

# SECURITIES AND EXCHANGE COMMISSION

## FORM NSAR-A

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### FILER

#### **VARIABLE INSURANCE PRODUCTS FUND II**

CIK: **831016** | IRS No.: **042708937** | State of Incorporation: **MA** | Fiscal Year End: **1231**  
Type: **NSAR-A** | Act: **40** | File No.: **811-05511** | Film No.: **081049191**

Mailing Address  
*82 DEVONSHIRE STREET  
MAILZONE Z1C  
BOSTON MA 02109*

Business Address  
*82 DEVONSHIRE STREET  
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BOSTON MA 02109  
6174391220*

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000 A000000 06/30/2008  
000 C000000 0000831016  
000 D000000 N  
000 E000000 NF  
000 F000000 Y  
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000 I000000 6.1  
000 J000000 A  
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001 C000000 6037917481  
002 A000000 82 DEVONSHIRE STREET  
002 B000000 BOSTON  
002 C000000 MA  
002 D010000 02109  
003 000000 N  
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005 000000 N  
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007 A000000 Y  
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007 C010300 3  
007 C020300 VIP Index 500 Portfolio  
007 C030300 N  
007 C010400 4  
007 C020400 VIP Contrafund Portfolio  
007 C030400 N  
007 C010600 6  
007 C020600 VIP Disciplined Small Cap Portfolio  
007 C030600 N  
008 A000301 FIDELITY MANAGEMENT & RESEARCH COMPANY (FMR)  
008 B000301 A  
008 C000301 801-7884  
008 D010301 BOSTON  
008 D020301 MA  
008 D030301 02109  
008 A000302 FMR CO., INC.  
008 B000302 S  
008 C000302 801-3447  
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008 A000303 GEODE CAPITAL MANAGEMENT LLC  
008 B000303 S  
008 C000303 801-61117  
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008 D020303 MA

008 D030303 02109  
008 A000401 FIDELITY MANAGEMENT & RESEARCH COMPANY (FMR)  
008 B000401 A

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008 C000401 801-7884  
008 D010401 BOSTON  
008 D020401 MA  
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008 A000402 FMR CO., INC.  
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008 A000403 FIDELITY MANAGEMENT & RESEARCH (U.K.), INC.  
008 B000403 S  
008 C000403 801-28773  
008 D010403 LONDON  
008 D050403 ENGLAND  
008 A000404 FIDELITY RESEARCH & ANALYSIS COMPANY (FRAC)  
008 B000404 S  
008 C000404 801-28774  
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008 D020404 MA  
008 D030404 02109  
008 A000405 FIDELITY INVESTMENTS JAPAN LIMITED (FIJ)  
008 B000405 S  
008 C000405 801-00000  
008 D010405 TOKYO  
008 D050405 JAPAN  
008 A000406 FIDELITY INTL INVESTMENT ADVISORS, INC (FIIA)  
008 B000406 S  
008 C000406 801-0000  
008 D010406 PEMBROKE  
008 D050406 BERMUDA  
008 A000407 FIDELITY INTL INVESTMENT ADVISORS (U.K.) LTD.  
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008 A000603 FMR CO., INC.  
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011 A00AA01 FIDELITY DISTRIBUTORS CORPORATION  
011 B00AA01 8-8775  
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014 B00AA03 8-26740  
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015 B000301 C  
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015 B000302 C  
015 C010302 NEW YORK  
015 C020302 NY  
015 C030302 10286  
015 E010302 X  
015 A000303 JPMORGAN CHASE BANK  
015 B000303 C  
015 C010303 NEW YORK  
015 C020303 NY  
015 C030303 10022

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015 A000304 CITIBANK  
015 B000304 S  
015 C010304 BUENOS AIRES  
015 D010304 ARGENTINA  
015 E040304 X  
015 A000305 NATIONAL AUSTRALIA BANK LTD.

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015 B000305 S  
015 C010305 MELBOURNE  
015 D010305 AUSTRALIA  
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015 A000306 BANK AUSTRIA CREDITANSTALT AG, VIENNA  
015 B000306 S  
015 C010306 VIENNA  
015 D010306 AUSTRIA  
015 E040306 X  
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015 B000307 S  
015 C010307 HARARE  
015 D010307 ZIMBABWE  
015 E040307 X  
015 A000308 STANDARD CHARTERED BANK  
015 B000308 S  
015 C010308 DHAKA  
015 D010308 BANGLADESH  
015 E040308 X  
015 A000309 BNP PARIBAS SECURITIES SERVICES, BRUSSELS  
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015 C010309 BRUSSELS  
015 D010309 BELGIUM  
015 E040309 X  
015 A000310 BANK OF BERMUDA LIMITED  
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015 C010310 HAMILTON  
015 D010310 BERMUDA  
015 E040310 X  
015 A000311 UNICREDIT BULBANK, SOFIA  
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015 D010311 BULGARIA  
015 E040311 X  
015 A000312 BARCLAYS BANK OF BOTSWANA LTD.  
015 B000312 S  
015 C010312 GABARONE  
015 D010312 BOTSWANA  
015 E040312 X  
015 A000313 SKANDINAVISKA ENSKILDA BANKEN (SEB)  
015 B000313 S  
015 C010313 COPENHAGEN

015 D010313 DENMARK  
015 E040313 X  
015 A000314 CIBC MELLON GLOBAL SECURITIES SERVICES CO.  
015 B000314 S  
015 C010314 TORONTO, ONTARIO  
015 D010314 CANADA  
015 E040314 X  
015 A000315 BANCO ITAU CHILE  
015 B000315 S

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015 C010315 SANTIAGO  
015 D010315 CHILE  
015 E040315 X  
015 A000316 HSBC BANK (CHINA) COMPANY LIMITED  
015 B000316 S  
015 C010316 SHANGHAI  
015 D010316 CHINA  
015 E040316 X  
015 A000317 UNICREDIT BANK SERBIA  
015 B000317 S  
015 C010317 BELGRADE  
015 D010317 SERBIA  
015 E040317 X  
015 A000318 CLEARSTREAM BANKING, LUXEMBOURG  
015 B000318 S  
015 C010318 SENNINGERBERG  
015 D010318 LUXEMBOURG  
015 E040318 X  
015 A000319 CITITRUST COLOMBIA S.A.  
015 B000319 S  
015 C010319 SANTA FE DE BOGOTA  
015 D010319 COLOMBIA  
015 E040319 X  
015 A000320 ZAGREBECKA BANKA D.D.  
015 B000320 S  
015 C010320 ZAGREB  
015 D010320 CROATIA  
015 E040320 X  
015 A000321 CITIBANK EUROPE PLC, ORGANIZACNI SLOZKA  
015 B000321 S  
015 C010321 PRAGUE  
015 D010321 CZECH REPUBLIC  
015 E040321 X  
015 A000322 CITIBANK, N.A., EGYPT BRANCH  
015 B000322 S  
015 C010322 CAIRO  
015 D010322 EGYPT  
015 E040322 X  
015 A000323 SEB PANK AS  
015 B000323 S

