

December 01, 2017

Dear USC retirement plan participant,

You are receiving this notice because you have an account with Fidelity, Prudential, SunAmerica, TIAA, or Vanguard through your employment at USC. The University of Southern California has asked TIAA, one of the investment providers in the USC Retirement Savings Program, to prepare and distribute this notice to all USC account holders regardless of the investment provider you have selected. No action on your part is required.

The enclosed information is provided to help you make an informed decision when managing your retirement account and planning your financials goals for retirement. Please review the notice as it contains important information regarding the fees and expenses associated with your retirement plan and its investment options.

Please note that as a result of the investment menu redesign in April 2016, some funds are closed to new contributions and incoming transfers. You may, however, transfer your balances in these closed funds to other funds in the new menu by contacting your investment provider. If you have terminated employment at USC, you may also rollover your funds to an eligible plan at your current employer or to an IRA.

If this notice was forwarded to you, please contact your investment provider directly to update your address.

This notice, along with the summary plan descriptions, is also available online at <https://benefits.usc.edu/retirement/retirement-plan>.

Please note: Effective 11/2/2017, Eagle Mid Cap Growth Fund was renamed Carillon Eagle Mid Cap Growth Fund.

If you have any questions regarding this notice, please contact me at:

Debra Fabanish
Director, USC Retirement Plan Administration
213-821-8131
fabanish@usc.edu

Regards,

Debra Fabanish

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Fee Disclosure - (2/2017)

Plan and Investment Notice

USC 403(B) TAX DEFERRED ANNUITY PLAN

Your participation in your employer's retirement plan is the first step to ensuring adequate retirement income. The purpose of this Plan and Investment Notice is to help you make informed decisions when managing your retirement account. It contains important information regarding your plan's services, investments and expenses. **While no action is required at this time**, please review the notice and file it with your other retirement plan documents for future reference.

Section I: Summary of Plan Services and Costs

This section provides important information to assist you in making decisions related to your participation in your employer's plan. It outlines the services available under this plan, explains your right to select the investments for your account, and any fees and plan restrictions that may apply.

Section II: Investment Options Comparative Chart

This section is designed to make it easier for you to compare investments that align with your retirement goals. It provides detailed information about your plan's investment options, including long-term performance and expenses.

Summary of Plan Services and Costs

Multiple providers have been selected to offer retirement services and investment options to employees in the plan. There are costs associated with these services and investments, some of which may be paid by you. In addition to explaining how to direct your investments, this section details the administrative and individual expenses associated with your plan.

The information is sorted by service provider to make it easier to compare. Your plan offers a range of investment options and services from the following providers:

TIAA
 PRUDENTIAL - FROZEN TO NEW CONTRIBUTIONS
 VANGUARD
 SUNAMERICA - FROZEN TO NEW CONTRIBUTIONS
 FIDELITY

TIAA

HOW TIAA RECORDKEEPS YOUR PLAN

TIAA provides recordkeeping services for your employer's plan which includes:

- USC 403(B) PLAN – Plan ID 101190
- USC RETIREMENT SAV PROGRAM EMPLOYEE 403(B) SUPPLEMENT PLAN – Plan ID 101193

Each of the above plans may offer different services and investments and may assess different fees. If you currently have a TIAA account, your quarterly statement lists the plan(s) that you have. If you do not have an account, please contact your employer to determine which plans apply to you.

RIGHT TO DIRECT INVESTMENTS

You may specify how your future contributions to the retirement plan are invested or make changes to existing investments in your plan as described in the Summary Plan Document. These changes can be made:

1. Online by visiting TIAA.org
2. By phone at **800 842-2252**, Monday – Friday 8 a.m. to 10 p.m. and Saturday, 9 a.m. to 6 p.m. (ET)

RESTRICTIONS

Changes to existing investments usually take place at the close of the business day if a change is requested prior to 4:00 p.m. (ET). Refer to Section II: Investment Options Comparative Chart for investment-specific restrictions.

ADDITIONAL RIGHTS AND PRIVILEGES

Certain investments that you may hold may give you the opportunity to vote on proposals. If and when such opportunities arise, you will receive a notice with the instructions on how to take advantage of what is being offered.

INVESTMENT OPTIONS

A variety of investment options are available in the plan. Please refer to Section II: Investment Options Comparative Chart for a current list of investment options available to you. Additional information, as well as up-to-date investment performance, is available online at www.TIAA.org/planinvestmentoptions. After entering a plan ID, 101190, 101193, you'll be directed to plan and investment information.

SELF-DIRECTED BROKERAGE

A TIAA Brokerage Service is available that permits you to use investments that have not been selected for your plan and are not monitored. This service permits you to use a wide variety of investments but you are expected to prudently select and monitor any investments that you make through the brokerage service. This means that you must have the skill and experience or use an independent expert to advise you. Depending upon your plan's characteristics, investments available within the brokerage service may or may not include mutual funds, equities, bonds and certificate of deposits (403(b) plans are limited to mutual funds). Generally, there are fees associated with investment transactions (purchasing or selling), as well as minimum transaction amount requirements. Before purchasing or selling an investment you should understand any applicable fees, including fees that will be associated with your transaction such as commissions or other charges for purchasing and selling the investment. To request a transaction, and to learn more about the brokerage service including fees call 800-927-

3059 or visit <http://www.tiaa-cref.org/public/brokerage/pdf/pensionsdacia.pdf> Available in all plans.

COST OF PLAN SERVICES

There are three categories of services provided to your plan:

1. GENERAL ADMINISTRATIVE SERVICES

General administrative services include recordkeeping, legal, accounting, consulting, investment advisory and other plan administration services. Some of the expenses for general administrative services are fixed and other expenses such as legal or accounting may vary from year to year. These costs are allocated to each participant in a uniform way.

Other than your specific investment services fees, your plan has no additional administrative expenses paid to TIAA.

2. SPECIFIC INVESTMENT SERVICES

Each investment offered within the plan charges a fee for managing the investment and for associated services. This is referred to as the expense ratio and is paid by all participants in that investment in proportion to the amount of their investment. The specific expense ratio for each plan designated investment option is listed in Section II: Investment Options Comparative Chart.

3. PERSONALIZED SERVICES

Personalized services provide access to a number of plan features and investments that you pay for, only if you use them. The personalized services used most often are:

Brokerage	Transactions (buy or sell) refer to Brokerage Services Agreement. Applies to all plans.
Retirement plan loan	The cost to you based upon the difference between what you earn on collateral and what you pay in interest. Applies to all plans.
Qualified Domestic Relations Orders (QDRO)	No charge
Sales Charges, Purchase, Withdrawal And Redemption Fees For Certain Investments	Certain charges may apply. See Section II: Investment Options Comparative Chart or the prospectus for applicable charges.

FIDELITY

RIGHT TO DIRECT INVESTMENTS

You may specify how your future contributions to the plan are directed or make changes to existing investments in your plan either

1. online at www.fidelity.com or
2. by phone at 800- 343-0860.

Your rights under the Plan, and any restrictions, are subject to the terms of the Plan.

RESTRICTIONS

Changes to existing investments usually take place at the close of the business day if a change is requested prior to 4:00pm (ET). Refer to the Investment Options Comparative Chart for investment specific restrictions. Any frequent trading restrictions imposed by the Plan and/or by the Plan's Investment options are listed in the Investment Options Comparative Chart. Keep in mind that restrictions are subject to change.

INVESTMENT OPTIONS

The Plan offers a choice of investment options that allow you to create a diversified portfolio to help you meet your individual needs. Please refer to Section II: Investment Options Comparison Chart for a current list of investment options available to you.

SELF-DIRECTED BROKERAGE

Effective March 1, 2016, a self-directed brokerage account was added to the USC plan to offer expanded mutual fund options beyond those in the plan's menu. The plan fiduciary neither evaluates nor monitors the investments available through the self-directed brokerage account. It is your responsibility to ensure that the investments you select are suitable for your situation, including your goals, time horizon and risk tolerance. See the fact sheets and commission schedule for applicable fees and risks.

COST OF PLAN SERVICES - GENERAL ADMINISTRATIVE SERVICES

General administrative services include recordkeeping, legal, accounting, investment advisory and other plan administrative services. Some of the expenses for general administrative services are fixed and other expenses such as legal or accounting vary from year to year. These costs are allocated to each participant in a uniform way. Other than your specific investment services fees, your plan has no additional administrative fees paid directly to Fidelity.

COST OF PLAN SERVICES - SPECIFIC INVESTMENT SERVICES

Each investment offered within the plan charges a fee for managing the investment and for associated services. This is referred to as the expense ratio and is paid by all participants in that investment in proportion to the amount of their investment. The specific expense ratio for each plan designated investment option is listed in the Investment Option Comparative Chart.

COST OF PLAN SERVICES - PERSONALIZED SERVICES

Personalized services provide access to a number of plan features and investments that you pay for only if you use them. If you have any account in the Plan and you select or execute the following services or transactions, the fees outlined below may be deducted from your account based on the information and direction Fidelity had on file at the time this brochure was prepared. As you review this information, please keep in mind that fees are subject to change.

Loan Set up Fee - \$35 per loan initiated on or after 9/1/2009

Loan Maintenance Fee - \$15 per year per loan initiated on or after 9/1/2009

Prior Loan Maintenance Fee - \$50 per year per loan initiated prior to 9/1/2009.

Portfolio Advisory Service at Work - Net advisory fee based on percentage of the average daily balance of eligible assets in your account, per year.

Participant Hired Advisory Fee - varies based on advisor.

PRUDENTIAL - FROZEN TO NEW CONTRIBUTIONS

RIGHT TO DIRECT INVESTMENTS

Contact Prudential:

1. online at www.prudential.com
2. by phone at 800-458-6333.

You may not make new contributions into the plan. Rollovers from other retirement plans are not permitted. Transfers from other USC investment providers are not permitted.

RESTRICTIONS

Changes to existing investments usually take place at the close of the business day if a change is requested prior to 4:00pm (ET). Refer to the Investment Options Comparative Chart for investment specific restrictions. If you make excessive transfers into and out of (or out of and into) the same Investment fund, your ability to make investment transfers involving those funds may be restricted. Excessive trading is: (1) One or more round-trip trades (transfers into and out of the same fund) within a 30-day period where each buy or sell in the transaction is more than \$25,000 and (2) the trading pattern did not result from automatic or system-driven transactions such as payroll contributions or loan repayments, re-mapping transactions, hardship withdrawals, regularly scheduled or periodic distributions, or periodic rebalancing through a systematic rebalancing program that is not initiated by the Plan.

INVESTMENT OPTIONS

The Prudential Guaranteed Interest Account and the Medley Variable Annuity accounts remain at Prudential but are closed to new contributions and incoming transfers.

COST OF PLAN SERVICES - GENERAL ADMINISTRATIVE SERVICES

Plan administrative fees may include legal, accounting, trustee, recordkeeping and other administrative fees and expenses associated with maintaining the Plan. In some instances, they may be deducted from individual accounts in the Plan. Based on the information and direction Prudential had on file at the time this brochure was prepared, no plan administrative fees were to be deducted from accounts in the Plan. Please keep in mind that fees are subject to change.

COST OF PLAN SERVICES - SPECIFIC INVESTMENT SERVICES

Each investment offered within the plan charges a fee for managing the investment and for associated services. This is referred to as the expense ratio and is paid by all participants in that investment in proportion to the amount of their investment. The specific expense ratio for each plan designated investment option is listed in the Investment Option Comparative Chart.

COST OF PLAN SERVICES - PERSONALIZED SERVICES

Effective March 1, 2016, loans are no longer available from Prudential accounts.

SUNAMERICA - FROZEN TO NEW CONTRIBUTIONS

RIGHT TO DIRECT INVESTMENTS

You may make changes to existing investments in your plan by phone at 800-445-7862. You may not make new contributions into the plan. Rollovers from other retirement plans are not permitted. Transfers from other USC investment providers are not permitted.

RESTRICTIONS

Changes to existing investments usually take place at the close of the business day if a change is requested prior to 4:00pm (ET). Refer to the Investment Options Comparative Chart for investment specific restrictions.

