



October, 2008

Re: Changes to the State of Maryland Retirement Plans

Dear State of Maryland Retirement Plan Participant:

The State of Maryland is pleased to announce investment option changes to your Retirement Plans.

New Investment Options

Beginning on **October 30, 2008**, two new investment options will be added to the investment line up. Your new investment options are listed below. Please see the investment option descriptions in the *About Your New Investment Options* section of this letter.

Mutual Discovery Fund – Class Z
Neuberger Berman Socially Responsive Fund – Investor Class

Investment Option Being Frozen

Effective as of **the close of business (generally 4:00 P.M. Eastern time) on October 30, 2008**, contributions into the investment options shown below under *Old Investment Option* will be frozen to new investments (new contributions or exchanges in) under the State of Maryland Retirement Plans. **All future contributions** in this investment option will be automatically transferred to the investment option shown below under *New Investment Option*.

Effective as of **the close of business (generally 4:00 P.M. Eastern time) on December 1, 2008**, all remaining balances in this investment option will be automatically transferred to the investment option shown below under *New Investment Option*.

Old Investment Option		New Investment Option
Domini Social Equity Fund – Investor Shares*	⇒	Neuberger Berman Socially Responsive Fund – Investor Class

The reallocation of assets depends on the timely liquidation of those assets. A delay in liquidation may result in a change to the above noted dates.

*There is a short-term trading fee of 2% for shares held less than 30 days.

Action to Consider

If you do not want your future contributions to transfer to the investment option as shown above, you must contact Fidelity Investments® before **4:00 P.M. Eastern time on October 30, 2008**, and request an exchange.

If you do not want your **current account balances** to transfer to the investment option as shown above, you must contact Fidelity Investments® before **4:00 P.M. Eastern time on December 1, 2008**, and request an exchange.

The State of Maryland made the decision to delay the transfer of the assets in these funds until **the close of business (generally 4:00 P.M. Eastern time) on December 1, 2008 to avoid any short-term trading fees that** will apply to any shares of Domini Social Equity Fund – Investor Shares held for less than 30 days.

To request changes to your account, obtain additional information or if you have any questions, log on to Fidelity NetBenefits® at www.fidelity.com/atwork or call Fidelity Investments at 1-800-343-0860, Monday through Friday (excluding New York Stock Exchange holidays) between 8:00 am and Midnight, Eastern Time, to speak with a Representative.

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Update your e-mail address to receive important benefits information electronically.

- Log on to Fidelity NetBenefits® at www.fidelity.com/atwork
- Go to Your Profile
- Click on E-mail Address

To receive mutual fund prospectuses online (including those that may be delivered as a result of these changes.)

- Log on to Fidelity NetBenefits® at www.fidelity.com/atwork
- Go to Your Profile
- Click on Mail Preferences

About Your New Investment Options

The following are descriptions of your new investment options.

Neuberger Berman Socially Responsive Fund - Investor Class (47838)

What It Is: A growth mutual fund.

Goal: To provide long-term growth of capital.

What it invests in: Primarily common stocks of value companies that meet both the fund's social policy and financial criteria. The managers initially screen companies using value investing criteria. Among companies that meet these criteria, they look for companies that show leadership in major areas of social impact, such as the environment, workplace and community. They also consider companies' records in other areas, such as public health and the impact of their products. Share price and return will vary. *Managed by Neuberger Berman Management Inc., which provided the description for this fund.*

Mutual Discovery Fund - Class Z (45740)

What It Is: A global growth mutual fund.

Goal: Seeks to provide capital growth.

What it invests in: Primarily invests in common and preferred stocks, and debt securities (bonds) of domestic and foreign companies that are believed to be undervalued. Investments include stocks of smaller companies, and companies involved in mergers, consolidations, liquidations, and reorganizations. The stocks of such companies may have abrupt or erratic price movements. The fund may also invest in lower-rated bonds (often referred to as "junk bonds"), which may involve greater risks. The fund expects to invest approximately 50% of its assets in foreign securities. Foreign investments involve greater risk and may offer greater potential returns than U.S. investments. These risks include political and economic uncertainties of foreign countries, as well as the risk of currency fluctuations. Investments in smaller companies may involve greater risk than those in larger, better-known companies. There is a short-term trading fee of 2.00% for shares held less than 7 days. Share price and return will vary. *Managed by Franklin Mutual Advisers, LLC., which provided the description for this fund.*

Sincerely,

Fidelity Investments

Before investing in any mutual fund, please carefully consider the investment objectives, risks, charges and expenses. For this and other information, call or write to Fidelity for a free prospectus. Read it carefully before you invest.

The Plan is intended to be a participant-directed plan as described in Section 404(c) of ERISA, which means that fiduciaries of the Plan are ordinarily relieved of liability for any losses that are the direct and necessary result of investment instructions given by a participant or beneficiary.

Unless otherwise noted, transaction requests confirmed after the close of the market, normally 4 P.M. Eastern time, or on weekends or holidays, will receive the next available closing prices.

The investment options available through the Plan reserve the right to modify or withdraw the exchange privilege.

Fidelity Brokerage Services LLC, Member NYSE, SIPC, 100 Summer Street, Boston, MA 02110.

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