

Ocean State Investment Pool – Contract Renewal

March 25 , 2015

Not FDIC insured. May lose value. No bank guarantee.

For Institutional Use Only



Fidelity in Rhode Island

See "Important Information" for a discussion of performance data, some of the principal risks related to any of the investment strategies referred to in this presentation and other information related to this presentation.

For Institutional Use Only

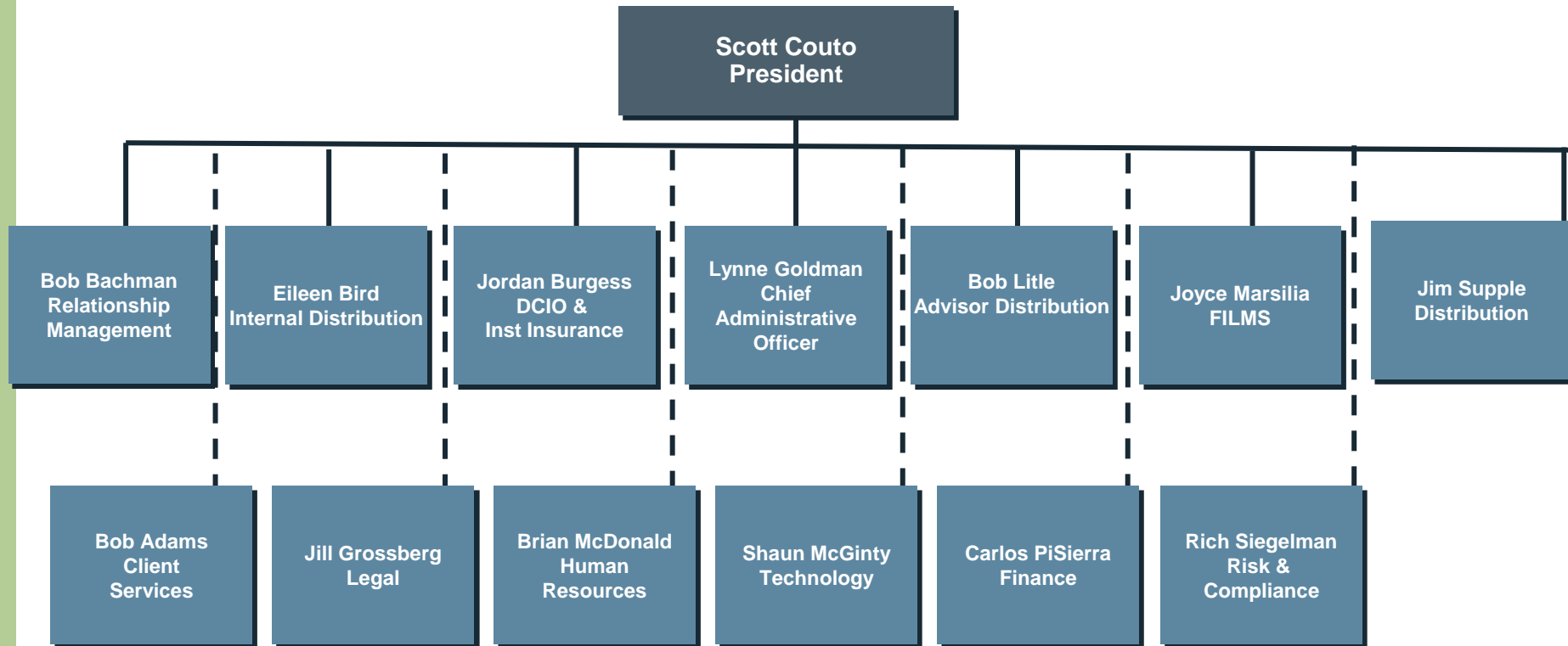


Fidelity in Rhode Island

-  More than 3,750 employees located in the State of Rhode Island with expertise in financial services, technology, marketing and other disciplines. Fidelity is the 9th largest employer in the state, the 4th largest for-profit company, and the 2nd largest IT employer*
 -  1.1 million square feet of office space located on the Smithfield campus plus a Fidelity Retail Investor Center located in Providence
 -  Rhode Island is headquarters for three Fidelity organizations: Fidelity Financial Advisor Solutions, Pyramis Global Advisors, and Personal Investing
 -  Fidelity actively partners with the Council for Economic Education, Jump\$tart Coalition, Teach for America, Junior Achievement, Generation Citizen, Providence Boys and Girls Club, and Hands on Network
 -  Fidelity employees demonstrate compassion for the community by volunteering more than 8,000 hours annually in Rhode Island in support of financial literacy and education initiatives
-