COST OF PLAN SERVICES - GENERAL ADMINISTRATIVE SERVICES

General administrative services include recordkeeping, legal, accounting, investment advisory and other plan administrative services. Some of the expenses for general administrative services are fixed and other expenses such as legal or accounting vary from year to year. These costs are allocated to each participant in a uniform way. Other than your specific investment services fees and the 1.25% Separate Account Charge, your plan has no additional administrative fees paid directly to SunAmerica.

COST OF PLAN SERVICES - SPECIFIC INVESTMENT SERVICES

Each investment offered within the plan charges a fee for managing the investment and for associated services. This is referred to as the expense ratio and is paid by all participants in that investment in proportion to the amount of their investment. The specific expense ratio for each plan designated investment option is listed in the Investment Option Comparative Chart

COST OF PLAN SERVICES - PERSONALIZED SERVICES

The Polaris Plus funds have an annual Separate Account Charge of 1.25%. There is a surrender charge with a declining percentage over a six year period (6-6-5-5-4-4-0%) for actively employed participants.

The cost for a retirement plan loan is based on the difference between what you earn on collateral and what you pay in interest.

Effective March 1, 2016, loans are no longer available from SunAmerica accounts.

VANGUARD

RIGHT TO DIRECT INVESTMENTS

Your plan gives you the right to direct your plan investments. You can direct your plan investments using any of the three convenient methods listed below:

1. Online - Log on to your account at www.vanguard.com anytime. If you have not signed up for secure online account access, visit vanguard.com to register.
2. Phone - Call the 24-hour interactive VOICE Network at 800-523-1188. You will need a

personal identification number (PIN) to use VOICE. Follow the prompts to set up a PIN.
3. Personal assistance - Vanguard Participant Services associates are available at 800-523-1188 Monday - Friday from 8:30am to 9:00pm Eastern Time.

RESTRICTIONS

Changes to existing investments usually take place at the close of the business day if a change is requested prior to 4:00pm (ET). Refer to the Investment Options Comparative Chart for investment specific restrictions.

INVESTMENT OPTIONS

The Plan offers a choice of investment options that allow you to create a diversified portfolio to help you meet your individual needs.

SELF-DIRECTED BROKERAGE

Effective March 1, 2016, a self-directed brokerage account was added to the USC plan to offer expanded mutual fund options beyond those in the plan's menu. The plan fiduciary neither evaluates nor monitors the investments available through the self-directed brokerage account. It is your responsibility to ensure that the investments you select are suitable for your situation, including your goals, time horizon and risk tolerance. See the fact sheets and commission schedule for applicable fees and risks.

COST OF PLAN SERVICES - GENERAL ADMINISTRATIVE SERVICES

Effective May 2016, there is a \$21 annual fee for each Vanguard account. Plan administrative fees may include legal, accounting, trustee, recordkeeping and other administrative fees and expenses associated with maintaining the Plan. In some instances, they may be deducted from individual accounts in the Plan. Please keep in mind that fees are subject to change.

COST OF PLAN SERVICES - SPECIFIC INVESTMENT SERVICES

Each investment offered within the plan charges a fee for managing the investment and for associated services. This is referred to as the expense ratio and is paid by all participants in that investment in proportion to the amount of their investment. The specific expense ratio for each plan designated investment option is listed in the Investment Option Comparative Chart.

COST OF PLAN SERVICES - PERSONALIZED SERVICES

Loan Fees: Origination fee is \$40 if you request the loan through vanguard.com or VOICE and \$90 if you request the loan with personal assistance from a Vanguard associate. There is also a \$25 annual maintenance fee that is charged beginning in the calendar year after the loan was issued.

Investment Options Comparative Chart

Your plan offers a variety of professionally managed investments. One of the benefits of the plan is that you get to decide how your contributions are invested. When making investment decisions, you should keep in mind how long you have until retirement, your tolerance for risk, how this retirement plan fits into your overall financial picture, and the impact of fees. The information on the following pages will help you compare the investment options and make more informed decisions about your retirement plan.

Part A – Performance and Fee Information

Part A consists of performance and fee information for your plan's investment options. It shows you how well the investments have performed in the past as well as any fees and expenses you will pay if you invest in a particular option.

For more information on the impact of fees and expenses associated with your plan, refer to Section I: Summary of Plan Services and Costs or visit the DOL's website at www.dol.gov/ebsa/publications/401k_employee.html. Fees are only one of many factors to consider when making an investment decision.

Part B – Annuity Income Information

Part B contains information about the annuity options available within your employer's retirement plan.

Part A. Performance and Fee Information

The following chart(s) list(s) your plan's investment options whose value may change based on market fluctuations. When evaluating performance of your variable investment options, you should consider comparing the returns of each investment to an appropriate benchmark, which is included in the chart. A benchmark is a generally accepted unmanaged group of securities whose performance is used as a standard point of reference to measure and compare investment gains or losses for variable return investments. Keep in mind that you may not invest in the benchmark indexes which are shown for comparative purposes only. For investments that use a blend of stocks and bonds to limit risk, such as Target Date or Multi-Asset funds, a difference from the benchmark may be due to a difference in the proportion of stocks to bonds in the fund when compared to the benchmark. Benchmark information for fixed-return investments is not provided in this chart. Past performance does not indicate how an investment will perform in the future.



For the most up-to-date information about your investment options, prospectuses for available TIAA investments and other helpful resources, visit www.TIAA.org/planinvestmentoptions. After entering a plan ID, 101190,101193, you'll be directed to plan and investment information.

Visit www.tiaa.org for information and resources to help you make informed decisions. To request additional plan information or a paper copy of information available online, free of charge, contact TIAA at 800 842-2252 or write to us at TIAA, P.O. Box 1259, Charlotte, NC, 28201.

Table 1 – Variable Return Investment Performance as of September 30, 2017

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions*
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
Equities									
Mutual Fund									
Vanguard Emerging Markets Stock Index Fund Institutional	Diversified Emerging Mkts	VEMIX	06/22/2000	18.93%	3.64%	1.02%	0.11% \$1.10	0.11% \$1.10	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
				22.46%	3.99%	1.32%			
MSCI Emerging Markets Index									
William Blair Emerging Markets Leaders Fund Institutional	Diversified Emerging Mkts	WELIX	03/26/2008	22.20%	4.73%	2.23%	1.34% \$13.40	1.25% \$12.50	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
				22.46%	3.99%	2.22%			
MSCI Emerging Markets Index								Contractual Waiver Exp: 04/30/2018	
MFS International Value Fund R5	Foreign Large Blend	MINJX	04/28/2006	13.31%	12.27%	6.13%	0.66% \$6.60	0.66% \$6.60	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
				22.55%	7.80%	0.49%			
MSCI EAFE Value Index (NR USD)									
Vanguard Total International Stock Index Fund Institutional	Foreign Large Blend	VTSNX	11/29/2010	19.30%	7.51%	5.67%	0.09% \$0.90	0.09% \$0.90	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
				19.61%	6.97%	5.38%			
MSCI AC World Ex USA Index									

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions*
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
American Funds EuroPacific Growth Fund R6	Foreign Large Growth	RERGX	05/01/2009	20.63%	9.51%	10.48%	0.50% \$5.00	0.50% \$5.00	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>MSCI AC World Ex USA Index</i>				19.61%	6.97%	8.99%			
Vanguard FTSE Social Index Fund Investor	Large Blend	VFTSX	05/31/2000	20.41%	15.98%	7.24%	0.22% \$2.20	0.22% \$2.20	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>Russell 1000 Index</i>				18.54%	14.27%	7.55%			
Vanguard Institutional Index Fund Institutional Plus	Large Blend	VIIIX	07/07/1997	18.60%	14.22%	7.46%	0.02% \$0.20	0.02% \$0.20	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>S&P 500 Index</i>				18.61%	14.22%	7.44%			
Vanguard Capital Opportunity Fund Admiral	Large Growth	VHCAX	11/12/2001	25.86%	19.83%	9.62%	0.38% \$3.80	0.38% \$3.80	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>Russell Midcap Growth Index</i>				17.82%	14.18%	8.20%			
John Hancock Disciplined Value Fund R6	Large Value	JDVWX	08/31/2011	20.59%	13.12%	14.86%	0.72% \$7.20	0.72% \$7.20	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>Russell 1000 Value Index</i>				15.12%	13.20%	14.52%			
Vanguard Mid-Cap Index Fund Institutional	Mid-Cap Blend	VMCIX	05/21/1998	15.31%	14.40%	7.97%	0.05% \$0.50	0.05% \$0.50	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>CRSP U.S. Mid Cap Index</i>				15.33%	14.45%	7.89%			
Eagle Mid Cap Growth Fund R6	Mid-Cap Growth	HRAUX	08/15/2011	24.17%	15.86%	14.84%	0.73% \$7.30	0.73% \$7.30	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>Russell Midcap Growth Index</i>				17.82%	14.18%	14.07%			
MFS Mid Cap Value Fund R5	Mid-Cap Value	MVCKX	02/01/2013	13.95%	-	12.50%	0.75% \$7.50	0.75% \$7.50	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		
				1 Yr. 13.37%	5 Yr. 14.28%	10 Yr. or Since Inception 12.56%	Gross	Net	Shareholder Fees & Restrictions*
Goldman Sachs Small Cap Value Fund Institutional	Small Blend	GSSIX	08/15/1997	19.99%	14.28%	9.36%	1.01% \$10.10	0.97% \$9.70	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
Russell Midcap Value Index				20.55%	13.27%	7.14%	Contractual Waiver Exp: 04/28/2018		
Vanguard Small-Cap Index Fund Institutional	Small Blend	VSCIX	07/07/1997	17.38%	13.95%	8.61%	0.05% \$0.50	0.05% \$0.50	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
CRSP U.S. Small Cap Index				17.33%	14.12%	8.94%			
Wells Fargo Small Company Growth Fund Institutional	Small Growth	WSCGX	03/31/2008	16.74%	13.67%	11.52%	1.01% \$10.10	0.95% \$9.50	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
Russell 2000 Growth Index				20.98%	14.28%	10.77%	Contractual Waiver Exp: 09/30/2017		
Variable Annuity									
CREF Stock Account R3	Allocation--85%+ Equity	QCSTIX	04/24/2015	19.19%	11.93%	5.57%	0.32% \$3.20	0.32% \$3.20	Available in all plans. Round Trip: If a round trip is made within 60 calendar days, exchanges into the same account will be restricted for 90 calendar days.
Russell 3000 Index				18.71%	14.23%	7.57%			
CREF Equity Index Account R3	Large Blend	QCEQIX	04/24/2015	18.44%	13.89%	7.22%	0.23% \$2.30	0.23% \$2.30	Available in all plans. Contributions and Transfers in not allowed. Applies to all plans. Round Trip: If a round trip is made within 60 calendar days, exchanges into the same account will be restricted for 90 calendar days.
Russell 3000 Index				18.71%	14.23%	7.57%			
CREF Growth Account R3	Large Growth	QCGRIX	04/24/2015	22.02%	15.27%	8.67%	0.27% \$2.70	0.27% \$2.70	Available in all plans. Contributions and Transfers in not allowed. Applies to all plans. Round Trip: If a round trip is made within 60 calendar days, exchanges into the same account will be restricted for 90 calendar days.
Russell 1000 Growth Index				21.94%	15.26%	9.08%			

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions*
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
CREF Global Equities Account R3	World Stock	QCGLIX	04/24/2015	19.74%	10.95%	4.23%	0.33%	0.33%	Available in all plans. Contributions and Transfers in not allowed. Applies to all plans.
<i>MSCI World Index</i>				18.17%	10.99%	4.22%	\$3.30	\$3.30	Round Trip: If a round trip is made within 60 calendar days, exchanges into the same account will be restricted for 90 calendar days.
Fixed Income									
Mutual Fund									
MainStay High Yield Corporate Bond Fund R6	High Yield Bond	MHYSX	06/17/2013	7.54%	-	5.85%	0.58%	0.58%	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>BofA Merrill Lynch High- Yield Master II Constrained Index</i>				9.05%					
PIMCO Real Return Fund Institutional	Inflation-Protected Bond	PRRIX	01/29/1997	0.15%	-0.10%	4.26%	0.64%	0.45%	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>Bloomberg Barclays U.S. Treasury Inflation Protected Securities (TIPS) Index (Series-L)</i>				-0.73%	0.02%	3.90%	Voluntary and Contractual Cap		
Metropolitan West Total Return Bond Fund Plan	Intermediate- Term Bond	MWTSX	07/29/2011	0.38%	2.76%	3.99%	0.38%	0.38%	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>Bloomberg Barclays U.S. Aggregate Bond Index</i>				0.07%	2.06%	2.86%			
Vanguard Total Bond Market Index Fund Institutional	Intermediate- Term Bond	VBPIX	09/18/1995	-0.12%	1.98%	4.25%	0.04%	0.04%	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>Bloomberg Barclays U.S. Aggregate Float Adjusted Index</i>				0.06%	2.07%				
Wells Fargo Short Duration Government Bond Fund R6	Short-Term Bond	MSDRX	11/30/2012	0.64%	-	0.91%	0.40%	0.37%	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>Bloomberg Barclays U.S. Government 1-3 Year Index</i>				0.27%		0.66%	Contractual Waiver Exp: 12/31/2017		

