

FORM OF NOVATION AGREEMENT OF INVESTMENT MANAGEMENT AGREEMENT

This Novation Agreement is entered into this 1st day of January, 2016 by and among STRATEGIC ADVISERS, INC (“Strategic”), a Massachusetts corporation, d/b/a Fidelity Strategic Advisers, Inc., FMR CO., INC. (“FMR Co., Inc.”), a Massachusetts corporation, d/b/a Fidelity FMR Co., and the TREASURER OF THE STATE OF NEW HAMPSHIRE (the “Trustee”), acting as Trustee of the New Hampshire Higher Education Savings Plan Trust (the “Trust”).

WHEREAS, the Trustee and Strategic have entered into an Investment Management Agreement (the “Investment Management Agreement”) on April 28, 2003 and subsequently amended and restated under which the Trustee appointed Strategic to provide investment management services to the Trust;

WHEREAS, Strategic and FMR Co., Inc. represent that each is a corporation duly organized, validly existing, in good standing under the laws of the jurisdiction under whose laws it is organized, and in a position to fully perform any and all obligations that may exist under the Novation Agreement;

WHEREAS, the Trustee, Strategic, FMR LLC (“FMR”) and Fidelity Brokerage Services LLC (“FBS”) have entered into a separate managed and administrative services agreement under which the Trustee appointed FMR, Strategic, and FBS to perform all services necessary to implement the marketing, administration, investment management and record-keeping aspects of the Trust;

WHEREAS, Strategic and FMR, Co., Inc. represent and warrant that each is registered as an investment adviser under the Investment Advisers Act of 1940, as amended, with the U.S. Securities and Exchange Commission;

WHEREAS, Strategic, FMR Co., Inc. and the Trustee desire that FMR Co., Inc. be substituted for Strategic as the investment adviser for the Trust; and

WHEREAS, Strategic desires to effect a novation of the Investment Management Agreement so that FMR Co., Inc. is substituted for Strategic as a party to such Agreement and Strategic is released from its obligations under such Investment Management Agreement, FMR Co., Inc. desires to accept the novation thereof, and the Trustee desire to consent to such novation.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the parties hereto agree as follows:

Novation and Acceptance. Subject to the terms and conditions contained herein, Strategic hereby affects a novation of the Investment Management Agreement to substitute FMR Co., Inc.

for Strategic as a party to such agreement (the "Novation"), and the Trustee hereby consent to such Novation and hereby release Strategic from all of its duties and obligations under the Investment Management Agreement, and FMR Co., Inc. hereby accepts the Novation and hereby releases Strategic from all of its duties and obligations under the Investment Management Agreement and assumes all rights, duties, and obligations of Strategic under such Investment Management Agreement.

Term. The Novation shall become effective as of the date hereof and shall extend for so long as the terms specified in Section X of the Investment Management Agreement are satisfied or until terminated in accordance with said Section X.

No Termination. The parties agree that the Novation shall not constitute an assignment of the Management Agreement for purposes of Section 11.3 of the Investment Management Agreement, and that the Investment Management Agreement, as so novated, shall remain in full force and effect after the Novation.

Technical Amendment. The parties agree that all references in the Investment Management Agreement to Strategic shall hereby be changed to FMR Co, Inc.

IN WITNESS WHEREOF, the parties hereto have caused this Novation Agreement to be executed as of the day and year first written above.

[The remainder of this page has been intentionally left blank]

THE TREASURER OF THE STATE OF NEW HAMPSHIRE acting as Trustee of THE NEW HAMPSHIRE HIGHER EDUCATION SAVINGS PLAN TRUST

By: _____

William F. Dwyer

Treasurer, State of New Hampshire as Trustee

Approval by Attorney General (Form, Substance and Execution)

By: _____

Jill Jewelus, Assistant Attorney General

On: _____

11/30/15

STRATEGIC ADVISERS, INC. d/b/a FIDELITY STRATEGIC ADVISERS, INC.

By: _____

Suzanne Brennan

Suzanne Brennan,

Chief Operating Officer

Acknowledgement: State of _____

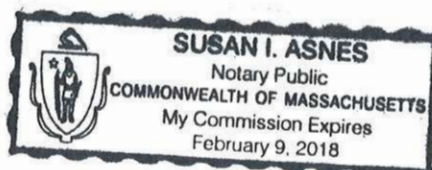
Massachusetts, County of Suffolk

On November 19, 2015, before the undersigned officer, personally appeared the person identified above, or satisfactorily provided to be the person whose name is signed above, and acknowledged that s/he executed this document in the capacity indicated above.

Signature of Notary Public: _____

Susan I. Asnes

(seal)



FMR CO., INC. d/b/a FIDELITY FMR CO.