015 C010323 TALLINN  
015 D010323 ESTONIA  
015 E040323 X  
015 A000324 EUROCLEAR BANK S.A.  
015 B000324 S  
015 C010324 BRUSSELS  
015 D010324 BELGIUM  
015 E040324 X  
015 A000325 NORDEA BANK FINLAND PLC  
015 B000325 S  
015 C010325 HELSINKI

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015 D010325 FINLAND  
015 E040325 X  
015 A000326 HSBC BANK MIDDLE EAST  
015 B000326 S  
015 C010326 MANAMA  
015 D010326 BAHRAIN  
015 E040326 X  
015 A000327 BNP PARIBAS SECURITIES SERVICES  
015 B000327 S  
015 C010327 PARIS  
015 D010327 FRANCE  
015 E040327 X  
015 A000328 BARCLAYS BANK OF ZAMBIA LTD.  
015 B000328 S  
015 C010328 LUSAKA  
015 D010328 ZAMBIA  
015 E040328 X  
015 A000329 BNP PARIBAS SECURITIES SERVICES S.A.  
015 B000329 S  
015 C010329 FRANKFURT  
015 D010329 GERMANY  
015 E040329 X  
015 A000330 BARCLAYS BANK OF GHANA LTD.  
015 B000330 S  
015 C010330 ACCRA  
015 D010330 GHANA  
015 E040330 X  
015 A000331 HSBC BANK MIDDLE EAST  
015 B000331 S  
015 C010331 AMMAN  
015 D010331 JORDAN  
015 E040331 X  
015 A000332 GLITNIR BANKI HF  
015 B000332 S  
015 C010332 REYKJAVIK  
015 D010332 ICELAND  
015 E040332 X  
015 A000333 HONGKONG & SHANGHAI BANKING CORPORATION

015 B000333 S  
015 C010333 KOWLOON  
015 D010333 HONG KONG  
015 E040333 X  
015 A000334 UNICREDIT BANK HUNGARY ZRT.  
015 B000334 S  
015 C010334 BUDAPEST  
015 D010334 HUNGARY  
015 E040334 X  
015 A000335 HSBC, MUMBAI  
015 B000335 S  
015 C010335 MUMBAI  
015 D010335 INDIA

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015 E040335 X  
015 A000336 HSBC, JAKARTA  
015 B000336 S  
015 C010336 JAKARTA  
015 D010336 INDONESIA  
015 E040336 X  
015 A000337 HSBC SECURITIES SERVICES  
015 B000337 S  
015 C010337 DUBAI  
015 D010337 UNITED ARAB EMIRATES  
015 E040337 X  
015 A000338 CITIBANK, N.A.  
015 B000338 S  
015 C010338 TEL-AVIV  
015 D010338 ISRAEL  
015 E040338 X  
015 A000339 BNP PARIBAS - ITALIAN BRANCH  
015 B000339 S  
015 C010339 MILAN  
015 D010339 ITALY  
015 E040339 X  
015 A000340 HONGKONG & SHANGHAI BANKING CORPORATION  
015 B000340 S  
015 C010340 TOKYO  
015 D010340 JAPAN  
015 E040340 X  
015 A000341 SB HSBC BANK KAZAKHSTAN JSC  
015 B000341 S  
015 C010341 ALMATY  
015 D010341 KAZAKHSTAN  
015 E040341 X  
015 A000342 BARCLAYS SECURITIES SERVICES KENYA  
015 B000342 S  
015 C010342 NAIROBI  
015 D010342 KENYA  
015 E040342 X



015 A000343 HONGKONG & SHANGHAI BANKING CORPORATION  
015 B000343 S  
015 C010343 SEOUL  
015 D010343 KOREA  
015 E040343 X  
015 A000344 MIDCLEAR SAL  
015 B000344 S  
015 C010344 BEIRUT  
015 D010344 LEBANON  
015 E040344 X  
015 A000345 CITIBANK BERHAD  
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015 C010345 KUALA LUMPUR  
015 D010345 MALAYSIA  
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015 D010346 MAURITIUS  
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015 A000347 BANCO SANTANDER, S.A.  
015 B000347 S  
015 C010347 SANTA FE  
015 D010347 MEXICO  
015 E040347 X  
015 A000348 SOCIETE GENERALE MAROCAINE DE BANQUES  
015 B000348 S  
015 C010348 CASABLANCA  
015 D010348 MOROCCO  
015 E040348 X  
015 A000349 EUROCLEAR NEDERLAND  
015 B000349 S  
015 C010349 AMSTERDAM  
015 D010349 NETHERLANDS  
015 E040349 X  
015 A000350 NATIONAL NOMINEES, LTD.  
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015 C010350 AUCKLAND  
015 D010350 NEW ZEALAND  
015 E040350 X  
015 A000351 NORDEA BANK NORGE ASA  
015 B000351 S  
015 C010351 OSLO  
015 D010351 NORWAY  
015 E040351 X  
015 A000352 HSBC BANK MIDDLE EAST LIMITED  
015 B000352 S  
015 C010352 RUWI  
015 D010352 OMAN

015 E040352 X  
015 A000353 DEUTSCHE BANK AG  
015 B000353 S  
015 C010353 KARACHI  
015 D010353 PAKISTAN  
015 E040353 X  
015 A000354 CITIBANK, N.A.  
015 B000354 S  
015 C010354 SAO PAULO  
015 D010354 BRAZIL  
015 E040354 X  
015 A000355 CITIBANK DEL PERU S.A.  
015 B000355 S  
015 C010355 LIMA  
015 D010355 PERU  
015 E040355 X  
015 A000356 HSBC SECURITIES SERVICES

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015 B000356 S  
015 C010356 MANILA  
015 D010356 PHILIPPINES  
015 E040356 X  
015 A000357 BIURO USLUG POWIERNICZYCH  
015 B000357 S  
015 C010357 WARSAW  
015 D010357 POLAND  
015 E040357 X  
015 A000358 BANCO COMERCIAL PORTUGUES  
015 B000358 S  
015 C010358 LISBON  
015 D010358 PORTUGAL  
015 E040358 X  
015 A000359 UNICREDIT TIRIAC BANK S.A.  
015 B000359 S  
015 C010359 BUCHAREST  
015 D010359 ROMANIA  
015 E040359 X  
015 A000360 ZAO COMMERCIAL BANK CITIBANK  
015 B000360 S  
015 C010360 MOSCOW  
015 D010360 RUSSIA  
015 E040360 X  
015 A000361 DBS BANK LIMITED  
015 B000361 S  
015 C010361 SINGAPORE  
015 D010361 SINGAPORE  
015 E040361 X  
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015 B000362 S  
015 C010362 LJUBLJANA