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions*
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
Vanguard Total International Bond Index Institutional	World Bond	VTIFX	05/31/2013	-0.78%	-	3.63%	0.07% \$0.70	0.07% \$0.70	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
Bloomberg Barclays Global Aggregate ex-USD Float TR Hdg USD				-0.62%		3.85%			
Variable Annuity									
CREF Inflation-Linked Bond Account R3	Inflation-Protected Bond	QCILIX	04/24/2015	-0.42%	-0.38%	3.45%	0.24% \$2.40	0.24% \$2.40	Available in all plans. Contributions and Transfers in not allowed. Applies to all plans. Round Trip: If a round trip is made within 60 calendar days, exchanges into the same account will be restricted for 90 calendar days.
Bloomberg Barclays U.S. Treasury Inflation Protected Securities (TIPS) 1-10 Year Index				-0.14%	0.08%	3.27%			
CREF Bond Market Account R3	Intermediate- Term Bond	QCBMIX	04/24/2015	0.82%	2.26%	4.06%	0.29% \$2.90	0.29% \$2.90	Available in all plans. Contributions and Transfers in not allowed. Applies to all plans. Round Trip: If a round trip is made within 60 calendar days, exchanges into the same account will be restricted for 90 calendar days.
Bloomberg Barclays U.S. Aggregate Bond Index				0.07%	2.06%	4.27%			
Money Market									
Mutual Fund									
Vanguard Federal Money Market Fund Investor	Money Market- Taxable	VMFXX	07/13/1981	0.63%	0.18%	0.50%	0.11% \$1.10	0.11% \$1.10	Available in all plans.
7-day current annualized yield 0.98% as of 09/30/2017 7-day effective annualized yield 0.98% as of 09/30/2017									
Citi 3-Month Treasury Bill Index				0.64%	0.19%	0.42%			
Variable Annuity									
CREF Money Market Account R3	Money Market- Taxable	QCMMIX	04/24/2015	0.37%	0.09%	0.41%	0.23% \$2.30	0.23% \$2.30	Available in all plans.
7-day current annualized yield 0.63% as of 09/26/2017 7-day effective annualized yield 0.64% as of 09/26/2017									
iMoneyNet Money Fund Averages - All Government				0.32%	0.08%	0.31%			
Multi-Asset									

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	Shareholder Fees & Restrictions*
Vanguard Institutional Target Retirement Income Fund Institutional	Retirement Income	VITRX	06/26/2015	5.30%	-	4.55%	0.09% \$0.90	0.09% \$0.90	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
Bloomberg Barclays U.S. Aggregate Bond Index				0.07%		3.13%			
Vanguard Institutional Target Retirement 2015 Fund Institutional	Target-Date 2015	VITVX	06/26/2015	8.02%	-	5.28%	0.09% \$0.90	0.09% \$0.90	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
Bloomberg Barclays U.S. Aggregate Bond Index				0.07%		3.13%			
Vanguard Institutional Target Retirement 2020 Fund Institutional	Target-Date 2020	VITWX	06/26/2015	10.17%	-	6.09%	0.09% \$0.90	0.09% \$0.90	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
MSCI U.S. Broad Market Index (GR USD)				18.67%		10.08%			
Vanguard Institutional Target Retirement 2025 Fund Institutional	Target-Date 2025	VRIVX	06/26/2015	11.85%	-	6.58%	0.09% \$0.90	0.09% \$0.90	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
MSCI U.S. Broad Market Index (GR USD)				18.67%		10.08%			
Vanguard Institutional Target Retirement 2030 Fund Institutional	Target-Date 2030	VTTWX	06/26/2015	13.27%	-	6.89%	0.09% \$0.90	0.09% \$0.90	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
MSCI U.S. Broad Market Index (GR USD)				18.67%		10.08%			
Vanguard Institutional Target Retirement 2035 Fund Institutional	Target-Date 2035	VITFX	06/26/2015	14.85%	-	7.25%	0.09% \$0.90	0.09% \$0.90	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
MSCI U.S. Broad Market Index (GR USD)				18.67%		10.08%			
Vanguard Institutional Target Retirement 2040 Fund Institutional	Target-Date 2040	VIRSX	06/26/2015	16.35%	-	7.55%	0.09% \$0.90	0.09% \$0.90	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
MSCI U.S. Broad Market Index (GR USD)				18.67%		10.08%			

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions*
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
Vanguard Institutional Target Retirement 2045 Fund Institutional	Target-Date 2045	VITLX	06/26/2015	16.87%	-	7.79%	0.09% \$0.90	0.09% \$0.90	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2050 Fund Institutional	Target-Date 2050	VTRLX	06/26/2015	16.92%	-	7.81%	0.09% \$0.90	0.09% \$0.90	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2055 Fund Institutional	Target-Date 2055	VIVLX	06/26/2015	16.95%	-	7.81%	0.09% \$0.90	0.09% \$0.90	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2060 Fund Institutional	Target-Date 2060+	VILVX	06/26/2015	16.90%	-	7.79%	0.09% \$0.90	0.09% \$0.90	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2065 Fund Institutional	Target-Date 2060+	VSXFX	07/12/2017	-	-	4.00%	0.09% \$0.90	0.09% \$0.90	Available in all plans. Round Trip: You cannot exchange into the fund within 30 calendar days of exchanging out of the fund.
<i>Morningstar Lifetime Moderate 2060 Index</i>						4.06%			
Variable Annuity									
CREF Social Choice Account R3	Allocation--50% to 70% Equity	QCSCIX	04/24/2015	10.88%	8.34%	5.60%	0.27% \$2.70	0.27% \$2.70	Available in all plans. Round Trip: If a round trip is made within 60 calendar days, exchanges into the same account will be restricted for 90 calendar days.
<i>Russell 3000 Index</i>				18.71%	14.23%	7.57%			
Real Estate									
Variable Annuity									
TIAA Real Estate Account	N/A	QREARX	10/02/1995	4.34%	8.04%	2.58%	0.85% \$8.50	0.85% \$8.50	Available in all plans. Transfers out: Limit 1 per quarter. Limitations may apply to any transaction resulting in a balance > \$150,000.
<i>S&P 500 Index</i>				18.61%	14.22%	7.44%			

Table 1 shows fee and expense information for the investment options listed including the Total Annual Operating Expenses expressed as a percentage and a dollar amount based upon a \$1,000 accumulation both as net and gross of expenses. Total Annual Operating Expenses is a measure of what it costs to operate an investment, expressed as a percentage of its assets, as a dollar amount or in basis points. These are costs the investor pays through a reduction in the investment's rate of return.

*** Legend of plan name for each applicable plan number**

Plans	Plan Names
101190	USC 403(B) PLAN
101193	USC RETIREMENT SAV PROGRAM EMPLOYEE 403(B) SUPPLEMENT PLAN

PRUDENTIAL - FROZEN TO NEW CONTRIBUTIONS

To request additional plan information from this service provider or a paper copy of information available online, free of charge, contact: Prudential 30
 Scranton Office Park
 Moosic PA 18507-1796
 800-458-6333
 www.prudential.com.

Table 1 – Variable Return Investment Performance as of September 30, 2017

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
Equities									
Other									
Medley Capital Growth		NA	08/24/1982	20.45%	2.21%	4.84%	1.00%	\$10.00	
<i>Russell 1000 TR USD</i>				18.53%	14.26%	7.54%			
Medley Equity Account		NA	05/12/1983	20.98%	11.84%	5.71%	1.22%	\$12.20	
<i>Russell 1000 Growth TR USD</i>				21.94%	15.25%	9.08%			
Medley Global Account		NA	09/16/1988	16.96%	10.54%	3.38%	1.56%	\$15.60	
<i>MDCI ACWI Large Cap NR USD</i>				19.02%	10.05%	3.78%			
Medley Stock Index Account (VCA-24)		NA	10/18/1987	17.37%	13.08%	6.39%	1.07%	\$10.70	
<i>Russell 1000 TR USD</i>				18.53%	14.26%	7.54%			
Fixed Income									
Other									
Medley Diversified Bond		NA	05/12/1983	2.00%	3.04%	5.55%	1.19%	\$11.90	
<i>Barclays US Agg Bond TR USD</i>				0.07%	2.06%	4.27%			

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
Medley Government Income		NA	04/30/1989	-1.13%	1.06%	3.34%	1.27% \$12.70		
Barclays US Agg Bond TR USD				0.07%	2.06%	4.27%			
Money Market									
Other									
Medley Money Market		NA	08/24/1982	-0.13%	-0.61%	0.23%	1.10% \$11.00		
USTREAS T-Bill Auction Ave 3 Mon				0.77%	0.23%	0.40%			
Multi-Asset									
Other									
Medley Conservative Balanced		NA	05/12/1983	8.51%	7.34%	5.25%	1.33% \$13.30		
Morningstar Mod Tgt Risk TR USD				10.94%	7.44%	5.40%			
Other									
Other									
Medley Flexible Managed		NA	05/11/1983	10.86%	9.21%	5.84%	1.38% \$13.80		
Morningstar Mod Trg Risk TR				10.94%	7.44%	5.40%			

Table 1 shows fee and expense information for the investment options listed including the Total Annual Operating Expenses expressed as a percentage and a dollar amount based upon a \$1,000 accumulation both as net and gross of expenses. Total Annual Operating Expenses is a measure of what it costs to operate an investment, expressed as a percentage of its assets, as a dollar amount or in basis points. These are costs the investor pays through a reduction in the investment's rate of return.

VANGUARD

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 PO Box 2900
 Valley Forge PA 19482-2900
 800-523-1188
 www.vanguard-education.com/us

Table 1 – Variable Return Investment Performance as of September 30, 2017

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
Equities									
Mutual Fund									
Vanguard Emerging Markets Stock Index Fund Institutional	Diversified Emerging Mkts	VEMIX	06/22/2000	18.93%	3.64%	1.02%	0.11% \$1.10	0.11% \$1.10	
MSCI Emerging Markets Index				22.46%	3.99%	1.32%			
William Blair Emerging Markets Leaders Fund Institutional	Diversified Emerging Mkts	WELIX	03/26/2008	22.20%	4.73%	2.23%	1.34% \$13.40	1.25% \$12.50	
MSCI Emerging Markets Index				22.46%	3.99%	2.22%	Contractual Waiver Exp: 04/30/2018		
MFS International Value Fund R5	Foreign Large Blend	MINJX	04/28/2006	13.31%	12.27%	6.13%	0.66% \$6.60	0.66% \$6.60	
MSCI EAFE Value Index (NR USD)				22.55%	7.80%	0.49%			
Vanguard Total International Stock Index Fund Institutional	Foreign Large Blend	VTSNX	11/29/2010	19.30%	7.51%	5.67%	0.09% \$0.90	0.09% \$0.90	
MSCI AC World Ex USA Index				19.61%	6.97%	5.38%			
American Funds EuroPacific Growth Fund R6	Foreign Large Growth	RERGX	05/01/2009	20.63%	9.51%	10.48%	0.50% \$5.00	0.50% \$5.00	