*According to the Providence Business News Book of Lists December 2014

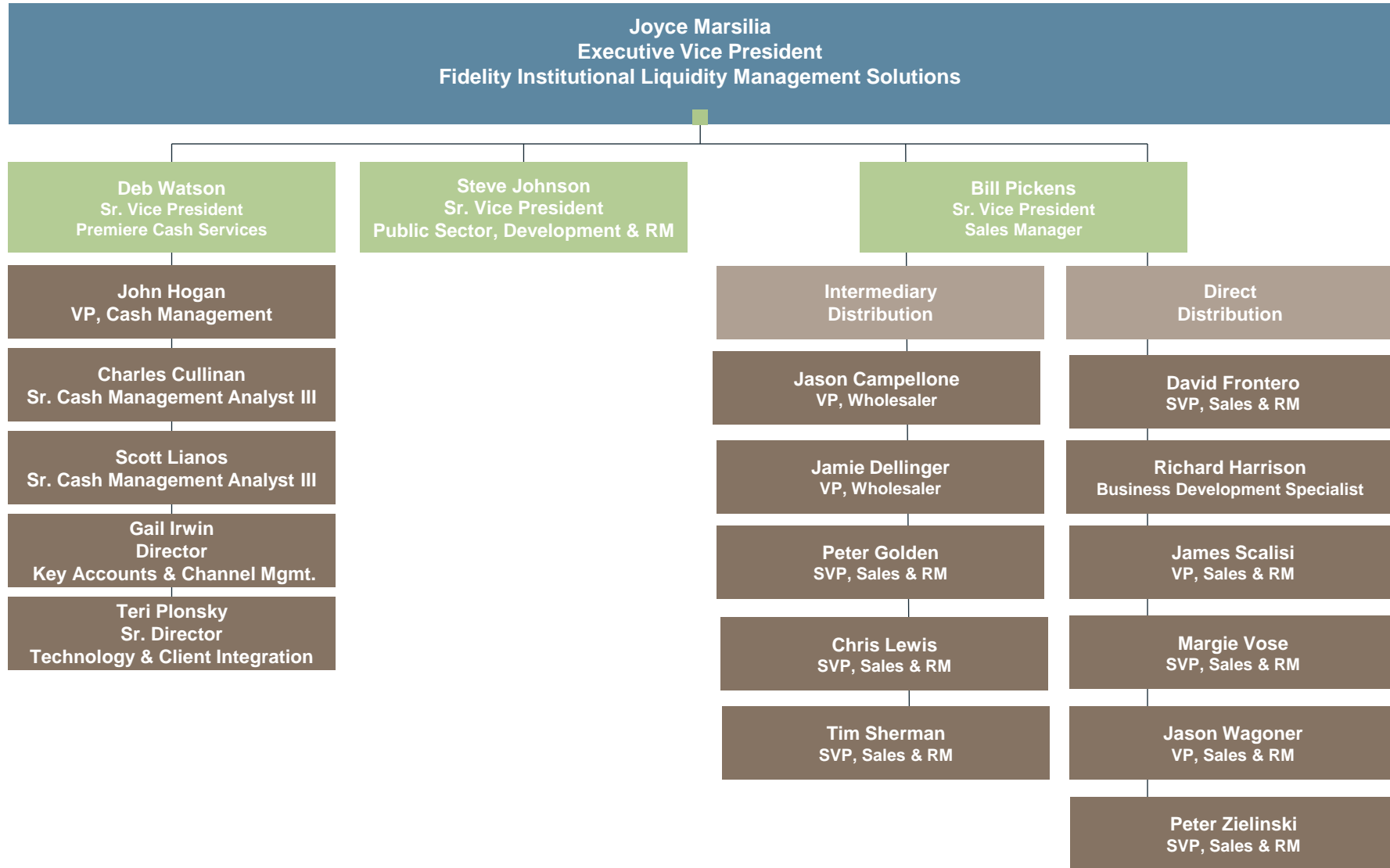
Fidelity: FFAS Leadership Team



Source: Fidelity January 2015

For Institutional Use Only

Fidelity Institutional Liquidity Management Solutions Team: Organizational Structure



The Fidelity Advantage

Asset Management

Premier global institutional asset manager

History

Fidelity Founded in 1946

Fidelity has been managing
Fixed Income Since 1971

Global Multi-Asset Class
Solutions Provider

People

**Global Investment
Professionals:** **833**

**Fixed Income
Professionals:** **204**
Research: 101
Trading: 34
Portfolio Management: 38
Other: 31

Assets

**Fidelity Assets Under
Management:** **\$2.1T**

Fixed Income Assets: **\$851.6B**
Bond Assets: \$365.2B
Money Market Assets: \$486.4B

Assets noted are as of December 31, 2014.

Investment professionals described include the combined resources of Pyramis and Fidelity Investments as of December 31, 2014.

Fixed Income assets include investment grade and high income products, bond sub-portfolios of multi-asset class strategies and money market cash management vehicles.

What Distinguishes Fidelity's Liquidity Management Solutions

Philosophy, Performance, Process, and People



Fidelity is one of the largest managers of money market assets which is a testament to our ability to meet our investors' investment objectives over market cycles