015 D010362 SLOVENIA  
015 E040362 X  
015 A000363 SANTANDER CENTRAL HISPANO INVESTMENTS, S.A.  
015 B000363 S  
015 C010363 MADRID  
015 D010363 SPAIN  
015 E040363 X  
015 A000364 HSBC, COLOMBO  
015 B000364 S  
015 C010364 COLOMBO  
015 D010364 SRI LANKA  
015 E040364 X  
015 A000365 SKANDINAVISKA ENSKILDA BANKEN (SEB)  
015 B000365 S  
015 C010365 STOCKHOLM  
015 D010365 SWEDEN  
015 E040365 X  
015 A000366 UBS AG, ZURICH  
015 B000366 S

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015 C010366 ZURICH  
015 D010366 SWITZERLAND  
015 E040366 X  
015 A000367 STANDARD CHARTERED BANK  
015 B000367 S  
015 C010367 TAIPEI  
015 D010367 TAIWAN  
015 E040367 X  
015 A000368 HSBC, BANGKOK  
015 B000368 S  
015 C010368 BANGKOK  
015 D010368 THAILAND  
015 E040368 X  
015 A000369 CITIBANK, A.S.  
015 B000369 S  
015 C010369 ISTANBUL  
015 D010369 TURKEY  
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015 A000370 BARCLAYS BANK OF UGANDA LTD.  
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015 C010370 KAMPALA  
015 D010370 UGANDA  
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015 D010371 UKRAINE  
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015 A000372 EFG EUROBANK ERGASIAS S.A.  
015 B000372 S

015 C010372 ATHENS  
015 D010372 GREECE  
015 E040372 X  
015 A000373 BANKBOSTON N.A.  
015 B000373 S  
015 C010373 MONTEVIDEO  
015 D010373 URUGUAY  
015 E040373 X  
015 A000374 CITIBANK, N.A.  
015 B000374 S  
015 C010374 CARACAS  
015 D010374 VENEZUELA  
015 E040374 X  
015 A000375 MELLON BANK, N.A.  
015 B000375 S  
015 C010375 LONDON  
015 D010375 UNITED KINGDOM  
015 E040375 X  
015 A000376 HSBC BANK MIDDLE EAST LIMITED, KUWAIT  
015 B000376 S  
015 C010376 KUWAIT CITY

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015 D010376 KUWAIT  
015 E040376 X  
015 A000377 HSBC BANK MIDDLE EAST LIMITED  
015 B000377 S  
015 C010377 DOHA  
015 D010377 QUATAR  
015 E040377 X  
015 A000378 SOCIETE GENERALE (JOHANNESBURG BRANCH)  
015 B000378 S  
015 C010378 JOHANNESBURG  
015 D010378 SOUTH AFRICA  
015 E040378 X  
015 A000379 AS SEB BANKA  
015 B000379 S  
015 C010379 KEKAVAS PAG.  
015 D010379 LATVIA  
015 E040379 X  
015 A000380 SEB BANKAS  
015 B000380 S  
015 C010380 VILNIUS  
015 D010380 LITHUANIA  
015 E040380 X  
015 A000381 UNICREDIT BANK SLOVAKIA A.S.  
015 B000381 S  
015 C010381 BRATISLAVA  
015 D010381 SLOVAKIA  
015 E040381 X  
015 A000382 STANDARD CHARTERED BANK

015 B000382 S  
015 C010382 HANOI  
015 D010382 VIETNAM  
015 E040382 X  
015 A000383 BANK INTERNATIONALE ARABE DE TUNISIE  
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015 D010383 TUNISIA  
015 E040383 X  
015 A000401 BROWN BROTHERS HARRIMAN & CO.  
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015 B000403 C

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015 C010403 NEW YORK  
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015 D010409 BELGIUM  
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015 D010410 SOUTH AFRICA  
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015 C010411 GABORONE  
015 D010411 BOTSWANA  
015 E040411 X  
015 A000412 MARFIN POPULAR BANK PUBLIC COMPANY LTD.  
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015 C010412 NICOSIA  
015 D010412 CYPRUS  
015 E040412 X  
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015 B000413 S

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015 C010413 SOFIA  
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015 C010416 KWUN TONG  
015 D010416 HONG KONG  
015 E040416 X  
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015 D010417 CHINA  
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015 B000418 S  
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015 D010418 COLOMBIA  
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015 D010419 FINLAND  
015 E040419 X  
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015 A000433 BANK OF IRELAND SECURITIES SERVICES  
015 B000433 S  
015 C010433 DUBLIN  
015 D010433 IRELAND

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015 E040433 X  
015 A000434 BANK HAPOALIM, B.M.  
015 B000434 S  
015 C010434 TEL AVIV  
015 D010434 ISRAEL  
015 E040434 X  
015 A000435 THE BANK OF TOKYO-MITSUBISHI, LTD.  
015 B000435 S  
015 C010435 TOKYO  
015 D010435 JAPAN  
015 E040435 X  
015 A000436 HSBC BANK MIDDLE EAST, JORDAN  
015 B000436 S  
015 C010436 WEST AMMAN  
015 D010436 JORDAN  
015 E040436 X  
015 A000437 STANBIC BANK KENYA, LIMITED  
015 B000437 S  
015 C010437 NAIROBI  
015 D010437 KENYA



015 E040437 X  
015 A000438 NORDEA RIGA  
015 B000438 S  
015 C010438 RIGA  
015 D010438 LATVIA  
015 E040438 X  
015 A000439 HSBC BANK MIDDLE EAST  
015 B000439 S  
015 C010439 BEIRUT  
015 D010439 LEBANON  
015 E040439 X  
015 A000440 KREDIETBANK LUXEMBOURG  
015 B000440 S  
015 C010440 LUXEMBOURG  
015 D010440 LUXEMBOURG  
015 E040440 X  
015 A000441 HSBC BANK MALAYSIA BERHAD  
015 B000441 S  
015 C010441 KUALA LUMPUR  
015 D010441 MALAYSIA  
015 E040441 X  
015 A000442 HSBC  
015 B000442 S  
015 C010442 PORT LOUIS  
015 D010442 MAURITIUS  
015 E040442 X  
015 A000443 BANCO SANTANDER MEXICANO  
015 B000443 S  
015 C010443 SANTA FE  
015 D010443 MEXICO  
015 E040443 X