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
MSCI AC World Ex USA Index				19.61%	6.97%	8.99%			
Vanguard FTSE Social Index Fund Investor	Large Blend	VFTSX	05/31/2000	20.41%	15.98%	7.24%	0.22% \$2.20	0.22% \$2.20	
Russell 1000 Index				18.54%	14.27%	7.55%			
Vanguard Institutional Index Fund Institutional Plus	Large Blend	VIIIX	07/07/1997	18.60%	14.22%	7.46%	0.02% \$0.20	0.02% \$0.20	
S&P 500 Index				18.61%	14.22%	7.44%			
Neuberger Berman Socially Responsive Fund R6	Large Growth	NRSRX	03/15/2013	16.66%	-	11.82%	0.61% \$6.10	0.61% \$6.10	
S&P 500 Index				18.61%		13.46%			
Vanguard Capital Opportunity Fund Admiral	Large Growth	VHCAX	11/12/2001	25.86%	19.83%	9.62%	0.38% \$3.80	0.38% \$3.80	
Russell Midcap Growth Index				17.82%	14.18%	8.20%			
John Hancock Disciplined Value Fund R6	Large Value	JDVWX	08/31/2011	20.59%	13.12%	14.86%	0.72% \$7.20	0.72% \$7.20	
Russell 1000 Value Index				15.12%	13.20%	14.52%			
Vanguard Mid-Cap Index Fund Institutional	Mid-Cap Blend	VMCIX	05/21/1998	15.31%	14.40%	7.97%	0.05% \$0.50	0.05% \$0.50	
CRSP U.S. Mid Cap Index				15.33%	14.45%	7.89%			
Eagle Mid Cap Growth Fund R6	Mid-Cap Growth	HRAUX	08/15/2011	24.17%	15.86%	14.84%	0.73% \$7.30	0.73% \$7.30	
Russell Midcap Growth Index				17.82%	14.18%	14.07%			
MFS Mid Cap Value Fund R5	Mid-Cap Value	MVCKX	02/01/2013	13.95%	-	12.50%	0.75% \$7.50	0.75% \$7.50	
Russell Midcap Value Index				13.37%		12.56%			
Principal Real Estate Securities Fund Institutional	Real Estate	PIREX	03/01/2001	1.59%	10.41%	6.95%	0.88% \$8.80	0.88% \$8.80	
MSCI U.S. REIT Index				0.54%	9.58%	5.79%			
Goldman Sachs Small Cap Value Fund Institutional	Small Blend	GSSIX	08/15/1997	19.99%	14.28%	9.36%	1.01% \$10.10	0.97% \$9.70	

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
<i>Russell 2000 Value Index</i>				20.55%	13.27%	7.14%			
Vanguard Small-Cap Index Fund Institutional	Small Blend	VSCIX	07/07/1997	17.38%	13.95%	8.61%	Contractual Waiver Exp: 04/28/2018	0.05%	0.05%
<i>CRSP U.S. Small Cap Index</i>				17.33%	14.12%	8.94%			
Wells Fargo Small Company Growth Fund Institutional	Small Growth	WSCGX	03/31/2008	16.74%	13.67%	11.52%	1.01% \$10.10	0.95% \$9.50	
<i>Russell 2000 Growth Index</i>				20.98%	14.28%	10.77%	Contractual Waiver Exp: 09/30/2017		
Fixed Income									
Mutual Fund									
MainStay High Yield Corporate Bond Fund R6	High Yield Bond	MHYSX	06/17/2013	7.54%	-	5.85%	0.58% \$5.80	0.58% \$5.80	
<i>BofA Merrill Lynch High- Yield Master II Constraine</i>				9.05%					
PIMCO Real Return Fund Institutional	Inflation- Protected Bond	PRRIX	01/29/1997	0.15%	-0.10%	4.26%	0.64% \$6.40	0.45% \$4.50	
<i>Bloomberg Barclays U.S. Treasury Inflation Protect</i>				-0.73%	0.02%	3.90%	Voluntary and Contractual Cap		
Metropolitan West Total Return Bond Fund Plan	Intermediate- Term Bond	MWTSX	07/29/2011	0.38%	2.76%	3.99%	0.38% \$3.80	0.38% \$3.80	
<i>Bloomberg Barclays U.S. Aggregate Bond Index</i>				0.07%	2.06%	2.86%			
Vanguard Total Bond Market Index Fund Institutional	Intermediate- Term Bond	VBPIX	09/18/1995	-0.12%	1.98%	4.25%	0.04% \$0.40	0.04% \$0.40	
<i>Bloomberg Barclays U.S. Aggregate Float Adjusted I</i>				0.06%	2.07%				
Wells Fargo Short Duration Government Bond Fund R6	Short-Term Bond	MSDRX	11/30/2012	0.64%	-	0.91%	0.40% \$4.00	0.37% \$3.70	
<i>Bloomberg Barclays U.S. Government 1-3 Year Index</i>				0.27%		0.66%	Contractual Waiver Exp: 12/31/2017		
Vanguard Total International Bond Index Institutional	World Bond	VTIFX	05/31/2013	-0.78%	-	3.63%	0.07% \$0.70	0.07% \$0.70	
<i>Bloomberg Barclays Global Aggregate ex-USD Float T</i>				-0.62%		3.85%			

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
Money Market									
Mutual Fund									
Vanguard Federal Money Market Fund Investor	Money Market- Taxable	VMFXX	07/13/1981	0.63%	0.18%	0.50%	0.11% \$1.10	0.11% \$1.10	
Citi 3-Month Treasury Bill Index				0.64%	0.19%	0.42%			
Multi-Asset									
Mutual Fund									
Vanguard Wellington Fund Admiral	Allocation-- 50% to 70% Equity	VWENX	05/14/2001	13.32%	10.18%	7.03%	0.16% \$1.60	0.16% \$1.60	
S&P 500 Index				18.61%	14.22%	7.44%			
Vanguard Institutional Target Retirement Income Fund Institutional	Retirement Income	VITRX	06/26/2015	5.30%	-	4.55%	0.09% \$0.90	0.09% \$0.90	
Bloomberg Barclays U.S. Aggregate Bond Index				0.07%		3.13%			
Vanguard Institutional Target Retirement 2015 Fund Institutional	Target-Date 2015	VITVX	06/26/2015	8.02%	-	5.28%	0.09% \$0.90	0.09% \$0.90	
Bloomberg Barclays U.S. Aggregate Bond Index				0.07%		3.13%			
Vanguard Institutional Target Retirement 2020 Fund Institutional	Target-Date 2020	VITWX	06/26/2015	10.17%	-	6.09%	0.09% \$0.90	0.09% \$0.90	
MSCI U.S. Broad Market Index (GR USD)				18.67%		10.08%			
Vanguard Institutional Target Retirement 2025 Fund Institutional	Target-Date 2025	VRIVX	06/26/2015	11.85%	-	6.58%	0.09% \$0.90	0.09% \$0.90	
MSCI U.S. Broad Market Index (GR USD)				18.67%		10.08%			
Vanguard Institutional Target Retirement 2030 Fund Institutional	Target-Date 2030	VTTWX	06/26/2015	13.27%	-	6.89%	0.09% \$0.90	0.09% \$0.90	

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2035 Fund Institutional	Target-Date 2035	VITFX	06/26/2015	14.85%	-	7.25%	0.09% \$0.90	0.09% \$0.90	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2040 Fund Institutional	Target-Date 2040	VIRSX	06/26/2015	16.35%	-	7.55%	0.09% \$0.90	0.09% \$0.90	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2045 Fund Institutional	Target-Date 2045	VITLX	06/26/2015	16.87%	-	7.79%	0.09% \$0.90	0.09% \$0.90	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2050 Fund Institutional	Target-Date 2050	VTRLX	06/26/2015	16.92%	-	7.81%	0.09% \$0.90	0.09% \$0.90	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2055 Fund Institutional	Target-Date 2055	VIVLX	06/26/2015	16.95%	-	7.81%	0.09% \$0.90	0.09% \$0.90	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2060 Fund Institutional	Target-Date 2060+	VILVX	06/26/2015	16.90%	-	7.79%	0.09% \$0.90	0.09% \$0.90	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2065 Fund Institutional	Target-Date 2060+	VSXFX	07/12/2017	-	-	4.00%	0.09% \$0.90	0.09% \$0.90	
<i>Morningstar Lifetime Moderate 2060 Index</i>						4.06%			

Table 1 shows fee and expense information for the investment options listed including the Total Annual Operating Expenses expressed as a percentage and a dollar amount based upon a \$1,000 accumulation both as net and gross of expenses. Total Annual Operating Expenses is a measure of what it costs to operate an investment, expressed as a percentage of its assets, as a dollar amount or in basis points. These are costs the investor pays through a reduction in the investment's rate of return.

SUNAMERICA - FROZEN TO NEW CONTRIBUTIONS

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Table 1 – Variable Return Investment Performance as of September 30, 2017

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
Other									
Other									
"Dogs" of Wall Street		NA	03/12/1999	13.96%	13.26%	7.48%	1.91%		\$19.10
<i>S&P 500 Index</i>				11.96%	14.66%	6.95%			
AB Growth		NA	03/17/1999	6.63%	12.98%	6.89%	1.91%		\$19.10
<i>Russell 1000 Growth Index</i>				7.08%	14.50%	8.33%			
DFA Ultra Short Bond Portfolio		NA	03/21/1999	-7.23%	-2.29%	-0.87%	1.75%		\$17.50
<i>BofA 6mo US Treasury Bill</i>				0.67%	0.27%	1.16%			
Edge Asset Allocation		NA	03/21/1999	8.38%	6.75%	4.80%	2.06%		\$20.60
<i>S&P 500 Index</i>				11.96%	14.66%	6.95%			
Federated Corporate Bond		NA	03/19/1999	2.30%	2.77%	5.54%	1.80%		\$18.00
<i>Barclays US Credit Index</i>				5.63%	3.85%	5.31%			
Franklin Small Company Value		NA	03/19/1999	29.78%	10.59%	5.19%	2.25%		\$22.50
<i>Russell 2000 Value Index</i>				31.74%	15.07%	6.26%			
Goldman Sachs Global Bond				-6.23%	-2.60%	2.33%	1.96%		\$19.60

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
<i>JPMorgan Global Government</i>				1.56%	-0.75%	3.35%			
Government and Quality Bond		NA	03/18/1999	-7.10%	-0.46%	2.29%	1.84%		\$18.40
<i>Barclays US Agg A or Better Index</i>				1.87%	1.96%	4.13%			
Growth-Income		NA	03/18/1999	2.06%	3.22%	-1.99%	1.85%		\$18.50
<i>Russell 1000 Value</i>				5.02%	6.28%	-0.22%			
JP Morgan Emerging Markets		NA	03/21/1999	18.10%	-2.56%	-0.97%	2.46%		\$24.60
<i>MSCI Emerging Markets</i>				11.19%	1.28%	1.84%			
JP Morgan Equity Income				13.28%	11.61%	5.11%	1.85%		\$18.50
<i>Russell 1000 Value Index</i>				17.34%	14.80%	5.72%			
JPMorgan Balanced		NA	03/17/1999	5.09%	7.52%	4.72%	1.98%		\$19.80
<i>S&P 500 Index</i>				11.96%	14.66%	6.95%			
JPMorgan Global Equities		NA	03/17/1999	8.23%	7.28%	1.88%	2.04%		\$20.40
<i>MSCI World Index</i>				7.51%	10.41%	3.83%			
JPMorgan MFS Core Bond Portfolio		NA	03/29/1999	-4.82%	-0.03%	3.32%	1.90%		\$19.00
<i>Barclays US Agg Bond Index</i>				2.65%	2.23%	4.34%			
MFS Telecom Utility		NA	03/17/1999	5.52%	6.73%	4.91%	2.20%		\$22.00
<i>S&P 500 Index</i>				11.96%	14.66%	6.95%			
Morgan Stanley International Equities		NA	03/17/1999	-2.56%	2.49%	-0.49%	2.18%		\$21.80
<i>MSCI EAFE Index</i>				1.00%	6.53%	0.75%			
Oppenheimer Main Street Large Cap				11.89%	11.70%	5.12%	2.07%		\$20.70

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
<i>Russell 1000 Index</i>				12.05%	14.69%	7.08%			
PineBridge High Yield Bond		NA	03/16/1999	15.03%	5.34%	4.17%	1.90%	\$19.00	
<i>BofA Merrill Lynch HY Master II Index</i>				17.49%	7.35%	7.34%			
Putnam International Growth and Income		NA	03/21/1999	2.06%	3.22%	-1.99%	2.23%	\$22.30	
<i>MSCI EAFE Value Index</i>				5.02%	6.28%	-0.22%			
Pyramis Real Estate		NA	03/29/1999	4.60%	7.19%	0.96%	2.06%	\$20.60	
<i>FTSE NAREIT Equity REIT Index</i>				8.52%	12.01%	5.08%			
Wellington Capital Appreciation		NA	03/16/1999	10.18%	13.63%	8.79%	2.00%	\$20.00	
<i>Russell 3000 Growth Index</i>				7.39%	14.44%	8.28%			
WellsCap Aggressive Growth		NA	03/17/1999	15.65%	9.42%	2.14%	2.06%	\$20.60	
<i>Russell 2500 Growth Index</i>				9.73%	13.88%	8.24%			
WellsCap Fundamental Growth		NA	03/17/1999	5.50%	9.51%	4.19%	2.13%	\$21.30	
<i>Russell 1000 Growth Index</i>				7.08%	14.50%	8.33%			

Table 1 shows fee and expense information for the investment options listed including the Total Annual Operating Expenses expressed as a percentage and a dollar amount based upon a \$1,000 accumulation both as net and gross of expenses. Total Annual Operating Expenses is a measure of what it costs to operate an investment, expressed as a percentage of its assets, as a dollar amount or in basis points. These are costs the investor pays through a reduction in the investment's rate of return.