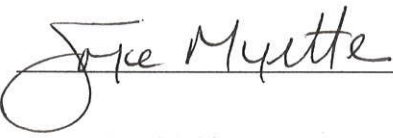
By: 

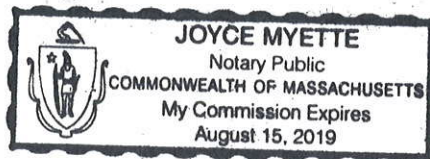
Steven F. Schiffman

Assistant Treasurer

Acknowledgement: State of Massachusetts, County of Suffolk

On November 16, 2015, before the undersigned officer, personally appeared the person identified above, or satisfactorily provided to be the person whose name is signed above, and acknowledged that s/he executed this document in the capacity indicated above.

Signature of Notary Public: 
(seal)



CERTIFICATE OF AUTHORITY
Strategic Advisers, Inc.
(the "Company")

In connection with the January 1, 2016 Novation Agreement to the Investment Management
Agreement

Among

FMR Co., Inc., d/b/a Fidelity FMR Co., and Strategic Advisers, Inc. d/b/a Fidelity Strategic
Advisers, Inc.

And the Trustee of the New Hampshire Higher Education Savings Plan Trust (the "Novation
Agreement")

I, Peter D. Stahl, Secretary of Strategic Advisers, Inc. (the "Company"), do hereby certify that Suzanne Brennan is the duly elected, appointed and qualified Chief Operating Officer of the Company, is acting as such officer of the Company at the time of the signing of the Novation Agreement, is duly authorized to sign the Novation Agreement on behalf of the Company, and is empowered to bind the Company to the terms and conditions of the Novation Agreement.

IN WITNESS WHEREOF, I have signed this Certificate as of the date indicated below.

Date: 11/23/15


Peter D. Stahl
Secretary

CERTIFICATE OF AUTHORITY
FMR CO., INC.
(the "Company")

In connection with the January 1, 2016 Novation Agreement to the Investment Management
Agreement

Among

FMR Co., Inc., d/b/a Fidelity FMR Co., and Strategic Advisers, Inc. d/b/a Fidelity Strategic
Advisers, Inc.

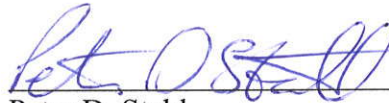
And the Trustee of the New Hampshire Higher Education Savings Plan Trust (the "Novation
Agreement")

I, Peter D. Stahl, Assistant Secretary of FMR Co., Inc. (the "Company"), do hereby certify that Steven F. Schiffman the duly elected, appointed and qualified Assistant Treasurer of the Company, is acting as such officer of the Company at the time of the signing of the Novation Agreement, is duly authorized to sign the Novation Agreement on behalf of the Company, and is empowered to bind the Company to the terms and conditions of the Novation Agreement.

IN WITNESS WHEREOF, I have signed this Certificate as of the date indicated below.

Date: _____

11/23/15



Peter D. Stahl
Assistant Secretary

CERTIFICATE OF AUTHORITY
FMR LLC
(the "Company")

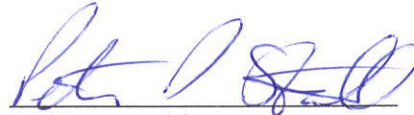
In connection with the January 1, 2016 Novation Agreement of the Investment Management
Agreement
Among
FMR Co., Inc., d/b/a Fidelity FMR Co., and Strategic Advisers, Inc. d/b/a Fidelity Strategic
Advisers, Inc.
And the Trustee of the New Hampshire Higher Education Savings Plan Trust
(the "Novation Agreement")

I, Peter D. Stahl, Secretary of FMR LLC (the "Company"), do hereby certify that Steven F. Schiffman is the duly elected, appointed and qualified Treasurer of the Company, is acting as such officer of the Company at the time of the signing of the Novation Agreement, is duly authorized to sign the Novation Agreement on behalf of the Company, and is empowered to bind the Company to the terms and conditions of the Novation Agreement.

IN WITNESS WHEREOF, I have signed this Certificate as of the date indicated below.

Date: _____

11/23/15



Peter D. Stahl
Secretary

State of New Hampshire

Department of State

CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that STRATEGIC ADVISERS, INC. doing business in New Hampshire as FIDELITY STRATEGIC ADVISERS, a(n) Massachusetts corporation, is authorized to transact business in New Hampshire and qualified on June 5, 2001. I further certify that all fees and annual reports required by the Secretary of State's office have been received.



In TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of the State of New Hampshire, this 16th day of October, A.D. 2015

A handwritten signature in black ink, appearing to read "Wm Gardner".

William M. Gardner
Secretary of State

State of New Hampshire

Department of State

CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that FMR LLC, a(n) Delaware limited liability company registered to do business in New Hampshire on October 3, 2007. I further certify that it is in good standing as far as this office is concerned, having filed the annual report(s) and paid the fees required by law.



In TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 16th day of October, A.D. 2015

A handwritten signature in dark ink, appearing to read "William M. Gardner".

William M. Gardner
Secretary of State

State of New Hampshire

Department of State

CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that FIDELITY BROKERAGE SERVICES LLC, a(n) Delaware limited liability company registered to do business in New Hampshire on August 16, 2000. I further certify that it is in good standing as far as this office is concerned, having filed the annual report(s) and paid the fees required by law.



In TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of the State of New Hampshire, this 16th day of October, A.D. 2015

A handwritten signature in black ink, appearing to read "Wm Gardner".

William M. Gardner
Secretary of State

State of New Hampshire

Department of State

CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that FMR Co., Inc. doing business in New Hampshire as Fidelity FMR Co., a(n) Massachusetts corporation, is authorized to transact business in New Hampshire and qualified on November 10, 2015. I further certify that all fees required by the Secretary of State's office have been received.



In TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 18th day of November, A.D. 2015

A handwritten signature in black ink, appearing to read "William M. Gardner".

William M. Gardner
Secretary of State



CERTIFICATE OF LIABILITY INSURANCE

1/1/2016

DATE (MM/DD/YYYY)

10/26/2015

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Lockton Companies 1185 Avenue of the Americas, Suite 2010 New York 10036 646-572-7300	CONTACT NAME: PHONE (A/C, No. Ext): E-MAIL ADDRESS:	FAX (A/C, No):
	INSURER(S) AFFORDING COVERAGE	
INSURED 1374622 FMR LLC, FBS LLC, FMR Co., Inc., & Strategic Advisers Inc. 200 Seaport Blvd ZW9C Boston MA 02210	INSURER A:	National Union Fire Ins Co Pitts. PA
	INSURER B:	New Hampshire Insurance Company
	INSURER C:	
	INSURER D:	
	INSURER E:	
	INSURER F:	

COVERAGES CERTIFICATE NUMBER: 13730186 REVISION NUMBER: XXXXXXXX

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVR	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:	N	N	9702398	1/1/2015	1/1/2016	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 MED EXP (Any one person) \$ XXXXXXXX PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COM/OP AGG \$ 2,000,000 \$
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> NON-OWNED AUTOS			NOT APPLICABLE			COMBINED SINGLE LIMIT (Ea accident) \$ XXXXXXXX BODILY INJURY (Per person) \$ XXXXXXXX BODILY INJURY (Per accident) \$ XXXXXXXX PROPERTY DAMAGE (Per accident) \$ XXXXXXXX \$
	UMBRELLA LIAB <input type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input type="checkbox"/> RETENTION \$			NOT APPLICABLE			EACH OCCURRENCE \$ XXXXXXXX AGGREGATE \$ XXXXXXXX \$ XXXXXXXX
B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N <input checked="" type="checkbox"/> N	N/A	024508591 (MA)	1/1/2015	1/1/2016	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

CERTIFICATE HOLDER

CANCELLATION See Attachments

13730186

The State of New Hampshire
William F. Dwyer, State Treasurer NH College
Tuition Savings Plan Advisory Commission
25 Capital Street, Room 121
Concord NH 03301

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

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Full Listing of Workers Compensation Policies for FMR LLC:

<u>Policy #</u>	<u>Eff.</u> <u>Date</u>	<u>Exp.</u> <u>Date</u>	<u>Issuing Company</u>	<u>States</u>
024508589	1/1/15	1/1/16	New Hampshire Ins Co	ME
024508592	1/1/15	1/1/16	New Hampshire Ins Co	AL,AR,CO,CT,DC,DE,GA,HI,IA,ID ,IN,KS,LA,MD,MI,MN,MO,MS,NE, NM,NV,NY,OK,RI,SC,TN,TX
024508588	1/1/15	1/1/16	New Hampshire Ins Co	CA
024508587	1/1/15	1/1/16	New Hampshire Ins Co	AZ,VA
024508585	1/1/15	1/1/16	New Hampshire Ins Co	IL,KY,NC,NH,UT,VT
024508586	1/1/15	1/1/16	New Hampshire Ins Co	NJ,PA
024508593	1/1/15	1/1/16	New Hampshire Ins Co	FL
024508590	1/1/15	1/1/16	Ins Co State of Penn	OR

30 Day Notice of Cancellation Provision:

In the event of cancellation prior to the expiration date of any insurance policy issued to FMR LLC or any subsidiary or fund thereof for which an ACORD certificate of insurance has been issued by Lockton, Lockton shall mail 30 day written notice of such cancellation to any certificate holder on record with Lockton. In the event of cancellation due to non-payment of premium, a 10 day notice will be provided.