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015 A000444 ATTIJARIWAFI BANK  
015 B000444 S  
015 C010444 CASABLANCA  
015 D010444 MOROCCO  
015 E040444 X  
015 A000445 STANDARD BANK NAMIBIA LTD.  
015 B000445 S  
015 C010445 WINDHOEK  
015 D010445 NAMIBIA  
015 E040445 X  
015 A000446 FORTIS BANK  
015 B000446 S  
015 C010446 ROTTERDAM  
015 D010446 NETHERLANDS  
015 E040446 X  
015 A000447 HSBC  
015 B000447 S  
015 C010447 AUCKLAND

015 D010447 NEW ZEALAND  
015 E040447 X  
015 A000448 STANBIC BANK NIGERIA LIMITED  
015 B000448 S  
015 C010448 LAGOS  
015 D010448 NIGERIA  
015 E040448 X  
015 A000449 DNB NOR ASA  
015 B000449 S  
015 C010449 OSLO  
015 D010449 NORWAY  
015 E040449 X  
015 A000450 HSBC BANK MIDDLE EAST, OMAN  
015 B000450 S  
015 C010450 RUWI  
015 D010450 OMAN  
015 E040450 X  
015 A000451 STANDARD CHARTERED BANK  
015 B000451 S  
015 C010451 KARACHI  
015 D010451 PAKISTAN  
015 E040451 X  
015 A000452 CITIBANK, N.A.  
015 B000452 S  
015 C010452 LIMA  
015 D010452 PERU  
015 E040452 X  
015 A000453 HSBC BANK MIDDLE EAST UAE  
015 B000453 S  
015 C010453 DUBAI  
015 D010453 UNITED ARAB EMIRATES  
015 E040453 X  
015 A000454 BANK HANDLOWY W. WARSZAWIE, S.A.

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015 C010454 WARSAW  
015 D010454 POLAND  
015 E040454 X  
015 A000455 BANK POLSKA KASA OPIEKI S.A. (B.K.P.O)  
015 B000455 S  
015 C010455 WARSZAWA  
015 D010455 POLAND  
015 E040455 X  
015 A000456 BNP PARIBAS SUCURSAL EM PORTUGAL  
015 B000456 S  
015 C010456 LISBOA  
015 D010456 PORTUGAL  
015 E040456 X  
015 A000457 ING BANK EURASIA ZAO (INGE)  
015 B000457 S

015 C010457 MOSCOW  
015 D010457 RUSSIA  
015 E040457 X  
015 A000458 CITIBANK MOSCOW  
015 B000458 S  
015 C010458 MOSCOW  
015 D010458 RUSSIA  
015 E040458 X  
015 A000459 HSBC  
015 B000459 C  
015 C010459 SINGAPORE  
015 D010459 SINGAPORE  
015 E040459 X  
015 A000460 ING BANK N.V.  
015 B000460 S  
015 C010460 BRATISLAVA  
015 D010460 SLOVAKIA REPUBLIC  
015 E040460 X  
015 A000461 BANK AUSTRIA CREDITANSTALDT D.D.  
015 B000461 S  
015 C010461 LJUBLJANA  
015 D010461 SLOVENIA  
015 E040461 X  
015 A000462 HSBC, SHANGHAI  
015 B000462 S  
015 C010462 SHANGHAI  
015 D010462 CHINA  
015 E040462 X  
015 A000463 BANQUE INTERNATIONALE ARABE DE TUNISIE (BIAT)  
015 B000463 S  
015 C010463 TUNIS CEDEX  
015 D010463 TUNISIA  
015 E040463 X  
015 A000464 HSBC  
015 B000464 S

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015 C010464 COLOMBO  
015 D010464 SRI LANKA  
015 E040464 X  
015 A000465 STANDARD BANK SWAZILAND LIMITED  
015 B000465 S  
015 C010465 MBABANE  
015 D010465 SWAZILAND  
015 E040465 X  
015 A000466 SKANDINAVISKA ENSKILDA BANKEN (SEB)  
015 B000466 S  
015 C010466 STOCKHOLM  
015 D010466 SWEDEN  
015 E040466 X  
015 A000467 UBS AG

015 B000467 S  
015 C010467 ZURICH  
015 D010467 SWITZERLAND  
015 E040467 X  
015 A000468 STANDARD CHARTERED BANK (SCB)  
015 B000468 S  
015 C010468 TAIPEI  
015 D010468 TAIWAN  
015 E040468 X  
015 A000469 HSBC  
015 B000469 S  
015 C010469 BANGKOK  
015 D010469 THAILAND  
015 E040469 X  
015 A000470 CITIBANK, N.A.  
015 B000470 S  
015 C010470 ISTANBUL  
015 D010470 TURKEY  
015 E040470 X  
015 A000471 ING BANK UKRAINE  
015 B000471 S  
015 C010471 KIEV  
015 D010471 UKRAINE  
015 E040471 X  
015 A000472 DEUTSCHE BANK  
015 B000472 S  
015 C010472 MUMBAI  
015 D010472 INDIA  
015 E040472 X  
015 A000473 CITIBANK, N.A.  
015 B000473 S  
015 C010473 CARACAS  
015 D010473 VENEZUELA  
015 E040473 X  
015 A000474 STANBIC BANK ZAMBIA LTD.  
015 B000474 S  
015 C010474 LUSAKA

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015 E040474 X  
015 A000475 STANBIC BANK ZIMBABWE LTD.  
015 B000475 S  
015 C010475 HARARE  
015 D010475 ZIMBABWE  
015 E040475 X  
015 A000476 ING BANK N.V.  
015 B000476 S  
015 C010476 BUCHAREST  
015 D010476 ROMANIA  
015 E040476 X

015 A000477 HSBC BANK PANAMA  
015 B000477 S  
015 C010477 PANAMA  
015 D010477 PANAMA  
015 E040477 X  
015 A000478 REPUBLIC BANK LTD.  
015 B000478 S  
015 C010478 PORT OF SPAIN  
015 D010478 TRINIDAD & TOBAGO  
015 E040478 X  
015 A000479 CACEIS BANK  
015 B000479 S  
015 C010479 PARIS  
015 D010479 FRANCE  
015 E040479 X  
015 A000480 CITIBANK, N.A.  
015 B000480 S  
015 C010480 SAO PAULO  
015 D010480 BRAZIL  
015 E040480 X  
015 A000481 CITIBANK, N.A.  
015 B000481 S  
015 C010481 SANTIAGO  
015 D010481 CHILE  
015 E040481 X  
015 A000482 BANCO BCT SA  
015 B000482 S  
015 C010482 SAN JOSE  
015 D010482 COSTA RICA  
015 E040482 X  
015 A000483 NORDEA BANK DANMARK A/S  
015 B000483 S  
015 C010483 COPENHAGEN  
015 D010483 DENMARK  
015 E040483 X  
015 A000484 HSBC  
015 B000484 S  
015 C010484 TAIPEI  
015 D010484 TAIWAN