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To request additional plan information from this service provider or a paper copy of information available online, free of charge, contact: Fidelity Investments PO Box 770003 Cincinnati OH 45277-0065. 800-343-0860 plan.fidelity.com/usc.rsp

Table 1 – Variable Return Investment Performance as of September 30, 2017

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
Allocation									
Mutual Fund									
Fidelity® Balanced K	Allocation--50% to 70% Equity	FBAKX	05/09/2008	13.36%	10.11%	7.11%	0.46% \$4.60	0.46% \$4.60	
S&P 500 TR USD				18.61%	14.22%	7.44%			
Equities									
Mutual Fund									
Vanguard Emerging Markets Stock Index Fund Institutional	Diversified Emerging Mkts	VEMIX	06/22/2000	18.93%	3.64%	1.02%	0.11% \$1.10	0.11% \$1.10	
MSCI Emerging Markets Index				22.46%	3.99%	1.32%			
William Blair Emerging Markets Leaders Fund Institutional	Diversified Emerging Mkts	WELIX	03/26/2008	22.20%	4.73%	2.23%	1.34% \$13.40	1.25% \$12.50	
MSCI Emerging Markets Index				22.46%	3.99%	2.22%	Contractual Waiver Exp: 04/30/2018		
MFS International Value Fund R5	Foreign Large Blend	MINJX	04/28/2006	13.31%	12.27%	6.13%	0.66% \$6.60	0.66% \$6.60	
MSCI EAFE Value Index (NR USD)				22.55%	7.80%	0.49%			
Vanguard Total International Stock Index Fund	Foreign Large Blend	VTSNX	11/29/2010	19.30%	7.51%	5.67%	0.09%	0.09%	

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
Institutional							\$0.90	\$0.90	
<i>MSCI AC World Ex USA Index</i>				19.61%	6.97%	5.38%			
American Funds EuroPacific Growth Fund R6	Foreign Large Growth	REGX	05/01/2009	20.63%	9.51%	10.48%	0.50% \$5.00	0.50% \$5.00	
<i>MSCI AC World Ex USA Index</i>				19.61%	6.97%	8.99%			
Vanguard Institutional Index Fund Institutional Plus	Large Blend	VIII	07/07/1997	18.60%	14.22%	7.46%	0.02% \$0.20	0.02% \$0.20	
<i>S&P 500 Index</i>				18.61%	14.22%	7.44%			
Fidelity® Contrafund® K	Large Growth	FCNKX	05/09/2008	23.32%	14.67%	9.56%	0.58% \$5.80	0.58% \$5.80	
<i>S&P 500 TR USD</i>				18.61%	14.22%	7.44%			
Neuberger Berman Socially Responsive Fund R6	Large Growth	NRSRX	03/15/2013	16.66%	-	11.82%	0.61% \$6.10	0.61% \$6.10	
<i>S&P 500 Index</i>				18.61%		13.46%			
John Hancock Disciplined Value Fund R6	Large Value	JDVWX	08/31/2011	20.59%	13.12%	14.86%	0.72% \$7.20	0.72% \$7.20	
<i>Russell 1000 Value Index</i>				15.12%	13.20%	14.52%			
Eagle Mid Cap Growth Fund R6	Mid-Cap Growth	HRAUX	08/14/2011	24.17%	15.86%	14.84%	0.73% \$7.30	0.73% \$7.30	
<i>Russell Midcap Growth Index</i>				17.82%	14.18%	14.07%			
MFS Mid Cap Value Fund R5	Mid-Cap Value	MVCKX	02/01/2013	13.95%	-	12.50%	0.75% \$7.50	0.75% \$7.50	
<i>Russell Midcap Value Index</i>				13.37%		12.56%			
Principal Real Estate Securities Fund Institutional	Real Estate	PIREX	03/01/2001	1.59%	10.41%	6.95%	0.88% \$8.80	0.88% \$8.80	
<i>MSCI U.S. REIT Index</i>				0.54%	9.58%	5.79%			
Goldman Sachs Small Cap Value Fund Institutional	Small Blend	GSSIX	08/15/1997	19.99%	14.28%	9.36%	1.01% \$10.10	0.97% \$9.70	
<i>Russell 2000 Value Index</i>				20.55%	13.27%	7.14%			
Wells Fargo Small Company	Small Growth	WSCGX	03/31/2008	16.74%	13.67%	11.52%	1.01%	0.95%	Contractual Waiver Exp: 04/28/2018

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
Growth Fund Institutional							\$10.10	\$9.50	
<i>Russell 2000 Growth Index</i>				20.98%	14.28%	10.77%	Contractual Waiver Exp: 09/30/2017		
Fixed Income									
Mutual Fund									
MainStay High Yield Corporate Bond Fund R6	High Yield Bond	MHYSX	06/17/2013	7.54%	-	5.85%	0.58%	0.58%	
<i>BofA Merrill Lynch High- Yield Master II Constrain</i>				9.05%					
PIMCO Real Return Fund Institutional	Inflation- Protected Bond	PRRIX	01/29/1997	0.15%	-0.10%	4.26%	0.64%	0.45%	
<i>Bloomberg Barclays U.S. Treasury Inflation Protect</i>				-0.73%	0.02%	3.90%	Voluntary and Contractual Cap		
Metropolitan West Total Return Bond Fund Plan	Intermediate- Term Bond	MWTSX	07/29/2011	0.38%	2.76%	3.99%	0.38%	0.38%	
<i>Bloomberg Barclays U.S. Aggregate Bond Index</i>				0.07%	2.06%	2.86%			
Wells Fargo Short Duration Government Bond Fund R6	Short-Term Bond	MSDRX	11/30/2012	0.64%	-	0.91%	0.40%	0.37%	
<i>Bloomberg Barclays U.S. Government 1-3 Year Index</i>				0.27%		0.66%	Contractual Waiver Exp: 12/31/2017		
Money Market									
Mutual Fund									
Fidelity® Inv MM Fds Government Instl	Money Market- Taxable	FRGXX	05/14/2014	0.62%	-	0.25%	0.18%	0.14%	
<i>BofAML USD LIBOR 3 Mon CM</i>				1.03%	0.47%	0.95%	Contractual Waiver Exp: 05/31/2018		
Multi-Asset									
Mutual Fund									
Vanguard Institutional Target Retirement Income Fund Institutional	Retirement Income	VITRX	06/26/2015	5.30%	-	4.55%	0.09%	0.09%	
<i>Bloomberg Barclays U.S. Aggregate Bond Index</i>				0.07%		3.13%			
Vanguard Institutional Target	Target-Date	VITVX	06/26/2015	8.02%	-	5.28%	0.09%	0.09%	

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
Retirement 2015 Fund Institutional	2015						\$0.90	\$0.90	
<i>Bloomberg Barclays U.S. Aggregate Bond Index</i>				0.07%		3.13%			
Vanguard Institutional Target Retirement 2020 Fund Institutional	Target-Date 2020	VITWX	06/26/2015	10.17%	-	6.09%	0.09% \$0.90	0.09% \$0.90	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2025 Fund Institutional	Target-Date 2025	VRIVX	06/26/2015	11.85%	-	6.58%	0.09% \$0.90	0.09% \$0.90	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2030 Fund Institutional	Target-Date 2030	VTTWX	06/26/2015	13.27%	-	6.89%	0.09% \$0.90	0.09% \$0.90	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2035 Fund Institutional	Target-Date 2035	VITFX	06/26/2015	14.85%	-	7.25%	0.09% \$0.90	0.09% \$0.90	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2040 Fund Institutional	Target-Date 2040	VIRSX	06/26/2015	16.35%	-	7.55%	0.09% \$0.90	0.09% \$0.90	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2045 Fund Institutional	Target-Date 2045	VITLX	06/26/2015	16.87%	-	7.79%	0.09% \$0.90	0.09% \$0.90	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2050 Fund Institutional	Target-Date 2050	VRTLX	06/26/2015	16.92%	-	7.81%	0.09% \$0.90	0.09% \$0.90	

Investment Name / Benchmark	Morningstar Category	Ticker Symbol	Inception Date	Average Annual Total Returns/Benchmark			Total Annual Operating Expenses (%/Per \$1000)		Shareholder Fees & Restrictions
				1 Yr.	5 Yr.	10 Yr. or Since Inception	Gross	Net	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2055 Fund Institutional	Target-Date 2055	VIVLX	06/26/2015	16.95%	-	7.81%	0.09% \$0.90	0.09% \$0.90	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2060 Fund Institutional	Target-Date 2060+	VILVX	06/26/2015	16.90%	-	7.79%	0.09% \$0.90	0.09% \$0.90	
<i>MSCI U.S. Broad Market Index (GR USD)</i>				18.67%		10.08%			
Vanguard Institutional Target Retirement 2065 Fund Institutional	Target-Date 2060+	VSXFX	07/12/2017	-	-	4.00%	0.09% \$0.90	0.09% \$0.90	
<i>Morningstar Lifetime Moderate 2060 Index</i>						4.06%			

Table 1 shows fee and expense information for the investment options listed including the Total Annual Operating Expenses expressed as a percentage and a dollar amount based upon a \$1,000 accumulation both as net and gross of expenses. Total Annual Operating Expenses is a measure of what it costs to operate an investment, expressed as a percentage of its assets, as a dollar amount or in basis points. These are costs the investor pays through a reduction in the investment's rate of return.

TIAA

Table 2 – Fixed Return Investments

The following chart lists the plan's investment options that have a fixed or stated rate of return.

