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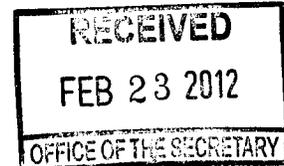
February 1, 2012

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Section

FEB 07 2012

Washington, DC  
125

OVERNIGHT MAIL



Securities and Exchange Commission  
Attn: Filing Desk  
450 Fifth Street, N.W.  
Washington, DC 20549

**Re: *Bennett et al. v. Fidelity Management & Research Co. & FMR Co., Inc.***  
***District of Massachusetts – 04 11651 MLW***

Dear Sir or Madam:

Pursuant to Section 33 of the Investment Company Act of 1940, I hereby enclose a copy of the Stipulation of Dismissal With Prejudice in the above-referenced matter.

Very truly yours,

Jody E. Forchheimer

Cc: Sean Murphy, Esq.



**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS**

CYNTHIA A. BENNETT, GUY E. MILLER,  
NANCY HAUGEN, MICHAEL F.  
MAGNAN, KAREN L. MAGNAN,  
PRESLEY C. PHILLIPS, ANDREA M.  
PHILLIPS, and CINDY SCHURGIN, for the  
use and benefit of THE FIDELITY  
MAGELLAN FUND, FIDELITY  
CONTRAFUND, FIDELITY GROWTH &  
INCOME PORTFOLIO I FUND, FIDELITY  
BLUE CHIP GROWTH FUND, and  
FIDELITY LOW-PRICED STOCK FUND,

Plaintiffs,

vs.

FIDELITY MANAGEMENT & RESEARCH  
COMPANY and FMR CO., INC.,

Defendants.

CIVIL NO. 1:04-cv-11651-MLW  
(Lead Case)

CIVIL NO. 1:04-cv-11756-MLW  
(Consolidated Case)

FMAGX

**STIPULATION OF DISMISSAL WITH PREJUDICE**

It is hereby stipulated and agreed, by and between undersigned counsel, that all named Plaintiffs in the above-captioned case (Cynthia A. Bennett, Guy E. Miller, Nancy Haugen, Michael F. Magnan, Karen L. Magnan, Presley C. Phillips, Andrea M. Phillips, and Cindy Schurgin), by their attorneys pursuant to Rule 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure, hereby voluntarily dismiss the above-captioned action with prejudice.

Dated: Boston, Massachusetts  
January 27, 2012

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By: /s/ Robert D. Friedman

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By: /s/ Lynn Lincoln Sarko

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By: /s/ Michelle H. Blauner

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By: /s/ Sean M. Murphy

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CERTIFICATE OF SERVICE

I hereby certify that, on January 27, 2012, a copy of the foregoing document was filed electronically. Notice of this filing will be sent to all parties by operation of the Court's electronic filing system. Parties may access this filing through the Court's system.

/s/ Matthew J. Tuttle

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