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FILER

FIDELITY ADVISOR SERIES 8
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FIDELITY ADVISOR FUNDS CLASS A
PROSPECTUS
82 DEVONSHIRE STREET
BOSTON, MASSACHUSETTS 02109
JUNE 30 , 1994

The Fidelity Advisor Funds (Funds) offer investors a broad selection of portfolios.

INTERNATIONAL FUNDS:
FIDELITY ADVISOR OVERSEAS FUND
FIDELITY ADVISOR EMERGING MARKETS INCOME FUND

EQUITY FUNDS:
FIDELITY ADVISOR EQUITY PORTFOLIO GROWTH
FIDELITY ADVISOR GROWTH OPPORTUNITIES FUND
FIDELITY ADVISOR GLOBAL RESOURCES FUND
FIDELITY ADVISOR STRATEGIC OPPORTUNITIES FUND
(formerly Fidelity Special Situations Fund: Advisor Class)
FIDELITY ADVISOR EQUITY PORTFOLIO INCOME
FIDELITY ADVISOR INCOME & GROWTH FUND

FIXED-INCOME FUNDS:
FIDELITY ADVISOR HIGH YIELD FUND
FIDELITY ADVISOR LIMITED TERM BOND FUND
FIDELITY ADVISOR GOVERNMENT INVESTMENT FUND
FIDELITY ADVISOR SHORT FIXED-INCOME FUND

MUNICIPAL/TAX-EXEMPT FUNDS:
FIDELITY ADVISOR HIGH INCOME MUNICIPAL FUND
FIDELITY ADVISOR LIMITED TERM TAX-EXEMPT FUND
FIDELITY ADVISOR SHORT-INTERMEDIATE TAX-EXEMPT FUND

Fidelity Advisor Equity Portfolio Growth is a portfolio of Fidelity Advisor Series I. Fidelity Advisor Growth Opportunities Fund, Fidelity Advisor Income & Growth Fund, Fidelity Advisor High Yield Fund, Fidelity Advisor Government Investment Fund and Fidelity Advisor Short Fixed-Income Fund are portfolios of Fidelity Advisor Series II. Fidelity Advisor Equity Portfolio Income is a portfolio of Fidelity Advisor Series III. Fidelity Advisor Limited Term Bond Fund is a portfolio of Fidelity Advisor Series IV. Fidelity Advisor Global Resources Fund and Fidelity Advisor High Income Municipal Fund are portfolios of Fidelity Advisor Series V. Fidelity Advisor Limited Term Tax-Exempt Fund and Fidelity Advisor Short-Intermediate Tax-Exempt Fund are portfolios of Fidelity Advisor Series VI. Fidelity Advisor Overseas Fund is a portfolio of Fidelity Advisor Series VII. Fidelity Advisor Strategic Opportunities Fund and Fidelity Advisor Emerging Markets Income Fund are portfolios of Fidelity Advisor Series VIII. Certain funds sell two classes of shares to retail investors: Class A shares and Class B shares. Class A shares are offered through this prospectus. Class B shares are offered through a separate prospectus.

FIDELITY ADVISOR EMERGING MARKETS INCOME FUND, FIDELITY ADVISOR HIGH YIELD FUND AND FIDELITY ADVISOR HIGH INCOME MUNICIPAL FUND MAY INVEST WITHOUT LIMITATION IN LOWER-QUALITY DEBT SECURITIES, SOMETIMES CALLED "JUNK BONDS." INVESTORS SHOULD CONSIDER THAT THESE SECURITIES CARRY GREATER RISKS, SUCH AS THE RISK OF DEFAULT, THAN OTHER DEBT SECURITIES. REFER TO "INVESTMENT POLICIES AND RISKS" ON PAGE FOR FURTHER INFORMATION.

Please read this Prospectus before investing. It is designed to provide you with information and help you decide if a Fund's goals match your own. RETAIN THIS DOCUMENT FOR FUTURE REFERENCE.

A Statement of Additional Information (SAI) dated June 30 , 1994 for each Fund has been filed with the Securities and Exchange Commission (SEC) and each is incorporated herein by reference. SAIs and each Fund's Annual Report are available free upon request from Fidelity Distributors Corporation (Distributors), 82 Devonshire Street, Boston, MA 02109, or from your investment professional.