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015 A000485 DEUTSCHE BANK AG  
015 B000485 S  
015 C010485 ESCHBORN  
015 D010485 GERMANY  
015 E040485 X  
015 A000486 HSBC PLC  
015 B000486 S  
015 C010486 LONDON  
015 D010486 UNITED KINGDOM

015 E040486 X  
015 A000487 BANK OF TAIWAN  
015 B000487 S  
015 C010487 TAIPEI  
015 D010487 TAIWAN  
015 E040487 X  
015 A000488 LANDSBANKI ISLANDS  
015 B000488 S  
015 C010488 REYKJAVIK  
015 D010488 ICELAND  
015 E040488 X  
015 A000489 HSBC BANK MIDDLE EAST  
015 B000489 S  
015 C010489 KUWAIT CITY  
015 D010489 KUWAIT  
015 E040489 X  
015 A000490 BNP PARIBAS  
015 B000490 S  
015 C010490 MILAN  
015 D010490 ITALY  
015 E040490 X  
015 A000491 HSBC BANK MIDDLE EAST  
015 B000491 S  
015 C010491 RAMALLAH  
015 D010491 PALESTINE  
015 E040491 X  
015 A000492 HSBC BANK MALTA PLC  
015 B000492 S  
015 C010492 VALLETTA  
015 D010492 MALTA  
015 E040492 X  
015 A000493 NORDEA BANK NORGE ASA  
015 B000493 S  
015 C010493 OSLO  
015 D010493 NORWAY  
015 E040493 X  
015 A000494 HSBC BANK MIDDLE EAST  
015 B000494 S  
015 C010494 DOHA  
015 D010494 QATAR  
015 E040494 X

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015 A000495 STANDARD CHARTERED BANK  
015 B000495 S  
015 C010495 SINGAPORE  
015 D010495 SINGAPORE  
015 E040495 X  
015 A000496 CREDIT SUISSE FIRST BOSTON  
015 B000496 S  
015 C010496 ZURICH

015 D010496 SWITZERLAND  
015 E040496 X  
015 A000497 SUMITOMO MITSUI BANKING CORPORATION  
015 B000497 S  
015 C010497 TOKYO  
015 D010497 JAPAN  
015 E040497 X  
015 A000498 BANAMEX (CITIBANK)  
015 B000498 S  
015 C010498 CIUDAD DE MEXICO  
015 D010498 MEXICO  
015 E040498 X  
015 A000499 DEVELOPMENT BANK OF SINGAPORE  
015 B000499 S  
015 C010499 SINGAPORE  
015 D010499 SINGAPORE  
015 E040499 X  
015 A000601 NORTHERN TRUST COMPANY  
015 B000601 C  
015 C010601 CHICAGO  
015 C020601 IL  
015 C030601 60675  
015 E010601 X  
015 A000602 THE BANK OF NEW YORK COMPANY, INC.  
015 B000602 C  
015 C010602 NEW YORK  
015 C020602 NY  
015 C030602 10286  
015 E010602 X  
015 A000603 HSBC BANK AUSTRALIA LIMITED  
015 B000603 S  
015 C010603 SYDNEY  
015 D010603 AUSTRALIA  
015 E040603 X  
015 A000604 HSBC BANK MIDDLE EAST LIMITED  
015 B000604 S  
015 C010604 MANAMA  
015 D010604 BAHRAIN  
015 E040604 X  
015 A000605 STANDARD CHARTERED BANK  
015 B000605 S  
015 C010605 DHAKA  
015 D010605 BANGLADESH

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015 A000606 ING BELGIUM SA/NV  
015 B000606 S  
015 C010606 BRUSSELS  
015 D010606 BELGIUM  
015 E040606 X

015 A000607 BANK OF BERMUDA LIMITED  
015 B000607 S  
015 C010607 HAMILTON  
015 D010607 BERMUDA  
015 E040607 X  
015 A000608 BARCLAYS BANK OF BOTSWANA LTD.  
015 B000608 S  
015 C010608 GABARONE  
015 D010608 BOTSWANA  
015 E040608 X  
015 A000609 CITIBANK, N.A.  
015 B000609 S  
015 C010609 SAO PAULO  
015 D010609 BRAZIL  
015 E040609 X  
015 A000610 ING BANK N.V.  
015 B000610 S  
015 C010610 SOFIA  
015 D010610 BULGARIA  
015 E040610 X  
015 A000611 CITIBANK, N.A.  
015 B000611 S  
015 C010611 BUENOS AIRES  
015 D010611 ARGENTINA  
015 E040611 X  
015 A000612 ROYAL BANK OF CANADA  
015 B000612 S  
015 C010612 TORONTO  
015 D010612 CANADA  
015 E040612 X  
015 A000613 BANCO DE CHILE  
015 B000613 S  
015 C010613 SANTIAGO  
015 D010613 CHILE  
015 E040613 X  
015 A000614 HONGKONG & SHANGHAI BANKING CORPORATION  
015 B000614 S  
015 C010614 SHANGHAI  
015 D010614 CHINA  
015 E040614 X  
015 A000615 CITITRUST COLOMBIA  
015 B000615 S  
015 C010615 BOGOTA  
015 D010615 COLOMBIA  
015 E040615 X

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015 A000616 UNICREDIT BANK CZECH REPUBLIC A.S.  
015 B000616 S  
015 C010616 PRAGUE  
015 D010616 CZECH REPUBLIC



015 E040616 X  
015 A000617 NORDEA BANK DANMARK A/S  
015 B000617 S  
015 C010617 TAASTRUP  
015 D010617 DENMARK  
015 E040617 X  
015 A000618 CITIBANK, N.A.  
015 B000618 S  
015 C010618 CAIRO  
015 D010618 EGYPT  
015 E040618 X  
015 A000619 HANSABANK AS  
015 B000619 S  
015 C010619 TALLINN  
015 D010619 ESTONIA  
015 E040619 X  
015 A000620 NORDEA BANK FINLAND PLC  
015 B000620 S  
015 C010620 HELSINKI  
015 D010620 FINLAND  
015 E040620 X  
015 A000621 BNP PARIBAS SECURITIES SERVICES S.A.  
015 B000621 S  
015 C010621 PARIS  
015 D010621 FRANCE  
015 E040621 X  
015 A000622 BARCLAYS BANK OF GHANA LTD.  
015 B000622 S  
015 C010622 ACCRA  
015 D010622 GHANA  
015 E040622 X  
015 A000623 CITIBANK INTERNATIONAL PLC  
015 B000623 S  
015 C010623 ATHENS  
015 D010623 GREECE  
015 E040623 X  
015 A000624 CITIBANK ZRT.  
015 B000624 S  
015 C010624 BUDAPEST  
015 D010624 HUNGARY  
015 E040624 X  
015 A000625 LANDSBANKI ISLANDS HF  
015 B000625 S  
015 C010625 REYKJAVIK  
015 D010625 ICELAND  
015 E040625 X  
015 A000626 CITIBANK, N.A.