Our investment philosophy applies a team oriented decision-making process, integrating fundamental research and quantitative analysis to prioritize safety and liquidity, and then competitive returns



We distinguish ourselves through a comprehensive research process, robust investment capabilities, and a highly qualified and experienced staff



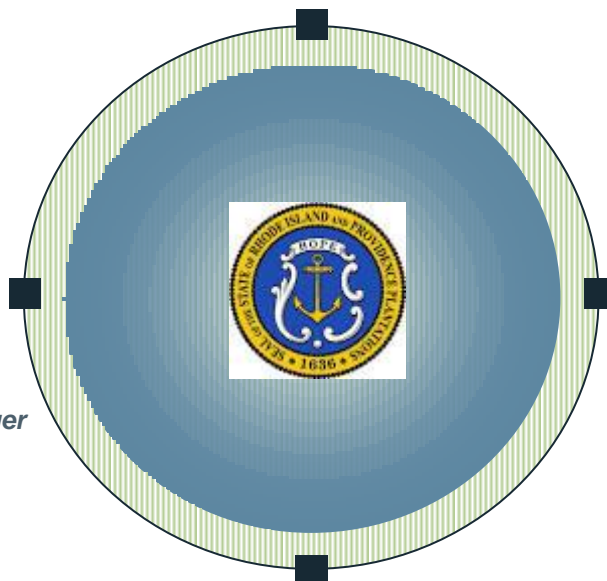
Fidelity offers a comprehensive suite of Liquidity Management Solutions with a distinguished performance record at competitive fees

The OSIP Advantage

Dedicated Team To State of Rhode Island

Steve Johnson, CTP
Senior Vice President, Relationship Management
steve.johnson@fmr.com
603-791-6657

Michael Morin, CFA
Director of Institutional Portfolio Manager
michael.morin@fmr.com
603-791-7748



Margie Vose
Senior Vice President, Relationship Manager
margie.vose@fmr.com
617-694-8545

Michael Widrig
Portfolio Manager
michael.widrig@fmr.com
603-791-7673

Fidelity Financial Advisor Solutions (FFAS)

Founded in 1979, Fidelity Financial Advisor Solutions (FFAS), FFAS markets Fidelity mutual funds and other products to certain institutional investors and investment professionals at financial institutions nationwide. FFAS clients hold over \$440B in AUM as of 3/19/15

FFAS Institutional Liquidity Solutions (FILMS)

Provides registered and non-registered short duration liquidity products to the public sector, not-for-profits, higher education, corporate and banks. FFAS clients hold over \$130B in AUM as of 3/19/15.