MUTUAL FUND SHARES ARE NOT DEPOSITS OR OBLIGATIONS OF, OR GUARANTEED BY, ANY DEPOSITORY INSTITUTION. SHARES ARE NOT INSURED BY THE FDIC, THE FEDERAL RESERVE BOARD OR ANY OTHER AGENCY, AND ARE SUBJECT TO INVESTMENT RISK, INCLUDING THE POSSIBLE LOSS OF PRINCIPAL.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION, NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

(registered trademark)

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The purpose of the table below is to assist you in understanding the various costs and expenses that an investor in Class A shares of each fund would bear directly or indirectly. This standard format was developed for use by all mutual funds to help investors make investment decisions. This expense information should be considered along with other important information such as each Fund's investment objective and past performance .

1.SHAREHOLDER TRANSACTION EXPENSES

Maximum Sales Charge (as a percentage of the offering price)
- -Short-Intermediate Tax-Exempt Fund 1.50 %
- -Short Fixed-Income Fund 1.50 %
- -Other Fidelity Advisor Funds 4.75 %
   Sales Charge on Reinvested Distributions None
Deferred Sales Charge on Redemptions None
Redemption Fees None
Exchange Fees None

SHAREHOLDER TRANSACTION EXPENSES represent charges paid when you purchase, sell or exchange Class A shares of a Fund. If you exchange Class A shares or direct dividends of Short Fixed-Income Fund or Short-Intermediate Tax-Exempt into Class A shares of other Fidelity Advisor Funds, a differential sales charge may apply. Lower sales charges may be available with purchases of $50,000 or more or in conjunction with various programs. See "How to Buy Shares," page .

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ANNUAL OPERATING EXPENSES
(AS A PERCENTAGE OF AVERAGE NET ASSETS)

INTERNATIONAL FUNDS:	MANAGEMENT FEE	12B-1 FEE (DISTRIBUTION FEE)	OTHER EXPENSES	TOTAL OPERATING EXPENSES
Overseas	.77%	.65%	.96%	2.38%
Emerging Markets Income1	.71%	.25%	.54%*	1.50%
EQUITY FUNDS:				
Equity Portfolio Growth	.66%	.65%	.53%*	1.84%
Growth Opportunities	.68%	.65%	.31%*	1.64%
Global Resources	.77%	.65%	1.20%*	2.62%

Strategic Opportunities	.54%	.65%	.38%	1.57%
Equity Portfolio Income	.50%	.65%	.62%	1.77%
Income & Growth	.53%	.65%	.33%*	1.51%
FIXED-INCOME FUNDS:				
High Yield	.51%	.25%	.35%	1.11%
Limited Term Bond	.42%	.25%	.23%*	.90%
Government Investment	. 46 %	.25%	. 24 %*	. 95 %
Short Fixed-Income	.47%	.15%	.33%	.95%
MUNICIPAL/TAX-EXEMPT FUNDS:				
High Income Municipal	.42%	.25%	.25%	.92%
Limited Term Tax-Exempt	.42%	.25%	.23%*	.90%
Short-Intermediate Tax-Exempt1	.41%	.15%	.19%*	.75%

</TABLE>

* AFTER EXPENSE REDUCTIONS
1 PROJECTIONS ARE BASED ON ESTIMATED EXPENSES FOR FIRST YEAR.

