives Determinations Committees and Auction Settlement CDS Protocol published by ISDA on March 12, 2009 (the **March 2009 Protocol**), and (ii) constitutes, as between each March 2009 Adhering Party that is not a July 2009 Adhering Party and us, an "Adherence Letter" for purposes of, and as defined in, the March 2009 Protocol. This letter will supplement and form part of each "Protocol Covered Transaction" (as that term is defined in the March 2009 Protocol) (now or in the future) entered into between us and each other March 2009 Adhering Party.

1. Specified Terms

As between each other July 2009 Adhering Party and us, the amendments in Schedule 1 of the July 2009 Protocol shall apply to Protocol Covered Transactions to which we are a party in accordance with the terms of the July 2009 Protocol.

As between each March 2009 Adhering Party that is not a July 2009 Adhering Party and us, the amendments in Schedule 1 of the March 2009 Protocol shall apply to "Protocol Covered Transactions" (as that term is defined in the March 2009 Protocol) to which we are a party in accordance with the terms of the March 2009 Protocol.

2. Appointment as Agent and Release

We hereby appoint ISDA as our agent for the limited purposes of the July 2009 Protocol and March 2009 Protocol, as applicable, and accordingly we waive any rights and hereby release ISDA from any claims, actions or causes of action whatsoever (whether in contract, tort or otherwise) arising out of or in any way relating to this Adherence Letter or our adherence to the July 2009 Protocol and March 2009 Protocol, as applicable, or any actions contemplated as being required by ISDA.

3. DTCC Account Number

For purposes of electronic matching and counterparty recognition, our DTCC Account Number is as follows, but you understand and agree that our failure to provide any such details pursuant to this Adherence Letter will not affect the legal validity and binding nature of the July 2009 Protocol and March 2009 Protocol, as applicable, with respect to us:

DTCC Account Number: See attached Annex 1

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Lara Gilman, Vice President, Fidelity Investments Money Management, Inc.
Address: One Spartan Way, Mail Zone TS2J, Merrimack, NH 03054
Telephone: 603 791 6947
Fax: 603 864 2371
E-mail: Lara.Gilman@fmr.com

We consent to the publication of a conformed copy of this letter by ISDA and to the disclosure by ISDA of the contents of this letter.

Yours faithfully,

**THE FIDELITY GROUP TRUST FOR EMPLOYEE BENEFIT PLANS FOR AND ON
BEHALF OF EACH SEPARATE FUND LISTED ON THE ATTACHED ANNEX 1,
EACH SEVERALLY AND NOT JOINTLY**

By: Fidelity Management Trust Company, as Trustee

By:

Name: Robin Foley
Title: Vice President
Signature:/s/Robin Foley

Annex 1

DTCC Number	DTCC Short Name	Legal Name
T7697	FID_FSVCON_T7697	Fidelity Advisor Stable Value Portfolio, a Portfolio of the Fidelity Group Trust for Employee Benefit Plans
T7717	FID_MP2CON_T7717	Managed Income Portfolio II, a Portfolio of the Fidelity Group Trust for Employee Benefit Plans
T7723	FID_MIPCON_T7723	Managed Income Portfolio, a Portfolio of the Fidelity Group Trust for Employee Benefit Plans
T50808	FID_SHRTINTR_T50808	Fidelity Short Intermediate Commingled Pool, a Portfolio of the Fidelity Group Trust for Employee Benefit Plans