

January 2012

Re: Changes to the Banner Health 401(k) and 403(b) Plans

Banner Health regularly monitors and reviews the investment options available through the Banner Health 401(k) and 403(b) Plans to make sure they continue to help you meet your financial goals and investment objectives. As a result, we will be making changes to existing investment options as well as adding a new BrokerageLink option to the 401(k) and 403(b) Plans. Please read this letter for details of these changes.

Fidelity® Balanced Fund - Class K Being Frozen

Effective as of **the market close (generally 4 p.m. Eastern time) on February 2, 2012**, contributions into the **Fidelity® Balanced Fund - Class K** will be frozen to new investments (new contributions or exchanges in) under the 401(k) and 403(b) Plans. All future contributions in this investment option will be transferred to the investment options shown below under *Existing Investment Options*.

Old Investment Option		Existing Investment Options
Fidelity® Balanced Fund - Class K	⇒	Fidelity Freedom K® Funds Age-Based Table (see page 2)

Action to Consider

If you do not want your **future contributions** to transfer to the investment options as shown above, you must contact Fidelity Investments before **4 p.m. Eastern time on February 2, 2012** and request a change.

Stable Value Fund Being Removed from the 401(k) Plan

Effective as of **the market close (generally 4 p.m. Eastern time) on February 2, 2012**, the Stable Value Fund shown below under *Old Investment Option* will no longer be available under the 401(k) Plan. All existing balances in this investment option will be transferred to the investment options shown below under *Existing Investment Options as of February 2, 2012*. The transfer of balances will appear as an exchange on your account history and quarterly statement. No new contributions will be made to the old investment options. You may receive a prospectus as a result of this transaction.

Old Investment Option		Existing Investment Options
Stable Value Fund	⇒	Fidelity Freedom K® Funds Age-Based Table (see page 2)

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

Action to Consider

If you do not want your **existing balances** to transfer to the investment options as shown above, you must contact Fidelity Investments before **4 p.m. Eastern time on February 2, 2012** and request an exchange.

New BrokerageLink® Option for the 401(k) and 403(b) Plans

Banner Health is pleased to announce the availability of a self directed brokerage account through Fidelity's BrokerageLink®. BrokerageLink provides you with the opportunity to expand your portfolio beyond the investment lineup offered through your workplace savings plan. It allows you to invest in a broad range of investment alternatives available through Fidelity brokerage services. The guidelines for investing through BrokerageLink will be outlined in your plan's BrokerageLink fact sheet, found in your BrokerageLink acknowledgment kit application, which can be ordered starting February 2, 2012.

Designed for hands-on investors, Fidelity BrokerageLink account is not for everyone. If you are a more experienced investor who feels comfortable managing risk and you are prepared to assume the responsibility of more closely monitoring this portion of your portfolio, it could be appropriate for you. However, if you do not feel comfortable actively managing a portfolio beyond those offered through your plan's standard investment options, then a self-directed brokerage account may not be appropriate for you. Additional fees apply to a brokerage account, please refer to the fact sheet and commission schedule for a complete listing of brokerage fees. Remember that it is always your responsibility to ensure that the options you select are consistent with your particular situation, including your goals, investment time horizon and risk tolerance.

For more information on BrokerageLink, starting February 2, 2012, you can visit Fidelity NetBenefits® at www.fidelity.com/atwork or call Fidelity Investments toll free at 800-343-0860, Monday through Friday (excluding New York Stock Exchange holidays), between 8:30 a.m. and 8:00 p.m. Eastern time to speak with a Service Center Representative.

Brokerage services are provided through Fidelity Brokerage Services LLC, a member of the New York Stock Exchange and Securities Investor Protection Corporation.