ANNUAL OPERATING EXPENSES are based on historical expenses for the most recent fiscal year ended o r in the case of Emerging Markets Income and Short-Intermediate T a x-Exempt are based on estimated expenses for the first year of operation. M anagement fees are paid by each Fund to Fidelity Management & Research Company (FMR) for managing its investments and business affairs. Management fees for Overseas, Growth Opportunities and Strategic Opportunities will vary based on performance . Distribution fees are paid by Class A shares of the Funds to Distributors for services and expenses in connection with the distribution of Class A shares. Long-term shareholders may pay more than the economic equivalent of the maximum front-end sales charges permitted by the National Association of Securities Dealer s, Inc. (NASD) due to 12b-1 fees. The Funds incur other expenses for maintaining shareholder records, furnishing shareholder statements and reports, c ustodial, legal and accounting services, registering a Trust or F und with federal and state regulatory authorities and other miscella n eous services. A portion of the brokerage commissions that Equity Portfolio Growth, Growth Opportunities, Global Resources and Income & Growth paid were used to reduce Fund expenses. Without this reduction, other expenses and the total operating expenses for their Class A shares would have been .54% and 1.85%, respectively (Equity Portfolio Growth); .32% and 1.65%, respectively (Growth Opportunities); 1.21% and 2.63%, respectively (Global Resources); and .34% and 1.52%, respectively (Income and Growth). FMR has voluntarily agreed to reimburse Emerging Markets Income, Government Investment, Limited Term Tax-Exempt, Short-Intermediate Tax-Exempt and (effective July 1, 1994) Limited Term Bond, to the extent that total operating expenses for Class A shares (exclusive of taxes, interest, brokerage commissions, and extraordinary expenses) are in excess of an annual rate of 1.50%, 0. 9 5%, 0.90%, .75%, and .90% respectively, of average net assets. If reimbursements were not in effect, the management fees, other expenses (including Distribution F ees) and total operating expenses for Class A shares would have been: . 71%, 1.08%, and 1.79% (Emerging Markets Income, estimated); .46%, .86%, and 1.32%, (Government Investment); . 42%, .94%, and 1.36%, (Limited Term Tax-Exempt) ; .41%, .66%, and 1.07% (Short-Intermediate Tax-Exempt, estimated); and 42%, .81% and 1.23% (Limited Term Bond). Please refer to the section "Fees," page .

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EXPENSE TABLE EXAMPLE:
You would pay the following expenses, including the maximum sales charge, on a $1,000 investment in Class A shares of a Fund assuming (1) a 5% annual return and (2) full redemption at the end of each time period:

INTERNATIONAL FUNDS:	1 YEAR	3 YEARS	5 YEARS	10 YEARS
Overseas	$ 70	$ 118	$ 169	$ 306
Emerging Markets Income1	62	93	--	--

EQUITY FUNDS:

Equity Portfolio Growth	65	103	142	265
Growth Opportunities	63	97	132	233
Global Resources	73	125	180	329
Strategic Opportunities	63	95	129	225
Equity Portfolio Income	65	101	139	246
Income & Growth	62	93	126	219
FIXED-INCOME FUNDS:				
High Yield	58	81	106	176
Limited Term Bond	56	75	95	153
Government Investment	53	66	79	119
Short Fixed-Income	25	45	67	130
MUNICIPAL/TAX-EXEMPT FUNDS:				
High Income Municipal	56	75	96	155
Limited Term Tax-Exempt	56	75	95	153
Short-Intermediate Tax-Exempt1	26	48	--	--

</TABLE>

The HYPOTHETICAL EXAMPLE illustrates the expenses, including the maximum sales charge, associated with a $1,000 investment in Class A shares of each Fund over periods of one, three, five and ten years, based on the expenses (after reimbursements, if any) in the above table and an assumed annual return of 5%. THE RETURN OF 5% AND EXPENSES SHOULD NOT BE CONSIDERED INDICATIONS OF ACTUAL OR EXPECTED CLASS A PERFORMANCE OR EXPENSES, BOTH OF WHICH MAY VARY.

FINANCIAL HIGHLIGHTS

The tables that follow are included in each Fund's Annual Report (except for Emerging Markets Income and Short-Intermediate Tax Exempt) and have been audited by each Fund's independent accountants. Their reports on the Financial Statements and Financial Highlights are included in each Fund's Annual Report. The Financial Statements and Financial Highlights are incorporated by reference into each Fund's Statement of Additional Information. The Strategic Opportunities table provides semiannual information and is unaudited.