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015 B000626 S  
015 C010626 MUMBAI

015 D010626 INDIA  
015 E040626 X  
015 A000627 HONGKONG & SHANGHAI BANKING CORPORATION  
015 B000627 S  
015 C010627 HO CHI MINH CITY  
015 D010627 VIETNAM  
015 E040627 X  
015 A000628 STANDARD CHARTERED BANK  
015 B000628 S  
015 C010628 JAKARTA  
015 D010628 INDONESIA  
015 E040628 X  
015 A000629 BANK LEUMI LE - ISRAEL, B.M.  
015 B000629 S  
015 C010629 TEL AVIV  
015 D010629 ISRAEL  
015 E040629 X  
015 A000630 BNP PARIBAS SECURITIES SERVICES S.A.  
015 B000630 S  
015 C010630 MILAN  
015 D010630 ITALY  
015 E040630 X  
015 A000631 EUROCLEAR BANK  
015 B000631 S  
015 C010631 BRUSSELS  
015 D010631 BELGIUM  
015 E040631 X  
015 A000632 HONGKONG & SHANGHAI BANKING CORPORATION  
015 B000632 S  
015 C010632 TOKYO  
015 D010632 JAPAN  
015 E040632 X  
015 A000633 HSBC BANK MIDDLE EAST LIMITED  
015 B000633 S  
015 C010633 AMMAN  
015 D010633 JORDAN  
015 E040633 X  
015 A000634 HSBC BANK KAZAKHSTAN JSC  
015 B000634 S  
015 C010634 ALMATY  
015 D010634 KAZAKHSTAN  
015 E040634 X  
015 A000635 BARCLAYS BANK OF KENYA LTD.  
015 B000635 S  
015 C010635 NAIROBI  
015 D010635 KENYA  
015 E040635 X  
015 A000636 HANSABANK AS  
015 B000636 S

015 C010636 RIGA  
015 D010636 LATVIA  
015 E040636 X  
015 A000637 HSBC BANK MIDDLE EAST LIMITED  
015 B000637 S  
015 C010637 BEIRUT  
015 D010637 LEBANON  
015 E040637 X  
015 A000638 SEB BANKAS  
015 B000638 S  
015 C010638 VILNIUS  
015 D010638 LITHUANIA  
015 E040638 X  
015 A000639 HSBC BANK MALAYSIA BERHAD  
015 B000639 S  
015 C010639 KUALA LUMPUR  
015 D010639 MALAYSIA  
015 E040639 X  
015 A000640 HONGKONG & SHANGHAI BANKING CORPORATION  
015 B000640 S  
015 C010640 PORT LOUIS  
015 D010640 MAURITIUS  
015 E040640 X  
015 A000641 BANCO NACIONAL DE MEXICO S.A.  
015 B000641 S  
015 C010641 COLONIA SANTA FE  
015 D010641 MEXICO  
015 E040641 X  
015 A000642 ATTIJARIWafa BANK  
015 B000642 S  
015 C010642 CASABLANCA  
015 D010642 MOROCCO  
015 E040642 X  
015 A000643 STANDARD BANK NAMIBIA LTD.  
015 B000643 S  
015 C010643 WINDHOEK  
015 D010643 NAMIBIA  
015 E040643 X  
015 A000644 FORTIS BANK (NEDERLAND) N.V.  
015 B000644 S  
015 C010644 AMSTERDAM  
015 D010644 NETHERLANDS  
015 E040644 X  
015 A000645 STANBIC IBTC BANK PLC  
015 B000645 S  
015 C010645 FAOLOMO, IKOYI  
015 D010645 NIGERIA  
015 E040645 X  
015 A000646 NORDEA BANK NORGE ASA

015 B000646 S  
015 C010646 OSLO

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015 D010646 NORWAY  
015 E040646 X  
015 A000647 HSBC BANK MIDDLE EAST LIMITED  
015 B000647 S  
015 C010647 MUSCAT  
015 D010647 OMAN  
015 E040647 X  
015 A000648 CITIBANK, N.A.  
015 B000648 S  
015 C010648 KARACHI  
015 D010648 PAKISTAN  
015 E040648 X  
015 A000649 CITIBANK DE PERU S.A.  
015 B000649 S  
015 C010649 LIMA  
015 D010649 PERU  
015 E040649 X  
015 A000650 HONGKONG & SHANGHAI BANKING CORPORATION  
015 B000650 S  
015 C010650 MAKATI CITY  
015 D010650 PHILIPPINES  
015 E040650 X  
015 A000651 BANK POLSKA KASA OPIEKI  
015 B000651 S  
015 C010651 WARSAW  
015 D010651 POLAND  
015 E040651 X  
015 A000652 BANCO SANTANDER DE NEGOCIOS PORTUGAL  
015 B000652 S  
015 C010652 LISBON  
015 D010652 PORTUGAL  
015 E040652 X  
015 A000653 HSBC BANK MIDDLE EAST LIMITED  
015 B000653 S  
015 C010653 RAMALLAH  
015 D010653 PALESTINE  
015 E040653 X  
015 A000654 ING BANK N.V.  
015 B000654 S  
015 C010654 BUCHAREST  
015 D010654 ROMANIA  
015 E040654 X  
015 A000655 ING BANK (EURASIA) ZAO  
015 B000655 S  
015 C010655 MOSCOW  
015 D010655 RUSSIAN FEDERATION  
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015 A000656 DBS BANK LIMITED  
015 B000656 S  
015 C010656 COMTECH  
015 D010656 SINGAPORE