Lifecycle Age Chart

The Fidelity Freedom K® Funds are designed for investors expecting to retire around the year indicated in each fund's name. The Fidelity Freedom K® Funds are managed to gradually become more conservative over time. The investment risk of each Fidelity Freedom K® Fund changes over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high-yield, small-cap, commodity-related, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

Date Of Birth	Fidelity Freedom K® Fund	Retirement Date Range
Before 1933	Fidelity Freedom K® Income Fund	Retired before 1998
1/1/1933 – 12/31/1937	Fidelity Freedom K® 2000 Fund	Target Years 1998 – 2002
1/1/1938 – 12/31/1942	Fidelity Freedom K® 2005 Fund	Target Years 2003 – 2007
1/1/1943 – 12/31/1947	Fidelity Freedom K® 2010 Fund	Target Years 2008 – 2012
1/1/1948 – 12/31/1952	Fidelity Freedom K® 2015 Fund	Target Years 2013 – 2017
1/1/1953 – 12/31/1957	Fidelity Freedom K® 2020 Fund	Target Years 2018 – 2022
1/1/1958 – 12/31/1962	Fidelity Freedom K® 2025 Fund	Target Years 2023 – 2027
1/1/1963 – 12/31/1967	Fidelity Freedom K® 2030 Fund	Target Years 2028 – 2032
1/1/1968 – 12/31/1972	Fidelity Freedom K® 2035 Fund	Target Years 2033 – 2037
1/1/1973 – 12/31/1977	Fidelity Freedom K® 2040 Fund	Target Years 2038 – 2042
1/1/1978 – 12/31/1982	Fidelity Freedom K® 2045 Fund	Target Years 2043 – 2047
1/1/1983 and later*	Fidelity Freedom K® 2050 Fund	Target Years 2048 and beyond

Date of birth ranges were selected by your Plan Sponsor

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Investment Option Descriptions

Fidelity Freedom K[®] 2000 Fund

Fund Code: 02172

Objective: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

Strategy: Investing in a combination of underlying Fidelity equity, fixed-income, and short-term funds using a moderate asset allocation strategy designed for investors expected to have retired around the year 2000. Allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 35% in investment-grade fixed-income funds, 5% in high yield fixed-income funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2000). Ultimately, the fund will merge with Freedom K Income Fund.

Risk: The investment risks of each Fidelity Freedom K Fund changes over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high yield, small cap, commodity-linked, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

Short Term Trading Fee: None

Footnotes: *A mutual fund registered under Fidelity Aberdeen Street Trust, and managed by Strategic Advisers, Inc. This description is only intended to provide a brief overview of the fund. Read the fund's prospectus for more detailed information about the fund.*

Fidelity Freedom K[®] 2005 Fund

Fund Code: 02173

Objective: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

Strategy: Investing in a combination of underlying Fidelity equity, fixed-income, and short-term funds using a moderate asset allocation strategy designed for investors expected to have retired around the year 2005. Allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 35% in investment-grade fixed-income funds, 5% in high yield fixed-income funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2005). Ultimately, the fund will merge with Freedom K Income Fund.

Risk: The investment risks of each Fidelity Freedom K Fund changes over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high yield, small cap, commodity-linked, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

Short Term Trading Fee: None

Footnotes: *A mutual fund registered under Fidelity Aberdeen Street Trust, and managed by Strategic Advisers, Inc. This description is only intended to provide a brief overview of the fund. Read the fund's prospectus for more detailed information about the fund.*

Fidelity Freedom K[®] 2010 Fund

Fund Code: 02174

Objective: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

Strategy: Investing in a combination of underlying Fidelity equity, fixed-income, and short-term funds using a moderate asset allocation strategy designed for investors expecting to retire around the year 2010. Allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 35% in investment-grade fixed-income funds, 5% in high yield fixed-income funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2010). Ultimately, the fund will merge with Freedom K Income Fund.