FIDELITY ADVISOR OVERSEAS FUND

April 23, 1990
(Commencement of
Years Ended October 31, Operations) to
1993 1992 1991 October 31, 1990

<TABLE>
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<S>	<C>	<C>	<C>	<C>
SELECTED PER-SHARE DATA				
Net asset value, beginning of period	$ 9.07	$ 9.78	$ 9.55	$ 10.00
Income from Investment Operations				
Net investment income	.03	.05	.14	.05
Net realized and unrealized gain (loss) on investments	3.93	(.62)	.17	(.50)
Total from investment operations	3.96	(.57)	.31	(.45)
Less Distributions				
From net investment income	(.07)	(.14)	(.07)	-
From net realized gain on investments	(.03)(s diamond)	-	(.01)(s diamond)	-
Total distributions	(.10)	(.14)	(.08)	-
Net asset value, end of period	$ 12.93	$ 9.07	$ 9.78	$ 9.55
TOTAL RETURN (dagger)(double dagger)	44.13%	(5.88)%	3.25%	(4.50)%
RATIOS AND SUPPLEMENTAL DATA				

Net assets, end of period (000 omitted)	$ 221,370	$ 18,652	$ 19,091	$ 18,161
Ratio of expenses to average net assets	2.38%	2.64%	2.85%	3.07%*+
Ratio of net investment income to average net assets	(.18)%	.48%	1.48%	1.45%*
Portfolio turnover rate	42%	168%	226%	137%*

</TABLE>

FIDELITY ADVISOR EMERGING MARKETS INCOME FUND

<TABLE>
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<S>	<C> March 10, 1994 (commencement of operations) to May 31, 1994 (Unaudited)
SELECTED PER-SHARE DATA	
Net asset value beginning of period	$ 10.000
Income from Investment Operations	
Not Investment income	.086
Net realized and unrealized gain (loss) on investments	.247
Total from investment operations	.333
Less Distributions	
From net investment income	(.083)
Net asset value end of period	$ 10.250
TOTAL RETURN (dagger) (double dagger)	3.36%
RATIOS AND SUPPLEMENTAL DATA	
Net assets, end of period (000 omitted)	$ 7,119
Ratio of expenses to average net assets	1.50%*
Ratio of expenses to average net assets before voluntary expense reductions	2.60%*+
Ratio of net investment income to average net assets	3.83%*
Portfolio turnover rate	107%

</TABLE>

* ANNUALIZED.
(dagger) TOTAL RETURN DOES NOT INCLUDE THE ONE TIME SALES CHARGE AND, FOR PERIODS OF LESS THAN ONE YEAR, IS NOT ANNUALIZED.
(double dagger) TOTAL RETURN WOULD HAVE BEEN LOWER HAD CERTAIN EXPENSES NOT BEEN REDUCED DURING THE PERIODS SHOWN.
(s diamond) INCLUDES AMOUNTS DISTRIBUTED FROM NET REALIZED GAINS ON FOREIGN CURRENCY RELATED TRANSACTIONS TAXABLE AS ORDINARY INCOME.
\+ EXPENSES WERE LIMITED TO A PERCENTAGE OF AVERAGE NET ASSETS IN ACCORDANCE WITH A STATE LIMITATION.

FIDELITY ADVISOR EQUITY PORTFOLIO GROWTH
Equity Portfolio
Growth - Class A Equity Portfolio Growth - Institutional
Class
Year Period
Ended Ended
Nov. 30, Nov. 30 Years Ended November 30,
SELECTED PER-SHARE DATA 1993 1992** 1993 1992 1991 1990 1989 1988 1987 1986
1985 1984
Net asset value, beginning of period $ 26.33 $ 23.78 $ 26.37 $ 24.28 $
15.55 $ 17.32 $ 12.02 $ 9.92 $ 13.18 $ 11.09 $ 8.03 $ 10.05
Income from Investment Operations
Net investment income (.07)(dagger)(dagger) .01(dagger)(dagger)
.19(dagger)(dagger) .17(dagger)(dagger) .04 .01 .06 .28#
.00(dagger)(dagger) .03 .01 .02