Name/Type/Option	Return	Term	Additional Information*
Guaranteed Annuity			<p>Available in all plans.</p> <p>The current rate shown applies to premiums remitted during the month of November 2017 and will be credited through 2/28/2018. This rate is subject to change in subsequent months. Up-to-date rate of return information is available on your plan-specific website noted above or at 800-842-2733.</p> <p>TIAA Traditional guarantees your principal and a minimum annual interest rate. The guaranteed minimum interest rate is 3.00%, and is effective while the funds remain in the contract. The account also offers the opportunity for additional amounts in excess of the guaranteed minimum interest rate. When declared, additional amounts remain in effect for the twelve-month period that begins each March 1 for accumulating annuities and January 1 for payout annuities. Additional amounts are not guaranteed for the future years. All guarantees are subject to TIAA's claims paying ability.</p> <p>TIAA Traditional is designed primarily to help meet your long-term retirement income needs; it is not a short-term savings vehicle. Therefore, some contracts require that benefits are paid in installments over time and/or may impose surrender charges on certain withdrawals. TIAA has rewarded participants who save in contracts where benefits are paid in installments over time instead of in an immediate lump-sum by crediting higher interest rates, typically 0.50% to 0.75% higher. Higher rates will lead to higher account balances and more retirement income for you.</p> <p>For Group Retirement Annuity (GRA) contracts, and subject to the terms of your employer's plan, lump-sum withdrawals are available from the TIAA Traditional account only within 120 days after termination of employment and are subject to a 2.5% surrender charge. All other withdrawals and transfers from the account must be paid in ten annual installments. After termination of employment additional income options may be available including income for life, income for a fixed period, interest-only payments and IRS required minimum distributions.</p>
TIAA Traditional-Group Retirement Annuity	4.00%	Through 02/28/2018	

Name/Type/Option	Return	Term	Additional Information*
TIAA Traditional-Retirement Annuity	4.00%	Through 02/28/2018	<p>Available in all plans.</p> <p>The current rate shown applies to premiums remitted during the month of November 2017 and will be credited through 2/28/2018. This rate is subject to change in subsequent months. Up-to-date rate of return information is available on your plan-specific website noted above or at 800-842-2733.</p> <p>TIAA Traditional guarantees your principal and a minimum annual interest rate. The guaranteed minimum interest rate is 3.00%, and is effective while the funds remain in the contract. The account also offers the opportunity for additional amounts in excess of the guaranteed minimum interest rate. When declared, additional amounts remain in effect for the twelve-month period that begins each March 1 for accumulating annuities and January 1 for payout annuities. Additional amounts are not guaranteed for the future years. All guarantees are subject to TIAA's claims paying ability.</p> <p>TIAA Traditional is designed primarily to help meet your long-term retirement income needs; it is not a short-term savings vehicle. Therefore, some contracts require that benefits are paid in installments over time and/or may impose surrender charges on certain withdrawals. TIAA has rewarded participants who save in contracts where benefits are paid in installments over time instead of in an immediate lump-sum by crediting higher interest rates, typically 0.50% to 0.75% higher. Higher rates will lead to higher account balances and more retirement income for you.</p> <p>For Retirement Annuity (RA) contracts, lump-sum withdrawals are not available from the TIAA Traditional account. Subject to the terms of your plan, all withdrawals and transfers from the account must be paid in ten annual installments. After termination of employment additional income options may be available including income for life, interest-only payments, and IRS required minimum distribution payments.</p>
TIAA Traditional-Group Supplemental Retirement Annuity	3.25%	Through 02/28/2018	<p>Available in plan(s): 101193</p> <p>The current rate shown applies to premiums remitted during the month of November 2017 and will be credited through 2/28/2018. This rate is subject to change in subsequent months. Up-to-date rate of return information is available on your plan-specific website noted above or at 800-842-2733.</p> <p>TIAA Traditional guarantees your principal and a minimum annual interest rate. The guaranteed minimum interest rate is 3.00%, and is effective while the funds remain in the contract. The account also offers the opportunity for additional amounts in excess of the guaranteed minimum interest rate. When declared, additional amounts remain in effect for the twelve-month period that begins each March 1 for accumulating annuities and January 1 for payout annuities. Additional amounts are not guaranteed for the future years. All guarantees are subject to TIAA's claims paying ability.</p> <p>For Group Supplemental Retirement Annuity (GSRA) contracts, and subject to the terms of your employer's plan, lump-sum withdrawals and transfers are available from the TIAA Traditional account without any restrictions or charges. After termination of employment additional income options may be available including income for life, income for a fixed period of time, and IRS required minimum distribution payments.</p>

Name/Type/Option	Return	Term	Additional Information*
TIAA Traditional-Supplemental Retirement Annuity	3.25%	Through 02/28/2018	<p>Available in plan(s): 101193</p> <p>The current rate shown applies to premiums remitted during the month of November 2017 and will be credited through 2/28/2018. This rate is subject to change in subsequent months. Up-to-date rate of return information is available on your plan-specific website noted above or at 800-842-2733.</p> <p>TIAA Traditional guarantees your principal and a minimum annual interest rate. The guaranteed minimum interest rate is 3.00%, and is effective while the funds remain in the contract. The account also offers the opportunity for additional amounts in excess of the guaranteed minimum interest rate. When declared, additional amounts remain in effect for the twelve-month period that begins each March 1 for accumulating annuities and January 1 for payout annuities. Additional amounts are not guaranteed for the future years. All guarantees are subject to TIAA's claims paying ability.</p> <p>For Supplemental Retirement Annuity (SRA) contracts, and subject to the terms of your employer's plan, lump-sum withdrawals and transfers are available from the TIAA Traditional account without any restrictions or charges. After termination of employment additional income options may be available including income for life, income for a fixed period of time, and IRS required minimum distribution payments.</p>

* Legend of plan name for each applicable plan number	
Plans	Plan Names
101190	USC 403(B) PLAN
101193	USC RETIREMENT SAV PROGRAM EMPLOYEE 403(B) SUPPLEMENT PLAN

PRUDENTIAL - FROZEN TO NEW CONTRIBUTIONS

Table 2 – Fixed Return Investments

The following chart lists the plan's investment options that have a fixed or stated rate of return.

Name/Type/Option	Return	Term	Additional Information
Prudential Guaranteed Interest Account	3.07%	Quarterly	<p>The credit rate is subject to change, but will never be less than 3.0%. There is an asset charge of 0.45% for recordkeeping services. Investment management fees may also apply. The crediting rate shown is net of these fees. Generally, you may withdraw all or a portion of your GIA assets without any fees or restrictions for benefit responsive events such as termination, retirement, death or eligibility for Social Security disability benefits. Other disbursements and transfers out of this fund into any other investment in excess of the greater of 20% of your GIA balance as measured at the beginning of the calendar year or \$500, may be subject to a market value charge. Alternatively, you can request that your GIA balance be distributed in five annual installments. If the SEC has suspended or restricted trading, or an external emergency outside our control, there may be up to a six month delay for transfers, distributions or disbursements.</p>

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Table 2 – Fixed Return Investments

The following chart lists the plan's investment options that have a fixed or stated rate of return.

Name/Type/Option	Return	Term	Additional Information
New York Life Guaranteed Interest Account	1.90%	12/31/2017	<p>No direct transfers from the GIA to competing investment options are allowed. Any transfers from the GIA to a competing investment option must first be invested in a non-competing investment option and be held there for at least ninety (90) days before completing the transfer. Competing investment options include money market funds, bond funds with a duration less than 3 years and self directed brokerage. Exchanges out of the GIA that are intended to be moved away from the current provider and deposited with another provider in the Plan are subject to the following limits: Transfers or exchanges of up to 15% of your balance in the GIA may be made in any calendar year to another Plan vendor without incurring surrender charges. Transfers or exchanges in excess of 15% per calendar year may be subject to a surrender charge of 4%. This limitation does not apply to withdrawals from the Plan. It applies to assets kept within the Plan but transferred to another provider.</p>

SUNAMERICA - FROZEN TO NEW CONTRIBUTIONS

Table 2 – Fixed Return Investments

The following chart lists the plan's investment options that have a fixed or stated rate of return.

Name/Type/Option	Return	Term	Additional Information
5 year fixed Account	3.00%	5 year	Rates shown in the Return column are rates declared by the Life Company as of the date of this chart for funds deposited in the contracts fixed accounts. The rates are annual effective rates, compounded, and credited to the account value daily and do not reflect deductions of fees and charges. Rates are subject to change at any time. Different rates may apply to prior deposits, subsequent deposits, and/or renewals of existing deposits following the expiration of the term (also called a guaranteed period) applicable to the deposit. Please call the Annuity Service Center for current rates. If multi-year accounts (3-,5-,7-, or 10-year) are available, a Market Value Adjustment (MVA) may apply to withdrawals from these accounts before the end of a guaranteed period. Some products may also include a 1-year MVA Account. The market value adjustment generally works to either increase or decrease the remaining contract value. Any negative adjustment that decrease the value are waived.
6 month Dollar Cost Averaging Fixed Account	3.00%	6 months	Rates shown in the Return column are rates declared by the Life Company as of the date of this chart for funds deposited in the contracts fixed accounts. The rates are annual effective rates, compounded, and credited to the account value daily and do not reflect deductions of fees and charges. Rates are subject to change at any time. Different rates may apply to prior deposits, subsequent deposits, and/or renewals of existing deposits following the expiration of the term (also called a guaranteed period) applicable to the deposit. Please call the Annuity Service Center for current rates. By using dollar cost averaging (DCA) account, if available, you elect the move money systematically from the DCA account to the variable portfolios. While still in the DCA account, dollars compound at the rates shown above. Any fixed rates credited will be paid on a declining balance; therefore, the actual yield over the full time period is lower than if the annualized rates shown above.
3 year Fixed Account	3.00%	3 years	Rates shown in the Return column are rates declared by the Life Company as of the date of this chart for funds deposited in the contracts fixed accounts. The rates are annual effective rates, compounded, and credited to the account value daily and do not reflect deductions of fees and charges. Rates are subject to change at any time. Different rates may apply to prior deposits, subsequent deposits, and/or renewals of existing deposits following the expiration of the term (also called a guaranteed period) applicable to the deposit. Please call the Annuity Service Center for current rates. If multi-year accounts (3-,5-,7-, or 10-year) are available, a Market Value Adjustment (MVA) may apply to withdrawals from these accounts before the end of a guaranteed period. Some products may also include a 1-year MVA Account. The market value adjustment generally works to either increase or decrease the remaining contract value. Any negative adjustment that decrease the value are waived.
1 year Fixed Account	3.00%	1 year	Rates shown in the Return column are rates declared by the Life Company as of the date of this chart for funds deposited in the contracts fixed accounts. The rates are annual effective rates, compounded, and credited to the account value daily and do not reflect deductions of fees and charges. Rates are subject to change at any time. Different rates may apply to prior deposits, subsequent deposits, and/or

Name/Type/Option	Return	Term	Additional Information
1 Year Non-MVA Fixed Account	3.00%	1 year	<p>renewals of existing deposits following the expiration of the term (also called a guaranteed period) applicable to the deposit. Please call the Annuity Service Center for current rates.</p>
1 Year Non-MVA Fixed Account	3.00%	1 year	<p>Rates shown in the Return column are rates declared by the Life Company as of the date of this chart for funds deposited in the contracts fixed accounts. The rates are annual effective rates, compounded, and credited to the account value daily and do not reflect deductions of fees and charges. Rates are subject to change at any time. Different rates may apply to prior deposits, subsequent deposits, and/or renewals of existing deposits following the expiration of the term (also called a guaranteed period) applicable to the deposit. Please call the Annuity Service Center for current rates.</p>
1 Year Dollar Cost Averaging Fixed Account	3.00%	1 year	<p>Rates shown in the Return column are rates declared by the Life Company as of the date of this chart for funds deposited in the contracts fixed accounts. The rates are annual effective rates, compounded, and credited to the account value daily and do not reflect deductions of fees and charges. Rates are subject to change at any time. Different rates may apply to prior deposits, subsequent deposits, and/or renewals of existing deposits following the expiration of the term (also called a guaranteed period) applicable to the deposit. Please call the Annuity Service Center for current rates. By using dollar cost averaging (DCA) account, if available, you elect the move money systematically from the DCA account to the variable portfolios. While still in the DCA account, dollars compound at the rates shown above. Any fixed rates credited will be paid on a declining balance; therefore, the actual yield over the full time period is lower than if the annualized rates shown above.</p>

VANGUARD

Table 2 – Fixed Return Investments

The following chart lists the plan's investment options that have a fixed or stated rate of return.

Name/Type/Option	Return	Term	Additional Information
New York Life Guaranteed Interest Account	1.90%	12/31/2017	<p>No direct transfers from the GIA to competing investment options are allowed. Any transfers from the GIA to a competing investment option must first be invested in a non-competing investment option and be held there for at least ninety (90) days before completing the transfer. Competing investment options include money market funds, bond funds with a duration less than 3 years and self directed brokerage. Exchanges out of the GIA that are intended to be moved away from the current provider and deposited with another provider in the Plan are subject to the following limits: Transfers or exchanges of up to 15% of your balance in the GIA may be made in any calendar year to another Plan vendor without incurring surrender charges. Transfers or exchanges in excess of 15% per calendar year may be subject to a surrender charge of 4%. This limitation does not apply to withdrawals from the Plan. It applies to assets kept within the Plan but transferred to another provider.</p>

Part B. Annuity Information

The information below focuses on the annuity options under the plan. Annuities are insurance contracts that allow you to receive a guaranteed stream of payments at regular intervals, usually beginning when you retire and lasting for your entire life. Annuities are issued by insurance companies. Guarantees of an insurance company are subject to its long-term financial strength and claims-paying ability.