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015 A000657 ING BANK N.V. BRATISLAVA BRANCH  
015 B000657 S  
015 C010657 BRATISLAVA  
015 D010657 SLOVAKIA REPUBLIC  
015 E040657 X  
015 A000658 UNICREDIT BANCA SLOVENIJA D.D.  
015 B000658 S  
015 C010658 LJUBLJANA  
015 D010658 SLOVENIA  
015 E040658 X  
015 A000659 STANDARD BANK OF SOUTH AFRICA LTD.  
015 B000659 S  
015 C010659 JOHANNESBURG  
015 D010659 SOUTH AFRICA  
015 E040659 X  
015 A000660 BANCO ITAU URUGUAY S.A.  
015 B000660 S  
015 C010660 MONTEVIDEO  
015 D010660 URUGUAY  
015 E040660 X  
015 A000661 BNP PARIBAS SECURITIES SERVICES S.A.  
015 B000661 S  
015 C010661 MADRID  
015 D010661 SPAIN  
015 E040661 X  
015 A000662 STANDARD CHARTERED BANK  
015 B000662 S  
015 C010662 COLOMBO  
015 D010662 SRI LANKA  
015 E040662 X  
015 A000663 STANDARD BANK SWAZILAND LTD.  
015 B000663 S  
015 C010663 MBABANE  
015 D010663 SWAZILAND  
015 E040663 X  
015 A000664 SKANDINAVISKA ENSKILDA BANKEN AB  
015 B000664 S  
015 C010664 STOCKHOLM  
015 D010664 SWEDEN  
015 E040664 X  
015 A000665 BANK OF TAIWAN  
015 B000665 S  
015 C010665 TAIPEI  
015 D010665 TAIWAN

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015 A000666 CITIBANK, N.A.  
015 B000666 S  
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015 C010667 CARACAS  
015 D010667 VENEZUELA  
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015 A000668 REPUBLIC BANK LTD.  
015 B000668 S  
015 C010668 PORT OF SPAIN  
015 D010668 TRINIDAD & TOBAGO  
015 E040668 X  
015 A000669 BANQUE INTERNATIONALE ARABE DE TUNISIE  
015 B000669 S  
015 C010669 TUNIS  
015 D010669 TUNISIA  
015 E040669 X  
015 A000670 CITIBANK A.S.  
015 B000670 S  
015 C010670 ISTANBUL  
015 D010670 TURKEY  
015 E040670 X  
015 A000671 ING BANK UKRAINE  
015 B000671 S  
015 C010671 KIEV  
015 D010671 UKRAINE  
015 E040671 X  
015 A000672 BANK AUSTRIA CREDITANSTALT AG  
015 B000672 S  
015 C010672 VIENNA  
015 D010672 AUSTRIA  
015 E040672 X  
015 A000673 NORTHERN TRUST COMPANY  
015 B000673 S  
015 C010673 TORONTO  
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015 E040673 X  
015 A000674 DEUTSCHE BANK AG  
015 B000674 S  
015 C010674 ESCHBORN  
015 D010674 GERMANY  
015 E040674 X  
015 A000675 HSBC BANK MALTA PLC  
015 B000675 S  
015 C010675 VALLETTA

015 D010675 MALTA  
015 E040675 X  
015 A000676 ANZ BANKING GROUP LTD.  
015 B000676 S  
015 C010676 WELLINGTON  
015 D010676 NEW ZEALAND  
015 E040676 X  
015 A000677 BARCLAYS BANK OF UGANDA LTD.

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015 D010677 UGANDA  
015 E040677 X  
015 A000678 HSBC BANK MIDDLE EAST LIMITED  
015 B000678 S  
015 C010678 DUBAI  
015 D010678 UNITED ARAB EMIRATES  
015 E040678 X  
015 A000679 NORTHERN TRUST COMPANY, LONDON  
015 B000679 S  
015 C010679 LONDON  
015 D010679 UNITED KINGDOM  
015 E040679 X  
015 A000680 UBS AG  
015 B000680 S  
015 C010680 ZURICH  
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074	A000400	0
074	B000400	0
074	C000400	4228
074	D000400	0

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074	E000400	165138
074	F000400	21912835
074	G000400	0
074	H000400	0
074	I000400	888747
074	J000400	222596
074	K000400	1954



074	L000400	40460
074	M000400	5649
074	N000400	23241607
074	O000400	149753
074	P000400	14569
074	Q000400	0
074	R010400	0
074	R020400	0
074	R030400	0
074	R040400	640170
074	S000400	0
074	T000400	22437115
074	U010400	453884
074	U020400	493910
074	V010400	0.00
074	V020400	0.00
074	W000400	0.0000
074	X000400	362
074	Y000400	4288
074	A000600	45
074	B000600	0
074	C000600	30
074	D000600	0
074	E000600	0
074	F000600	32598
074	G000600	0
074	H000600	0
074	I000600	1941
074	J000600	7748
074	K000600	5
074	L000600	60
074	M000600	0
074	N000600	42427
074	O000600	7794
074	P000600	28
074	Q000600	0
074	R010600	0
074	R020600	0
074	R030600	0
074	R040600	1639
074	S000600	0
074	T000600	32966
074	U010600	2815
074	U020600	464

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074	V010600	0.00
074	V020600	0.00
074	W000600	0.0000
074	X000600	16
074	Y000600	30

075	A000300	0
075	B000300	2667666
075	A000400	0
075	B000400	23316991
075	A000600	0
075	B000600	36377
076	000300	0.00
076	000400	0.00
076	000600	0.00
077	A000000	Y
077	B000000	N
077	C000000	Y
077	D000000	N
077	E000000	N
077	F000000	N
077	G000000	N
077	H000000	N
077	I000000	N
077	J000000	N
077	K000000	N
077	L000000	N
077	M000000	N
077	N000000	N
077	O000000	N
077	P000000	N
077	Q010000	Y
077	Q020000	N
077	Q030000	N
078	000000	N
080	C00AA00	0
081	B00AA00	0
082	B00AA00	0
083	B00AA00	0
084	B00AA00	0
086	A010000	0
086	A020000	0
086	B010000	0
086	B020000	0
086	C010000	0
086	C020000	0
086	D010000	0
086	D020000	0
086	E010000	0
086	E020000	0
086	F010000	0
086	F020000	0

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SIGNATURE KENNETH ROBINS  
 TITLE PRESIDENT AND TREASURER

A special meeting of the fund's shareholders was held on May 14, 2008. The results of votes taken among shareholders on the proposals before them are reported below. Each vote reported represents one dollar of net asset value held on the record date for the meeting.