Net realized and unrealized gain
(loss) on investments 3.82 2.54 3.78 4.55 8.69 .34 5.50 2.59
(2.03) 2.41 3.05 (2.04)
Total from investment operations 3.75 2.55 3.97 4.72 8.73 .35
5.56 2.87 (2.03) 2.44 3.06 (2.02)
Less Distributions
From net investment income (.08) - (.10) (.03) - (.08) (.26)
(.01) (.01) (.02) - -
From net realized gain on investments (.50) - (.50) (2.60) -
(2.04) - (.76) (1.22) (.33) - -
Total distributions (.58) - (.60) (2.63) - (2.12) (.26) (.77)
(1.23) (.35) - -
Net asset value, end of period $ 29.50 $ 26.33 $ 29.74 $ 26.37 $ 24.28 $
15.55 $ 17.32 $ 12.02 $ 9.92 $ 13.18 $ 11.09 $ 8.03
TOTAL RETURN (dagger)(double dagger) 14.52% 10.72% 15.36% 21.14%
56.14% 2.75% 47.18% 29.77% (17.12)% 22.55% 38.11% (20.10)%
RATIOS AND SUPPLEMENTAL DATA
Net Assets, end of period (000 omitted) $ 377,984 $ 22,655 $ 296,466 $
179,325 $ 68,766 $ 27,473 $ 24,523 $ 20,182 $ 43,537 $ 63,607 $ 23,447 $
4,117
Ratio of expenses to average net assets 1.84%## 1.47%* .94%## .98%
1.13% 1.74% 1.60% 1.47% 1.11% 1.07% 1.50%+ 1.50%+
Ratio of expenses to average net assets
before expense reductions 1.85%## 1.47%* .95% ## .98% 1.13% 1.74%
1.60% 1.47% 1.11% 1.07% 1.50%+ 1.50%+
Ratio of net investment income to
average net assets (.24)% .25%* .66% .73% .25% .07% .38% 1.20%
.00% .29% .43% .33%
Portfolio turnover rate 160% 240% 160% 240% 254% 262% 269% 331%
226% 115% 108% 453%
FIDELITY ADVISOR GROWTH OPPORTUNITIES FUND
November 18, 1987
(Commencement of
Years Ended October 31, Operations) to
1993 1992 1991 1990 1989 October 31, 1988

<TABLE>
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<S>	<C>	<C>	<C>	<C>	<C>	<C>
SELECTED PER-SHARE DATA						
Net asset value, beginning of period	$ 21.14	$ 20.58	$ 12.99	$ 16.53	$ 14.27	$ 10.00
Income from Investment Operations						
Net investment income	.08	.14	.06	.18(s diamond)	.02	.05
Net realized and unrealized gain (loss) on investments	5.56	2.04	7.70	(2.50)	3.03	4.22
Total from investment operations	5.64	2.18	7.76	(2.32)	3.05	4.27
Less Distributions						
From net investment income	(.13)	(.09)	(.17)	(.05)	(.03)	-
From net realized gain on investments	(1.26)	(1.53)	-	(1.17)	(.76)	-
Total distributions	(1.39)	(1.62)	(.17)	(1.22)	(.79)	-
Net asset value, end of period	$ 25.39	$ 21.14	$ 20.58	$ 12.99	$ 16.53	$ 14.27
TOTAL RETURN (dagger)(double dagger)	28.11%	12.09%	60.25%	(15.05)%	22.69%	42.70%
RATIOS AND SUPPLEMENTAL DATA						
Net assets, end of period (000 omitted)	$ 2,054,988	$ 580,595	$ 213,095	$ 51,122	$ 34,351	$ 8,097
Ratio of expenses to average net assets	1.64%# #	1.60%	1.73%	2.00%	2.45%	2.52%* +
Ratio of expenses to average net assets before expense reductions	1.65%# #	1.60%	1.73%	2.00%	2.45%	2.52%*
Ratio of net investment income to average net assets	.43%	.80%	.47%	1.49%	.31%	.82%*
Portfolio turnover rate	69%	94%	142%	136%	163%	143%*

</TABLE>

* ANNUALIZED.
** INITIAL OFFERING OF CLASS A SHARES, SEPTEMBER 10, 1992.
(dagger) TOTAL RETURN DOES NOT INCLUDE THE ONE TIME SALES CHARGE AND, FOR