TIAA

TIAA Traditional Annuity Lifetime Income Option

OBJECTIVES / GOALS

To provide a guaranteed stable stream of income for your life and, if you choose, the life of an annuity partner. A TIAA Traditional Annuity provides income stability by providing a minimum guaranteed interest rate as well as the potential for additional interest. TIAA Traditional can be part of a diversified retirement portfolio that may include stocks (equities), bonds (fixed income), real estate, and money market investments. Electing a life annuity is just one of many payout options available under the TIAA Traditional Annuity.

PRICING FACTORS

The amount of your lifetime income is dependent upon many factors including:

- The type of annuity selected (single life, joint life, with or without guaranteed minimum periods), and your selection of either the standard or graded benefit method.
- The amount of accumulations converted to a life annuity.
- Your age and, if applicable, the age of your annuity partner.
- The projected returns of the TIAA Traditional Annuity.

Under no circumstances will you receive less than the guaranteed amount of income required under the annuity contracts. To learn more about investments that offer lifetime annuity income, please access the web link provided in the Performance and Fee Information section.

RESTRICTIONS / FEES

- You may not begin a one-life annuity after you attain age 90, nor may you begin a two-life annuity after you or your annuity partner attains age 90.
- Subject to contract terms, if your accumulation is less than \$5,000 on your annuity starting date, TIAA may choose instead to pay your accumulations to you in a single sum.
- If your TIAA annuity payment would be less than \$100, TIAA has the right to change the payment frequency which would result in a payment of \$100 or more.

- Once you have elected a lifetime annuity, your election is irrevocable.

TIAA Real Estate and CREF Variable Annuity Lifetime Income Options

OBJECTIVES / GOALS

To provide a variable stream of income for your life and, if you choose, the life of an annuity partner. This lifetime annuity provides a variable income that you cannot outlive. A variable annuity can be part of a diversified retirement portfolio that may include guaranteed, stocks (equities), bonds (fixed income), real estate, and money market investments. Electing a life annuity is just one of many payout options available.

PRICING FACTORS

The amount of your lifetime income is dependent upon many factors including:

- The type of annuity selected (single life, joint life, with or without guaranteed minimum periods).
- The amount of accumulations converted to a life annuity.
- Your age and, if applicable, the age of your annuity partner.
- The investment performance of the variable annuity account your annuity is based upon.

Variable annuity accounts don't guarantee a minimum income. Income fluctuates based on market performance and is directly tied to the accounts' investment returns. A 4% annual investment return is assumed. Generally, if the actual return in a given year is greater than 4% the amount of annuity income will increase; if it is less than 4%, the income will decrease. To learn more about investments that offer lifetime annuity income, please access the web link provided in the Performance and Fee Information section.

RESTRICTIONS / FEES

- You may not begin a one-life annuity after you attain age 90, nor may you begin a two-life annuity after you or your annuity partner attains age 90.

- Subject to contract terms, if your accumulation is less than \$5,000 on your annuity starting date, TIAA may choose instead to pay your accumulations to you in a single sum.
- If your annuity payment would be less than \$100, TIAA has the right to change the payment frequency which would result in a payment of \$100 or more.
- Once you have elected a lifetime annuity, your election is irrevocable.
- Upon annuitization of CREF accumulations, the expenses associated with CREF will be the same as the R3 Class regardless of the CREF Class prior to annuitization. The R3 Class has the lowest expense of all the CREF Classes.

FIDELITY

Prudential Group Fixed Annuity Option

OBJECTIVES / GOALS

The amount of the annuity benefit will be determined by (1) the amount applied to purchase the annuity, (2) the form of annuity elected, (3) the age of the annuitant (for a lifetime annuity), and (4) the annuity purchase rates in effect on the annuity purchase date.

PRICING FACTORS

To provide a guaranteed stream of income for your life(or some other period of time as may be allowed by your Plan), based on your account balance allocated to the purchase of an annuity under this option.

RESTRICTIONS / FEES

If you elect to purchase an annuity, the following administrative fees will be deducted from your account balance: 3% on the first \$75,000, 1.5% on the remainder plus a flat amount of \$850.

This option represents the fixed annuity option available under your Plan's group annuity contract.

SUNAMERICA - FROZEN TO NEW CONTRIBUTIONS

Fixed Accounts - Annuity for Life

OBJECTIVES / GOALS

The annuity purchase rate is based on 1983a Mortality Table without projection with a 3% interest rate. The Life Company may change the mortality table and interest rate by giving 60 days advance notice to the owner.

PRICING FACTORS

Payments will be made throughout the life of the annuitant. Payments stop with the annuitant dies

RESTRICTIONS / FEES

The owner may provide benefits under the plan by purchasing annuities from the Life Company.

The amount of such annuity shall be determined by the owner in accordance with the terms of the plan. Before any annuity can be purchased the owner must advise the Life Company, in writing, the amount of the benefit. The owner must also provide other such information that the Company may require to complete an annuity purchase. The annuity contract will be owned by the participant and will specify the dates/amounts of payments, and all other terms and conditions of the annuity. The payments will begin on the date determined by the owner, but must be the first day of a calendar month. Any annuity is subject to any limitation in the plan required by the provisions of the Internal Revenue Code and Federal Tax Regulation 1.401-4(c) and any other laws or regulations amending, supplementing, or replacing the same.

Fixed Accounts - Annuity for Life with a Period Certain

OBJECTIVES / GOALS

The annuity purchase rate is based on 1983a Mortality Table without projection with a 3% interest rate. The Life Company may change the mortality table and interest rate by giving 60 days advance notice to the owner.

PRICING FACTORS

Payments will be made for the period elected - either 5, 10, or 20 years - or throughout the life of the annuitant, whichever is longer. Payments stop after the period certain or when the annuitant dies, whichever occurs last.

RESTRICTIONS / FEES

In addition to the annuity options listed here, the Life Company may offer other annuity options at the time of annuity purchase

Fixed Accounts - Joint and Survivor Annuity

OBJECTIVES / GOALS

Payments will be made throughout the life of either of two annuitants. Payments made after the first death may remain the same, or may be reduced by one third, or one half, according to the option elected.

PRICING FACTORS

The owner may provide benefits under the plan by purchasing annuities from the Life Company. The amount of such annuity shall be determined by the owner in accordance with the terms of the plan. Before any annuity can be purchased the owner must advise the Life Company, in writing, the amount of the benefit. The owner must also provide other such information that the Company may require to complete an annuity purchase. The annuity contract will be owned by the participant and will specify the dates/amounts of payments, and all other terms and conditions of the annuity. The payments will begin on the date determined by the owner, but must be the first day of a calendar month. Any annuity is subject to any limitation in the plan required by the provisions of the Internal Revenue Code and Federal Tax Regulation 1.401-4(c) and any other laws or regulations amending, supplementing, or replacing the same.

RESTRICTIONS / FEES

In addition to the annuity options listed here, the Life Company may offer other annuity options at the time of annuity purchase.

Please visit www.TIAA.org/public/support/help/glossary/index.html for a glossary of investment terms relevant to the investment options under this plan.

Fees and expenses are only one of many factors to consider when you decide to invest in an option. You may also want to think about whether an investment in a particular option, along with your other investments, will help you achieve your financial goals. The cumulative effect of fees and expenses can substantially reduce the growth of your retirement savings. Visit the Department of Labor's website for an example showing the long-term effect of fees and expenses at www.dol.gov/ebsa/publications/401k_employee.html.

Other service provider important additional information:

Effective 11/2/2017, Eagle Mid Cap Growth Fund will be renamed Carillon Eagle Mid Cap Growth Fund.

TIAA important additional information:

The returns quoted represent past performance, which is no guarantee of future results. Returns and the principal value of your investment will fluctuate. Current performance may be higher or lower than that shown, and you may have a gain or a loss when you redeem your investments. Expense ratios shown are based on the most recent information available, but may not reflect all updates. Please consult the most recent prospectus or offering document for more detailed information.

Variable return investments (mutual funds and/or variable annuities) are offered through your plan sponsor's retirement plan. Funds are offered at that day's net asset value (NAV), and the performance is displayed accordingly. Performance at NAV does not reflect sales charges, which are waived through your retirement plan. If included, the sales charges would have reduced the performance as quoted.

If a variable return investment option includes performance for periods beyond its inception date that performance is based on the performance of an older share class of the investment option. Such performance has not been restated to reflect expense differences between the two classes. If expense differences had been reflected, performance for these periods would be lower or higher than stated.

TIAA provides information on restrictions on recordkept investment options, as well as performance and product information for all proprietary investment options. TIAA assumes no responsibility for damages or losses arising from the use of such information, and has not independently verified the accuracy or completeness of such information.

Data Provided by Morningstar, Inc. © 2017 Morningstar, Inc. All Rights Reserved. The information contained herein: (1) is proprietary to Morningstar and/or its content providers; (2) may not be copied or distributed; and (3) is not warranted to be accurate, complete or timely. Neither Morningstar nor its content providers are responsible for any damages or losses arising from any use of this information. Neither TIAA nor its affiliates has independently verified the accuracy or completeness of this information.

The Morningstar Category classifies an investment option based on its investment style as measured by underlying portfolio holdings (portfolio statistics and compositions over the past three years). If the investment option is new and has no portfolio, Morningstar estimates where it will fall before assigning a more permanent category. When necessary, Morningstar may change a category assignment based on current information.

There are inherent risks in investing in variable return investments including loss of principal. Please read the prospectus and carefully consider the investment objectives, risks, charges and expenses before investing.

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Important Notice about the USC Retirement Savings Program

All faculty and staff employees, except those eligible to participate in the USC Hospital 401(k) Retirement Plan, are eligible to make pre-tax or Roth 403(b) contributions to the supplemental component of the USC Retirement Savings Program beginning with the first pay period following approval of your Workday online transaction. Supplemental contributions are not matched by the University. If you are a match-eligible employee, you may participate in the matching and non-elective components of the USC Retirement Savings Program upon completion of a six month period in which you complete at least 500 hours of service. Your enrollment is effective the first pay period following completion of the eligibility period. (Please see the Program’s Summary Plan Description for information about who is a match-eligible employee.)

The Program is intended to satisfy the rules of Internal Revenue Code section 401(m), and to do so, the Program must satisfy certain “nondiscrimination requirements.” These requirements are imposed to prevent the Program from discriminating in favor of highly compensated employees. The Internal Revenue Code provides plan sponsors with a “safe harbor” method for satisfying these nondiscrimination requirements, and the Program is intended to satisfy this safe harbor.

Contributions

One method for satisfying the safe harbor is to make fully vested (i.e., non-forfeitable) matching contributions. Currently, the Program satisfies the safe harbor by providing for matching contributions each year that equal 100% of your matched employee contributions, which are your pre-tax and/or Roth 403(b) contributions that do not exceed the lesser of 5% of your eligible earnings or the applicable IRS limit for the year. The university also makes a 5% non-elective contribution whether or not you contribute. This means that the university will make a total 10% contribution if you make a 5% matched employee contribution. You may, however, choose to contribute less than 5%, or even nothing at all, and still receive a reduced USC contribution:

YOU	USC Match	USC Non- Elective*	USC Total
5%	5%	5%	10%
4%	4%	5%	9%
3%	3%	5%	8%
2%	2%	5%	7%
1%	1%	5%	6%
0%	1%	5%	5%

*This non-elective employer contribution is subject to a four year graded vesting schedule (25% per credited year of service) for new employees hired on or after January 1, 2012.

2018 Employee Contributions

Please note that any contributions you make to any other 401(k) or 403(b) plans in 2018 are also counted toward the annual IRS limit. For calendar year 2018, this limit is \$18,500 (\$24,500 if you are age 50 or older.) If available under the applicable IRS limit for the year, you may also make additional pre-tax or Roth 403(b) contributions which are called supplemental employee contributions. Please see your Summary Plan Description for more information about the Program, including the definition of eligible earnings and more detailed information about contributions and the underlying plans in the Program.

Automatic Enrollment

If you satisfy an eligibility period but do not complete the enrollment process, which includes an online salary reduction agreement and enrollment forms, by your enrollment deadline, you automatically will be enrolled in the Program. If you have already been automatically enrolled in the Program, your contribution rate was set up as 5% of your eligible earnings made on a pre-tax basis, with the university making a 5% match and a 5% non-elective contribution for a total USC contribution of 10% of your eligible earnings.