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Risk: The investment risks of each Fidelity Freedom K Fund changes over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high yield, small cap, commodity-linked, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

Short Term Trading Fee: None

Footnotes: *A mutual fund registered under Fidelity Aberdeen Street Trust, and managed by Strategic Advisers, Inc. This description is only intended to provide a brief overview of the fund. Read the fund's prospectus for more detailed information about the fund.*

Fidelity Freedom K[®] 2015 Fund

Fund Code: 02175

Objective: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

Strategy: Investing in a combination of underlying Fidelity equity, fixed-income, and short-term funds using a moderate asset allocation strategy designed for investors expecting to retire around the year 2015. Allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 35% in investment-grade fixed-income funds, 5% in high yield fixed-income funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2015). Ultimately, the fund will merge with Freedom K Income Fund.

Risk: The investment risks of each Fidelity Freedom K Fund changes over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high yield, small cap, commodity-linked, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

Short Term Trading Fee: None

Footnotes: *A mutual fund registered under Fidelity Aberdeen Street Trust, and managed by Strategic Advisers, Inc. This description is only intended to provide a brief overview of the fund. Read the fund's prospectus for more detailed information about the fund.*

Fidelity Freedom K[®] 2020 Fund

Fund Code: 02176

Objective: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

Strategy: Investing in a combination of underlying Fidelity equity, fixed-income, and short-term funds using a moderate asset allocation strategy designed for investors expecting to retire around the year 2020. Allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 35% in investment-grade fixed-income funds, 5% in high yield fixed-income funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2020). Ultimately, the fund will merge with Freedom K Income Fund.

Risk: The investment risks of each Fidelity Freedom K Fund changes over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high yield, small cap, commodity-linked, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

Short Term Trading Fee: None

Footnotes: *A mutual fund registered under Fidelity Aberdeen Street Trust, and managed by Strategic Advisers, Inc. This description is only intended to provide a brief overview of the fund. Read the fund's prospectus for more detailed information about the fund.*

Fidelity Freedom K[®] 2025 Fund

Fund Code: 02177

Objective: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

Strategy: Investing in a combination of underlying Fidelity equity, fixed-income, and short-term funds using a moderate asset allocation strategy designed for investors expecting to retire around the year 2025. Allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 35% in investment-grade fixed-income funds, 5% in high yield fixed-income funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2025). Ultimately, the fund will merge with Freedom K Income Fund.

Risk: The investment risks of each Fidelity Freedom K Fund changes over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high yield, small cap, commodity-linked, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

Short Term Trading Fee: None

Footnotes: *A mutual fund registered under Fidelity Aberdeen Street Trust, and managed by Strategic Advisers, Inc. This description is only intended to provide a brief overview of the fund. Read the fund's prospectus for more detailed information about the fund.*

Fidelity Freedom K[®] 2030 Fund

Fund Code: 02178

Objective: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

Strategy: Investing in a combination of underlying Fidelity equity, fixed-income, and short-term funds using a moderate asset allocation strategy designed for investors expecting to retire around the year 2030. Allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 35% in investment-grade fixed-income funds, 5% in high yield fixed-income funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2030). Ultimately, the fund will merge with Freedom K Income Fund.

Risk: The investment risks of each Fidelity Freedom K Fund changes over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high yield, small cap, commodity-linked, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

Short Term Trading Fee: None

Footnotes: *A mutual fund registered under Fidelity Aberdeen Street Trust, and managed by Strategic Advisers, Inc. This description is only intended to provide a brief overview of the fund. Read the fund's prospectus for more detailed information about the fund.*

Fidelity Freedom K[®] 2035 Fund

Fund Code: 02179

Objective: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

Strategy: Investing in a combination of underlying Fidelity equity, fixed-income, and short-term funds using a moderate asset allocation strategy designed for investors expecting to retire around the year 2035. Allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 35% in investment-grade fixed-income funds, 5% in high yield fixed-income funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2035). Ultimately, the fund will merge with Freedom K Income Fund.