PERIODS OF LESS THAN ONE YEAR, IS NOT ANNUALIZED.
(dagger)(dagger) NET INVESTMENT INCOME PER SHARE HAS BEEN CALCULATED BASED ON AVERAGE SHARES OUTSTANDING.
(double dagger) TOTAL RETURN WOULD HAVE BEEN LOWER HAD CERTAIN EXPENSES NOT BEEN REDUCED DURING THE PERIODS SHOWN.
DURING THE PERIOD A SHAREHOLDER REDEEMED A SIGNIFICANT PORTION OF THE ASSETS OF THE FUND. DUE TO THE TIMING OF THIS TRANSACTION, THE FUND EXPERIENCED AN UNUSUALLY HIGH LEVEL OF INVESTMENT INCOME PER SHARE.
FMR HAS DIRECTED CERTAIN PORTFOLIO TRADES TO BROKERS WHO PAID A PORTION OF THE FUND'S EXPENSES.
(s diamond) NET INVESTMENT INCOME PER SHARE REFLECTS A SPECIAL DIVIDEND WHICH AMOUNTED TO $.09 PER SHARE.
+ EXPENSES WERE LIMITED TO A PERCENTAGE OF AVERAGE NET ASSETS IN ACCORDANCE WITH A STATE EXPENSE LIMITATION.

FIDELITY ADVISOR GLOBAL RESOURCES FUND

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	Years Ended October 31, 1993	1992	1991	1990	1989	December 29, 1987 (Commencement of Operations) to October 31, 1988
SELECTED PER-SHARE DATA						
Net asset value, beginning of period	$ 13.88	$ 14.11	$ 12.30	$ 12.60	$ 11.47	$ 10.00
Income from Investment Operations						
Net investment income	.22	(.10)	(.15)	(.10)	.10(s diamond)	(.05)
Net realized and unrealized gain (loss) on investments	4.91	.79	2.45	.93	1.96	1.52
Total from investment operations	5.13	.69	2.30	.83	2.06	1.47
Less Distributions						
From net investment income	- -	-	-	(.08)	-	-
From net realized gain on investments	(1.42)	(.92)	(.49)	(1.05)	(.93)	-
Total distributions	(1.42)	(.92)	(.49)	(1.13)	(.93)	-
Net asset value, end of period	$ 17.59	$ 13.88	$ 14.11	$ 12.30	$ 12.60	$ 11.47
TOTAL RETURN (dagger)(double dagger)	41.05%	5.97%	19.50%	6.37%	19.63%	14.70%
RATIOS AND SUPPLEMENTAL DATA						
Net assets, end of period (000 omitted)	$ 40,309	$ 7,087	$ 5,940	$ 4,615	$ 2,049	$ 916
Ratio of expenses to average net assets	2.62%**	3.27%(dagger)(dagger)	3.35%(dagger)(dagger)	3.34%(dagger)(dagger)	3.23%(dagger)(dagger)	2.85%*(dagger)(dagger)
Ratio of expenses to average net assets before expense reductions	2.63%**	3.94%	3.35%	3.34%	3.23%	2.85%*
Ratio of net investment income to average net assets	(1.18)%	(1.22)%	(1.28)%	(1.13)%	.83%	(.64)%*
Portfolio turnover rate	208%	248%	256%	229%	249%	220%*

</TABLE>

FIDELITY ADVISOR STRATEGIC OPPORTUNITIES FUND

August 20, 1986
Six Months (Commencement
Ended of Operations) to
March 31, 1994 Years Ended September 30, September 30,
(Unaudited) 1993 1992(dagger)(dagger) 1991 1990 1989 1988 1987 1986

SELECTED PER-SHARE DATA
Net asset value, beginning of period $ 22.52 $ 19.53 $ 21.38 $ 17.21
$ 19.55 $ 15.53 $ 19.06 $ 16.71 $ 17.81
Income from Investment Operations
Net investment income (.24) .33 .61 .66 .70 .50 .42 .46
.08 (s diamond)
Net realized and unrealized gain (loss) on investments (.69)
4.44 .58 4.26 (2.49) 4.08 (1.80) 2.95 (1.18)
Total from investment operations (.93) 4.77 1.19 4.92 (1.79)
4.58 (1.38) 3.41 (1.10)
Less Distributions
From net investment income (.43) (.57) (.62) (.75) (.55)
(.56) (.24) (.09) --
From net realized gain on investments (1.71) (1.21) (2.42) -
-- -- (1.91) (.97) --
Total distributions (2.14) (1.78) (3.04) (.75) (.55) (.56)
(2.15) (1.06) -
Net asset value, end of period $ 19.45 $ 22.52 $ 19.53 $ 21.38 $
17.21 $ 19.55 $ 15.53 $ 19.06 $ 16.71
TOTAL RETURN (dagger)(double dagger) (4.73%) 26.33% 7.26%
29.51% (9.49)% 30.45% (4.98)% 21.28% (6.23)%
RATIOS AND SUPPLEMENTAL DATA
Net assets, end of period (000 omitted) $ 331,650 $ 269,833 $ 194,694 $
199,604 $ 172,083 $ 198,198 $ 191,454 $ 283,117 $ 22,141
Ratio of expenses to average net assets 1.88%* 1.57%++ 1.46% 1.56%
1.59% 1.51% 1.71% 1.67%+ 1.50%* +
Ratio of net investment income to average net assets 1.49%* 2.06% 3.22%
3.61% 3.70% 3.23% 3.10% 2.36% 2.77%*
Portfolio turnover rate 241%* 183% 211% 223% 114% 89% 160% 225% --