If you do not want to contribute to the Program, or if you want to contribute less than 5%, or you want to make Roth 403(b) contributions, you must complete the online salary reduction agreement and enrollment forms in a timely manner. In the future, you may change your contribution percentage, stop your contributions altogether, or change between pre-tax and Roth 403(b) contributions at any time by completing a new salary reduction agreement using Workday, the university's online employee services website. Changes will be effective with the pay period following the approval of your online transaction. Changes cannot be made retroactively.

Plan Investments—Default Investment Fund Information for the Program

You have the right to direct your contributions to your choice of the three investment providers offered under the Program: Fidelity Investments, TIAA and Vanguard. If you do not submit the required paperwork by your enrollment deadline, both your contribution and the university contributions will be sent to Fidelity Investments and invested in the Vanguard Institutional Target Retirement Fund most appropriate for your estimated retirement year (assuming a retirement age of 65).

If you met an eligibility period prior to March 2016 and did not complete paperwork by your enrollment deadline, your contributions along with USC's contributions were sent to Vanguard and invested in the Vanguard Target Retirement Fund most appropriate for your estimated retirement year (assuming a retirement age of 65). You may also have funds automatically invested in the Vanguard Institutional Target Retirement Funds if you selected an investment provider but did not choose investment funds or if your account balances were mapped into the Vanguard Institutional Target Retirement Funds as a result of the April 2016 investment menu changes.

The following is a summary of the Vanguard Institutional Target Retirement Funds:

Fund	Expenses¹	Overall Risk Level
Institutional Target Retirement Income Fund	0.09%	Conservative–Moderate
Institutional Target Retirement 2015 Fund	0.09%	Moderate
Institutional Target Retirement 2020 Fund	0.09%	Moderate
Institutional Target Retirement 2025 Fund	0.09%	Moderate
Institutional Target Retirement 2030 Fund	0.09%	Moderate
Institutional Target Retirement 2035 Fund	0.09%	Moderate–Aggressive
Institutional Target Retirement 2040 Fund	0.09%	Moderate–Aggressive
Institutional Target Retirement 2045 Fund	0.09%	Moderate–Aggressive
Institutional Target Retirement 2050 Fund	0.09%	Moderate-Aggressive
Institutional Target Retirement 2055 Fund	0.09%	Moderate-Aggressive
Institutional Target Retirement 2060 Fund	0.09%	Moderate-Aggressive
Institutional Target Retirement 2065 Fund	0.09%	Moderate-Aggressive

¹Expenses shown are those in effect November 2017. This figure represents a weighted average of the expense ratios and any fees charged by the underlying mutual funds in which the Target Retirement Funds invest. The Target Retirement Funds do not charge any expenses or fees of their own.

Vanguard Target Retirement Funds provide a professionally maintained, diversified mix of investments that shifts its emphasis to more conservative investments as the year of retirement nears. Investments in Target Retirement Funds are subject to the risks of their underlying funds. The year in the fund name refers to the approximate year (the target date) when an investor in the fund would retire and leave the workforce. The fund will gradually shift its emphasis from more aggressive investments to more conservative ones based on its target date. An investment in a Target Retirement Fund is not guaranteed at any time, including on or after the target date. Keep in mind that diversification does not ensure a profit or protect against a loss.

You may change your investment provider at any time by logging on to Workday and completing a new salary reduction agreement and enrollment forms. You may change investment elections within a particular provider at any time by contacting that provider. SunAmerica and Prudential are closed to receive payroll contributions and transfers/rollovers.

Investment Provider	Website	Phone Number
Fidelity Investments	www.netbenefits.com/uscrsp	800-343-0860
Prudential Retirement	www.uscpru.com	800-458-6333
SunAmerica	www.sunamerica.com	800-445-7862
TIAA	www.tiaa.org/usc	800-842-2252
Vanguard	www.vanguard.com/usc	800-523-1188

Account accumulations can be moved from the Vanguard Institutional Target Retirement Funds to any of the other investment options available under USC's Retirement Savings Program at any time without fees or surrender charges.

Vesting and Withdrawals

For employees hired before January 1, 2012, all employee contributions and both the USC matching and USC non-elective contributions are fully vested at all times. The USC non-elective 5% contribution is subject to a four year graded schedule (25% per each credited year of service) for employees hired on or after January 1, 2012.

While employed at USC, you may withdraw from the accumulations in the supplemental component of your account upon attaining age 59½. Generally, you may withdraw from your total Program accumulations when your employment with the university ends, if you become entitled to a Social Security disability benefit, or upon attaining age 59½ (if you are not tenured or, if tenured, you enter into a phased retirement agreement, or submit a resignation from tenure or resign from your full-time primary administrative position as an officer of the university or a vice president, vice provost or the dean of a school).

You may borrow up to 50% of your supplemental employee and vested university accumulations, subject to specific IRS rules and limits. You may withdraw from your matched and supplemental employee contributions in the event of certain financial hardships as defined by the IRS. Your contributions to any of the USC retirement plans will be suspended for a six month period following your hardship distribution. Please see the Summary Plan Description for information about the restrictions, taxes and, in some cases, penalties that apply to both pre-tax and Roth 403(b) withdrawals.

Additional Information

Complete information about the USC Retirement Savings Program, including your investment provider choices and contact information as well as links to the enrollment forms, can be found at the Benefits website at <https://employees.usc.edu/benefits/retirement/>.

You may obtain a copy of the Summary Plan Description and the Summary Annual Reports at the same web address. You may also obtain paper copies of this notice, the Summary Plan Description and the Summary Annual Reports by contacting Retirement Plan Administration at 213-821-8131 or rpadmin@usc.edu. Please contact the investment providers directly, or visit their websites, for information about the funds available in the USC Retirement Savings Program. If you have any questions regarding your enrollment in the USC Retirement Savings Program, please call the USC HR Service Center at (213) 821-8100 or send email to uschr@usc.edu.

If there is any inconsistency between this Notice and the Program's official plan documents, the plan documents will control.

**SUMMARY ANNUAL REPORT FOR
UNIVERSITY OF SOUTHERN CALIFORNIA DEFINED CONTRIBUTION RETIREMENT PLAN**

This is a summary of the annual report for the University of Southern California Defined Contribution Retirement Plan (Employer Identification Number 95-1642394, Plan Number 002) for the plan year 01/01/2016 through 12/31/2016. The annual report has been filed with the Employee Benefits Security Administration, as required under the Employee Retirement Income Security Act of 1974 (ERISA).

Basic Financial Statement

Benefits under the plan are provided by insurance contracts and a trust fund. Plan expenses were \$94,544,919. These expenses included \$284,523 in administrative expenses, \$88,240,091 in benefits paid to participants and beneficiaries, \$5,955,679 for payments to insurance carriers for the provision of benefits and \$64,626 in certain deemed and/or corrective distributions. A total of 31,166 persons were participants in or beneficiaries of the plan at the end of the plan year, although not all of these persons had yet earned the right to receive benefits.

The value of plan assets, after subtracting liabilities of the plan, was \$2,470,103,064 as of the end of the plan year, compared to \$2,269,416,254 as of the beginning of the plan year. During the plan year the plan experienced a change in its net assets of \$200,686,810. This change includes unrealized appreciation or depreciation in the value of plan assets; that is, the difference between the value of the plan's assets at the end of the year and the value of the assets at the beginning of the year or the cost of assets acquired during the year. The plan had total income of \$295,231,729, including employer contributions of \$149,066,383, employee contributions of \$0, other contributions/other income of \$1,091,892, and earnings from investments of \$145,073,454.

The plan has contracts with TIAA-CREF, The Prudential Insurance Company of America, American General Life Insurance Company and New York Life Insurance Company which allocate funds toward guaranteed investment and group annuity contracts.

Your Rights to Additional Information

You have the right to receive a copy of the full annual report, or any part thereof, on request. The items listed below are included in that report:

1. An accountant's report.
2. Financial information and information on payments to service providers.
3. Assets held for investment.
4. Insurance information, including sales commissions paid by insurance carriers.
5. Information regarding any common or collective trusts, pooled separate accounts, master trusts or 103-12 investment entities in which the plan participates.

To obtain a copy of the full annual report, or any part thereof, write or call the plan administrator, at USC Retirement Plan Administration, 3720 S. Flower Street, Room 223, Los Angeles, CA 90089-0704 and phone number, 213-821-8131.

You also have the right to receive from the plan administrator, on request and at no charge, a statement of the assets and liabilities of the plan and accompanying notes, or a statement of income and expenses of the plan and accompanying notes, or both. If you request a copy of the full annual report from the plan administrator, these two statements and accompanying notes will be included as part of that report.

You also have the legally protected right to examine the annual report at the main office of the plan: 3720 S. Flower Street, Room 223, Los Angeles, CA 90089-0704, and at the U.S. Department of Labor in Washington, D.C., or to obtain a copy from the U.S. Department of Labor upon payment of copying costs. Requests to the Department should be addressed to: Public Disclosure Room, Room N-1513, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue, N.W., Washington, D.C. 20210.

**SUMMARY ANNUAL REPORT FOR
UNIVERSITY OF SOUTHERN CALIFORNIA TAX-DEFERRED ANNUITY PLAN**

This is a summary of the annual report for the University of Southern California Tax-Deferred Annuity Plan (Employer Identification Number 95-1642394, Plan Number 001) for the plan year 01/01/2016 through 12/31/2016. The annual report has been filed with the Employee Benefits Security Administration, as required under the Employee Retirement Income Security Act of 1974 (ERISA).

Basic Financial Statement

Benefits under the plan are provided by insurance contracts and a trust fund. Plan expenses were \$115,302,324. These expenses included \$214,989 in administrative expenses, \$108,746,851 in benefits paid to participants and beneficiaries, \$6,334,668 for payments to insurance carriers for the provision of benefits and \$5,816 in certain deemed and/or corrective distributions. A total of 32,733 persons were participants in or beneficiaries of the plan at the end of the plan year, although not all of these persons had yet earned the right to receive benefits.

The value of plan assets, after subtracting liabilities of the plan, was \$2,482,473,775 as of the end of the plan year, compared to \$2,315,612,222 as of the beginning of the plan year. During the plan year the plan experienced a change in its net assets of \$166,861,553. This change includes unrealized appreciation or depreciation in the value of plan assets; that is, the difference between the value of the plan's assets at the end of the year and the value of the assets at the beginning of the year or the cost of assets acquired during the year. The plan had total income of \$282,163,877, including employer contributions of \$0, employee contributions of \$113,290,550, other contributions/other income of \$24,192,788, and earnings from investments of \$144,680,539.

The plan has contracts with American General Life Insurance Company, TIAA-CREF, The Prudential Insurance Company of America and New York Life Insurance Company which allocate funds toward guaranteed investment and group annuity contracts.

Your Rights to Additional Information

You have the right to receive a copy of the full annual report, or any part thereof, on request. The items listed below are included in that report:

1. An accountant's report.
2. Financial information and information on payments to service providers.
3. Assets held for investment.
4. Insurance information, including sales commissions paid by insurance carriers.
5. Information regarding any common or collective trusts, pooled separate accounts, master trusts or 103-12 investment entities in which the plan participates.

To obtain a copy of the full annual report, or any part thereof, write or call the plan administrator, at USC Retirement Plan Administration, 3720 S. Flower Street, Room 223, Los Angeles, CA 90089-0704 and phone number, 213-821-8131.

You also have the right to receive from the plan administrator, on request and at no charge, a statement of the assets and liabilities of the plan and accompanying notes, or a statement of income and expenses of the plan and accompanying notes, or both. If you request a copy of the full annual report from the plan administrator, these two statements and accompanying notes will be included as part of that report.

You also have the legally protected right to examine the annual report at the main office of the plan: 3720 S. Flower Street, Room 223, Los Angeles, CA 90089-0704, and at the U.S. Department of Labor in Washington, D.C., or to obtain a copy from the U.S. Department of Labor upon payment of copying costs. Requests to the Department should be addressed to: Public Disclosure Room, Room N-1513, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue, N.W., Washington, D.C. 20210.