Ocean State Investment Pool

History

- ❑ OSIP Investment Strategy - Seeks to preserve principal, maintain liquidity, and achieve a market rate of return
- ❑ Fidelity selected via competitive RFP process to manage and distribute OSIP in November 2011
- ❑ OSIP funded by State of RI in March 2012

Fidelity Marketing and Distribution Support

- ❑ Hosted two educational OSIP kick off events that were attended by Treasurer Raimondo in April and June of 2012, including all eligible Rhode Island municipalities/agencies
- ❑ Fidelity participated, exhibited, and marketed OSIP during the Annual Convention of RI League of Cities and Towns in 2013, 2014, and 2015
- ❑ Representatives from Fidelity actively participate in the RI Government Finance Officers Association meetings representing OSIP

Ocean State Investment Pool

(Fidelity Marketing/Distribution Support – continued)

- ❑ The annual New England States Government Finance Officers Association conference received highest “platinum” level of sponsorship from Fidelity with multiple associates in attendance representing OSIP
- ❑ Over 695 OSIP related interactions since the 2012 launch
- ❑ Six marketing campaigns were implemented since the launch in 2012 reaching all eligible investors multiple times

Benefits of OSIP



Provides a Safe and Liquid Investment with a market rate of return



Provides investment diversification managed by a trusted experienced asset manager



Provides an alternative product resulting in RI municipalities achieving more competitive pricing from their banks

Contract renewal: Proposed pricing schedule

3-year contract term

(Effective for 3 years from execution date)

Due to increased efficiencies we are able to reduce fees for the following three years

Avg. Assets	Current Fee (bps)	Proposed Fee (bps)
\$0-\$500MM	14.8	13.8
\$500-\$1B	14.4	13.4
>\$1B	13.8	12.8

First Quarter Investment Strategy and Outlook

Investment Strategy

- Seeking to preserve principal, maintain liquidity and achieve superior risk-adjusted performance
 - Emphasize fundamental and macro research in formulating portfolio structures
 - Meet OSIP liquidity targets through repurchase agreements, Treasuries, agencies and short-dated investments
 - Manage weighted average maturities (WAM) and weighted average life (WAL) constraints to enhance NAV stability and performance
 - Position OSIP based on our assessment of relative value across the money market yield curve within the context of our approved credits
 - Take advantage of rising money market rates as potential Fed tightening gets closer

Outlook

- Fed set to begin to normalize monetary policy in 2015
 - Markets looking for Q2/Q3 lift off
 - Fed forecast for Fed Funds currently much higher than market expectations
 - Money market rates will exhibit more volatility in response to economic data
- Bank regulatory pressures may cause OSIP to be an attractive alternative to bank deposits
 - BASEL III and the Liquidity Coverage Ratio may cause banks to redefine attractive deposit relationships



Appendix

Performance Review

As of 1/31/2015

Ocean State Investment Pool	7-Day Yield	3-Month	6-Month	1-Year	3-Year	LOF*
Gross Returns	0.27%	0.06%	0.12%	0.24%	N/A	0.27%
Net Returns	0.12%	0.03%	0.05%	0.09%	N/A	0.12%
Citigroup 3 Month Treasury Bill		0.00%	0.01%	0.03%	0.05%	0.05%
Value Added (Net)		0.03%	0.04%	0.06%	N/A	0.07%

2014 OSIP Annual Average Assets \$408 Million. Current OSIP Assets as of 2/28/15 \$259 Million

Client data shown.

Net performance is less the client advisory fee charged employing this strategy; other fees and expenses may reduce returns.