* ANNUALIZED.
** FMR HAS DIRECTED CERTAIN PORTFOLIO TRADES TO BROKERS WHO PAID A PORTION OF THE FUND'S EXPENSES.
(dagger) TOTAL RETURN DOES NOT INCLUDE THE ONE TIME SALES CHARGE AND, FOR PERIODS OF LESS THAN ONE YEAR, IS NOT ANNUALIZED.
(dagger)(dagger) AS OF OCTOBER 1, 1991, THE FUND DISCONTINUED THE USE OF EQUALIZATION ACCOUNTING.
EXPENSES WERE LIMITED TO A PERCENTAGE OF AVERAGE NET ASSETS IN ACCORDANCE WITH A STATE EXPENSE LIMITATION REGULATION.
(double dagger) TOTAL RETURN WOULD HAVE BEEN LOWER HAD FMR NOT REIMBURSED CERTAIN EXPENSES DURING THE PERIODS SHOWN.
(s diamond) NET INVESTMENT INCOME PER SHARE REFLECTS A SPECIAL DIVIDEND WHICH AMOUNTED TO $.17 PER SHARE.
(h diamond) NET INVESTMENT INCOME PER SHARE HAS BEEN CALCULATED BASED ON UNDISTRIBUTED NET INVESTMENT INCOME PER SHARE AT THE END OF THE PERIOD LESS THE AMOUNT OF UNDISTRIBUTED NET INVESTMENT INCOME PER SHARE OF THE FUND AT AUGUST 20, 1986.
+ EXPENSES WERE LIMITED IN ACCORDANCE WITH A STATE EXPENSE LIMITATION. IN ADDITION, DURING THE PERIOD JULY 1, 1986 THROUGH OCTOBER 31, 1987 FMR WAIVED .05% OF THE ANNUAL INDIVIDUAL FUND FEE OF .35%.
++ INCLUDES REIMBURSEMENT OF $.03 PER SHARE FROM FMR FOR ADJUSTMENTS TO PRIOR PERIODS' FEES. IF THIS REIMBURSEMENT HAD NOT EXISTED THE RATIO OF EXPENSES TO AVERAGE NET ASSETS WOULD HAVE BEEN 1.73%.
FIDELITY ADVISOR EQUITY PORTFOLIO INCOME
Equity Portfolio
Income - Class A Equity Portfolio Income -
Institutional Class

Year Period
Ended Ended
Nov. 30 Nov. 30 Years Ended November 30,
SELECTED PER-SHARE DATA 1993 1992** 1993 1992 1991 1990 1989 1988 1987 1986
1985 1984
Net asset value, beginning of period $ 12.86 $ 12.37 $ 12.88 $ 11.08 $
9.52 $ 12.27 $ 11.10 $ 10.93 $ 13.54 $ 11.95 $ 10.24 $ 10.49
Income from Investment Operations
Net investment income .33 .13 .39 .49 .63 # .69 .75 .75 .76
.78 .79 .72
Net realized and unrealized gain
(loss) on investments 1.97 .47 2.02 1.79 1.52 (2.42) 1.17
1.81 (1.53) 1.92 1.69 (.14)
Total from investment operations 2.30 .60 2.41 2.28 2.15 (1.73)
1.92 2.56 (.77) 2.70 2.48 .58
Less Distributions
From net investment income (.30) (.11) (.36) (.48) (.59) (.72)
(.75) (.74) (.70) (.77) (.77) (.74)
From net realized gain on investments - - - - - (.30) -
(1.65) (1.14) (.34) - (.09)
Total distributions (.30) (.11) (.36) (.48) (.59) (1.02) (.75)