Risk: The investment risks of each Fidelity Freedom K Fund changes over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with

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investing in high yield, small cap, commodity-linked, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

Short Term Trading Fee: None

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Fidelity Freedom K[®] 2040 Fund

Fund Code: 02180

Objective: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

Strategy: Investing in a combination of underlying Fidelity equity, fixed-income, and short-term funds using a moderate asset allocation strategy designed for investors expecting to retire around the year 2040. Allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 35% in investment-grade fixed-income funds, 5% in high yield fixed-income funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2040). Ultimately, the fund will merge with Freedom K Income Fund.

Risk: The investment risks of each Fidelity Freedom K Fund changes over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high yield, small cap, commodity-linked, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

Short Term Trading Fee: None

Footnotes: *A mutual fund registered under Fidelity Aberdeen Street Trust, and managed by Strategic Advisers, Inc. This description is only intended to provide a brief overview of the fund. Read the fund's prospectus for more detailed information about the fund.*

Fidelity Freedom K[®] 2045 Fund

Fund Code: 02181

Objective: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

Strategy: Investing in a combination of underlying Fidelity equity, fixed-income, and short-term funds using a moderate asset allocation strategy designed for investors expecting to retire around the year 2045. Allocating assets among underlying Fidelity funds according to an asset allocation strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 35% in investment-grade fixed-income funds, 5% in high yield fixed-income funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2045). Ultimately, the fund will merge with Freedom K Income Fund.

Risk: The investment risks of each Fidelity Freedom K Fund changes over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high yield, small cap, commodity-linked, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

Short Term Trading Fee: None

Footnotes: *A mutual fund registered under Fidelity Aberdeen Street Trust, and managed by Strategic Advisers, Inc. This description is only intended to provide a brief overview of the fund. Read the fund's prospectus for more detailed information about the fund.*

Fidelity Freedom K[®] 2050 Fund

Fund Code: 02182

Objective: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

Strategy: Investing in a combination of underlying Fidelity equity, fixed-income, and short-term funds using a moderate asset allocation strategy designed for investors expecting to retire around the year 2050. Allocating assets among underlying Fidelity funds according to an asset allocation

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strategy that becomes increasingly conservative until it reaches approximately 15% in domestic equity funds, 5% in international equity funds, 35% in investment-grade fixed-income funds, 5% in high yield fixed-income funds, and 40% in short-term funds (approximately 10 to 15 years after the year 2050). Ultimately, the fund will merge with Freedom K Income Fund.

Risk: The investment risks of each Fidelity Freedom K Fund changes over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad, and may be subject to risks associated with investing in high yield, small cap, commodity-linked, and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

Short Term Trading Fee: None

Footnotes: *A mutual fund registered under Fidelity Aberdeen Street Trust, and managed by Strategic Advisers, Inc. This description is only intended to provide a brief overview of the fund. Read the fund's prospectus for more detailed information about the fund.*

Fidelity Freedom K[®] Income Fund

Fund Code: 02171

Objective: Seeks high total current income and, as a secondary objective, capital appreciation.

Strategy: Investing in a combination of underlying Fidelity equity, fixed-income, and short-term funds using a moderate asset allocation strategy designed for investors already in retirement. Allocating assets among underlying Fidelity funds according to a stable asset allocation strategy of approximately 14.6% in domestic equity funds, 5.4% in international equity funds, 35% in investment-grade fixed-income funds, 5% in high yield fixed-income funds, and 40% in short-term funds.

Risk: The fund is subject to the volatility of the financial markets, including equity and fixed income investments. Fixed income investments entail issuer default and credit risk, inflation risk and interest rate risk (as interest rates rise, bond prices usually fall, and vice versa). This effect is usually more pronounced for longer-term securities. Principal invested is not guaranteed at any time, including at or after retirement.

Short Term Trading Fee: None

Footnotes: *A mutual fund registered under Fidelity Aberdeen Street Trust, and managed by Strategic Advisers, Inc. This description is only intended to provide a brief overview of the fund. Read the fund's prospectus for more detailed information about the fund.*

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

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

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

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

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