* Inception date – 3/6/2012

Total returns are historical and include change in share value and reinvestment of dividends and capital gains, if any.

Performance data shown represents past performance and is no guarantee of future results.

Sources: Fidelity Investments as of 1/31/2015.



Important Information

Read this important information carefully before making any investment. Speak with your relationship manager if you have any questions.

Risks

Past performance is no guarantee of future results. An investment may be risky and may not be suitable for an investor's goals, objectives and risk tolerance. Investors should be aware that an investment's value may be volatile and any investment involves the risk that you may lose money. Performance results for individual accounts will differ from performance results for composites and representative accounts due to factors such as portfolio size, account objectives and restrictions, and factors specific to a particular investment structure.

The value of a strategy's investments will vary day to day in response to many factors, including in response to adverse issuer, political, regulatory, market or economic developments. The value of an individual security or a particular type of security can be more volatile than the market as a whole and can perform differently from the value of the market as a whole.

The performance of fixed income strategies will change daily based on changes in interest rates and market conditions and in response to other economic, political or financial developments. Debt securities are sensitive to changes in interest rates depending on their maturity, and may involve the risk that their prices may decline if interest rates rise or, conversely, if interest rates decline, their prices may increase. Debt securities carry the risk of default, prepayment risk and inflation risk. Changes specific to an issuer, which may involve its financial condition or economic environment, can affect the credit quality or value of an issuer's securities. Lower-quality debt securities (those of less than investment grade quality, also referred to as high yield debt securities) and certain types of other securities are more volatile and are often considered to be speculative and involve greater risk due to increased sensitivity to adverse issuer, political, regulatory and market developments, especially in periods of general economic difficulty. The value of mortgage securities may change due to shifts in the market's perception of issuers and changes in interest rates, regulatory or tax changes.

Derivatives may be volatile and involve significant risk, such as credit risk, currency risk, leverage risk, counterparty risk and liquidity risk. Using derivatives can disproportionately increase losses and reduce opportunities for gains in certain circumstances. Investments in derivatives may have limited liquidity and may be harder to value, especially in declining markets. Derivatives involve leverage because they can provide investment exposure in an amount exceeding the initial investment. Leverage can magnify investment risks and cause losses to be realized more quickly. A small change in the underlying asset, instrument, or index can lead to a significant loss. Assets segregated to cover these transactions may decline in value and are not available to meet redemptions. Government legislation or regulation could affect the use of these transactions and could limit the ability to pursue such investment strategies.

Important Information

These materials contain statements that are “forward-looking statements,” which are based on certain assumptions of future events. Forward-looking statements are based on information available on the date hereof, and Pyramis does not assume any duty to update any forward-looking statement. Actual events may differ from those assumed. There can be no assurance that forward-looking statements, including any projected returns, will materialize or that actual market conditions and/or performance results will not be materially different or worse than those presented.

The business unit of Pyramis Global Advisors (Pyramis) includes the following entities, or divisions of entities: Pyramis Global Advisors Holdings Corp., a Delaware corporation; Pyramis Global Advisors Trust Company, a non-depository trust company (PGATC); Pyramis Global Advisors, LLC, a U.S. registered investment adviser (PGA LLC); Pyramis Global Advisors (Canada) ULC, an Ontario registered investment adviser; FMR Investment Management (UK) Limited, a U.K. registered investment manager (FMRIM-UK); the Pyramis division of Fidelity Management & Research (Hong Kong) Limited, a Hong Kong registered investment adviser (FMRHK); Pyramis Distributors Corporation LLC, a U.S. registered broker-dealer; and Fidelity Investments Canada ULC, an Alberta corporation (FIC). Investment services are provided by PGATC, PGA LLC, Pyramis Global Advisors (Canada) ULC, FMRIM-UK and/or FMRHK. “Fidelity Investments” and/or “Fidelity” refers collectively to FMR LLC, a US company, and its subsidiaries, including but not limited to Fidelity Management & Research Company (FMR Co.), and Pyramis.