<b>PROPOSAL 1</b>		
To elect a Board of Trustees. <sup>A</sup>		
	<b># of Votes</b>	<b>% of Votes</b>
<b>James C. Curvey</b>		
Affirmative	754,396,118.13	95.721
Withheld	33,724,400.40	4.279
TOTAL	788,120,518.53	100.000
<b>Dennis J. Dirks</b>		
Affirmative	755,765,958.75	95.895
Withheld	32,354,559.78	4.105
TOTAL	788,120,518.53	100.000
<b>Edward C. Johnson 3d</b>		
Affirmative	753,714,712.60	95.634
Withheld	34,405,805.93	4.366

TOTAL	788,120,518.53	100.000
<b>Alan J. Lacy</b>		
Affirmative	755,539,784.95	95.866
Withheld	32,580,733.58	4.134
TOTAL	788,120,518.53	100.000
<b>Ned C. Lautenbach</b>		
Affirmative	755,270,925.90	95.832
Withheld	32,849,592.63	4.168
TOTAL	788,120,518.53	100.000
<b>Joseph Mauriello</b>		
Affirmative	755,673,213.30	95.883
Withheld	32,447,305.23	4.117
TOTAL	788,120,518.53	100.000
<b>Cornelia M. Small</b>		
Affirmative	755,628,126.83	95.877
Withheld	32,492,391.70	4.123

TOTAL	788,120,518.53	100.000
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**William S. Stavropoulos**

Affirmative	754,899,686.63	95.785
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Withheld	33,220,831.90	4.215
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TOTAL	788,120,518.53	100.000
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**David M. Thomas**

Affirmative	755,655,877.24	95.881
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Withheld	32,464,641.29	4.119
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TOTAL	788,120,518.53	100.000
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**Michael E. Wiley**

Affirmative	755,513,012.38	95.863
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Withheld	32,607,506.15	4.137
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TOTAL	788,120,518.53	100.000
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**PROPOSAL 2**

To amend the Declaration of Trust to reduce the required quorum for future shareholder meetings.<sup>A</sup>

	<b># of Votes</b>	<b>% of Votes</b>
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Affirmative	637,916,630.61	80.942
Against	98,488,476.51	12.496
Abstain	51,715,411.41	6.562
TOTAL	788,120,518.53	100.000

<sup>A</sup> Denotes trust-wide proposal and voting results.

THE COMMONWEALTH OF MASSACHUSETTS

WILLIAM GALVIN

SECRETARY OF THE COMMONWEALTH

STATE HOUSE - BOSTON, MA

AMENDMENT TO THE DECLARATION OF TRUST

We, Kimberley H. Monasterio, President, and Eric D. Roiter, Secretary,  
of

VARIABLE INSURANCE PRODUCTS FUND II

82 DEVONSHIRE STREET

BOSTON, MASSACHUSETTS 02109

hereby certify that, in accordance with Article XII, Section 7 of the Amended and Restated Declaration of Trust of Variable Insurance Products Fund II (dated March 29, 2001), the following Amendment to said Declaration of Trust was duly adopted by a majority shareholder vote at a meeting duly called and held on May 14, 2008, such Amendment being effective as of that date:

VOTED: That the Amended and Restated Declaration of Trust dated March 29, 2001, be and hereby is, amended as follows:

1. That Article VIII, Section 3 of the Amended and Restated Declaration of Trust shall be, and it hereby is, amended to read as follows:

*Section 3.* Except when a higher quorum is required by any provision of this Declaration of Trust or the Bylaws, one-third of Shares entitled to vote in person or by proxy shall be a quorum for the transaction of business at a Shareholders' meeting, except that where any provision of law or of this Declaration of Trust permits or requires that holders of any Series or Class shall vote as a Series or Class then one-third of the aggregate number of Shares of that Series or Class entitled to vote shall be necessary to constitute a quorum for the transaction of business by that Series or Class. Any lesser number shall be sufficient for adjournments. Any adjourned session or sessions may be held, within a reasonable time after the date set for the original meeting, without the necessity of further notice. Except when a larger vote is required by applicable law or by any provision of this Declaration of Trust or the Bylaws, if any, a majority of the Shares voted in person or by proxy shall decide any questions and a plurality shall elect a Trustee, provided that where any provision of law or of this Declaration of Trust permits or requires that the holders of any Series or Class shall vote as a Series or Class, then a majority of the Shares of that Series or Class voted on the matter shall decide that matter insofar as that Series or Class is concerned. Shareholders may act by unanimous written consent. Actions taken by a Series or Class may be consented to unanimously in writing by Shareholders of that Series or Class.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereunto signed our names this 14th day of May, 2008.

<u>/s/Kimberley H. Monasterio</u>	<u>/s/Eric D. Roiter</u>
Kimberley H. Monasterio	Eric D. Roiter
President	Secretary



THE COMMONWEALTH OF MASSACHUSETTS

WILLIAM GALVIN

SECRETARY OF THE COMMONWEALTH

STATE HOUSE - BOSTON, MA

AMENDMENT TO THE DECLARATION OF TRUST

We, Kimberley H. Monasterio, President, and Eric D. Roiter, Secretary,  
of

VARIABLE INSURANCE PRODUCTS FUND II

82 DEVONSHIRE STREET

BOSTON, MASSACHUSETTS 02109

hereby certify that, in accordance with Article XII, Section 7 of the Amended and Restated Declaration of Trust of Variable Insurance Products Fund II (dated March 29, 2001), the following Amendment to said Declaration of Trust was duly adopted by a majority shareholder vote at a meeting duly called and held on May 14, 2008, such Amendment being effective as of that date:

VOTED: That the Amended and Restated Declaration of Trust dated March 29, 2001, be and hereby is, amended as follows:

1. That Article VIII, Section 3 of the Amended and Restated Declaration of Trust shall be, and it hereby is, amended to read as follows:

*Section 3.* Except when a higher quorum is required by any provision of this Declaration of Trust or the Bylaws, one-third of Shares entitled to vote in person or by proxy shall be a quorum for the transaction of business at a Shareholders' meeting, except that where any provision of law or of this Declaration of Trust permits or requires that holders of any Series or Class shall vote as a Series or Class then one-third of the aggregate number of Shares of that Series or Class entitled to vote shall be necessary to constitute a quorum for the transaction of business by that Series or Class. Any lesser number shall be sufficient for adjournments. Any adjourned session or sessions may be held, within a reasonable time after the date set for the original meeting, without the necessity of further notice. Except when a larger vote is required by applicable law or by any provision of this Declaration of Trust or the Bylaws, if any, a majority of the Shares voted in person or by proxy shall decide any questions and a plurality shall elect a Trustee, provided that where any provision of law or of this Declaration of Trust permits or requires that the holders of any Series or Class shall vote as a Series or Class, then a majority of the Shares of that Series or Class voted on the matter shall decide that matter insofar as that Series or Class is concerned. Shareholders may act by unanimous written consent. Actions taken by a Series or Class may be consented to unanimously in writing by Shareholders of that Series or Class.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereunto signed our names this 14th day of May, 2008.

<u>/s/Kimberley H. Monasterio</u>	<u>/s/Eric D. Roiter</u>
Kimberley H. Monasterio	Eric D. Roiter
President	Secretary