“Fidelity Investments” and/or “Fidelity” refers collectively to FMR LLC, a US company, and its subsidiaries, including but not limited to Fidelity Management & Research Company (FMR Co.) and Pyramis.

Products and services presented here are managed by the Fidelity Investments companies of Pyramis Global Advisors, LLC, a registered investment adviser, or Pyramis Global Advisors Trust Company, a non-depository trust company. Pyramis products and services may be presented by Fidelity Investments Institutional Services Company, Inc., Fidelity Investments Canada ULC, FIL Limited, or Fidelity Brokerage Services, LLC, Member NYSE, SIPC, all non-exclusive financial intermediaries that are affiliated with Pyramis and compensated for such services.

Certain data and other information in this presentation have been supplied by outside sources and are believed to be reliable as of the date of this document. Data and information from third-party databases, such as those sponsored by eVestment Alliance and Callan, are self-reported by investment management firms that generally pay a subscription fee to use such databases, and the database sponsors do not guarantee or audit the accuracy, timeliness or completeness of the data and information provided including any rankings. Rankings or similar data reflect information at the time rankings were retrieved from a third-party database, and such rankings may vary significantly as additional data from managers are reported. Pyramis has not verified and cannot verify the accuracy of information from outside sources, and potential investors should be aware that such information is subject to change without notice. Information is current as of the date noted.

Pyramis has prepared this presentation for, and only intends to provide it to, institutional, sophisticated and/or qualified investors in one-on-one or comparable presentations. Do not distribute or reproduce this report.

Pyramis does not provide legal or tax advice and we encourage you to consult your own lawyer, accountant or other advisor before making an investment.

Pyramis Global Advisors, LLC is a registered investment adviser and a Fidelity Investments company. Pyramis products and services are presented by Fidelity Investments Institutional Services Company, Inc., a nonexclusive financial intermediary that is an affiliate of Pyramis.

Not FDIC Insured • No Bank Guarantee • May Lose Value



Important Information

Not NCUA or NCUSIF insured. May lose value. No credit union guarantee.

The views expressed in this statement reflect those of the portfolio manager only through the end of the period of the report as stated on the cover and do not necessarily represent the views of Fidelity or any other person in the Fidelity organization. Any such views are subject to change at any time based upon market or other conditions and Fidelity disclaims any responsibility to update such views. These views may not be relied on as investment advice and, because investment decisions for a Fidelity fund are based on numerous factors, may not be relied on as an indication of trading intent on behalf of any Fidelity fund.

Past performance is no guarantee of future results. Investment return will fluctuate, therefore you may have a gain or loss when you sell shares.

Diversification does not ensure a profit or guarantee against a loss.

An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the fund. Interest rate increases can cause the price of money market securities to decrease.

For Institutional Investor Use only.

Fidelity Investments & Pyramid Design is a registered service mark of FMR LLC.

Fidelity Investments Institutional Services Company, Inc., 500 Salem Street, Smithfield, RI 02917

Not a deposit of a bank.

The Ocean State Investment Pool Trust (OSIP) is offered by The State of Rhode Island and managed by Pyramis Global Advisors, LLC (Pyramis), a Fidelity Investments company. Pyramis is an investment adviser registered under the Investment Advisers Act of 1940. Fidelity Investments Institutional Services Company, Inc. (FIISC), an affiliate of Pyramis, is the servicing agent for OSIP. OSIP is not a mutual fund and is exempted from the Investment Company Act of 1940.

No guarantee by the State of Rhode Island or the U.S. government or any of its agencies.

Before investing in the Ocean State Investment Pool Trust, consider its investment objectives, risks, charges, and expenses. For additional information, call FIISC at 855-900-OSIP (6747) for a free Investment Circular. To view the Investment Circular online, please go to <https://advisor.fidelity.com/osip>. Please read the Investment Circular carefully before you invest. The Investment Circular is the only authorized source of definitive information regarding investment in the Ocean State Investment Pool Cash Portfolio.

719090.1.0