(2.39) (1.84) (1.11) (.77) (.83)
Net asset value, end of period $ 14.86 $ 12.86 $ 14.93 $ 12.88 $ 11.08 $
9.52 $ 12.27 $ 11.10 $ 10.93 $ 13.54 $ 11.95 $ 10.24
TOTAL RETURN (dagger)(double dagger)   18.03% 4.88% 18.90% 20.91%
22.97% (14.90)% 17.58% 26.99% (7.28)% 23.48% 24.86% 6.20%
RATIOS AND SUPPLEMENTAL DATA
Net Assets, end of period (000 omitted) $ 42,326 $ 1,462 $ 191,138 $
139,391 $ 168,590 $ 253,049 $ 463,696 $ 436,753 $ 443,603 $ 544,269 $
349,262 $ 89,364
Ratio of expenses to average net assets   1.77% 1.55%* .79%## .71%(h
diamond) .67%(h diamond) .61%(h diamond) .55%(h diamond) .55%(h diamond)
.54%(h diamond) .61% .63% .77%
Ratio of expenses to average net assets
before expense reductions   1.77% 1.55%* .80%## .79%(h diamond) .77%(h
diamond) .71%(h diamond) .65%(h diamond) .65%(h diamond) .61%(h diamond)
.61% .63% .77%
Ratio of net investment income
to average net assets   2.02% 3.39%* 3.00% 3.77% 5.66% 6.11% 6.09%
6.86% 5.58% 6.06% 7.36% 7.86%
Portfolio turnover rate   120% 51% 120% 51% 91% 103% 93% 78% 137%
107% 110%(dagger)(dagger)(dagger) 121%
FIDELITY ADVISOR INCOME & GROWTH FUND
January 6, 1987
(Commencement of
Years Ended October 31, Operations) to
1993   1992   1991   1990   1989   1988 October 31, 1987

<TABLE>
<CAPTION>

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
SELECTED PER-SHARE DATA							
Net asset value, beginning of period	$ 14.41	$ 14.13	$ 10.41	$ 12.77	$ 11.07	$ 9.44	$ 10.00
Income from Investment Operations							
Net investment income	.48	.50	.51	.56	1.01(dagger)(dagger)	.62	.27
Net realized and unrealized gain (loss) on investments	2.18	.85	3.74	(1.34)	1.27	1.56	(.63)
Total from investment operations	2.66	1.35	4.25	(.78)	2.28	2.18	(.36)
Less Distributions							
From net investment income	(.56)	(.46)	(.53)	(1.06)	(.58)	(.55)	(.20)
From net realized gain on investments	(.60)	(.61)	-	(.52)	-	-	-
Total distributions	(1.16)	(1.07)	(.53)	(1.58)	(.58)	(.55)	(.20)
Net asset value, end of period	$ 15.91	$ 14.41	$ 14.13	$ 10.41	$ 12.77	$ 11.07	$ 9.44
TOTAL RETURN (dagger)(double dagger)	19.66%	10.27%	41.73%	(7.15)%	21.15%	23.66%	(3.90)%
RATIOS AND SUPPLEMENTAL DATA							
Net assets, end of period (000 omitted)	$ 1,654,124	$ 397,672	$ 135,533	$ 60,934	$ 46,139	$ 36,224	$ 34,376
Ratio of expenses to average net assets	1.51%##	1.60%	1.71%	1.85%	1.91%	2.06%	2.06%*
Ratio of expenses to average net assets before expense reductions	1.52%##	1.60%	1.71%	1.85%	1.91%	2.06%	2.06%*
Ratio of net investment income to average net assets	3.24%	3.97%	4.19%	5.29%	8.80%	5.83%	3.95%*
Portfolio turnover rate	200%	389%	220%	297%	151%	204%	206%*

</TABLE>

* ANNUALIZED.
** INITIAL OFFERING OF CLASS A SHARES, SEPTEMBER 10, 1992.
(dagger) TOTAL RETURN DOES NOT INCLUDE THE ONE TIME SALES CHARGE AND FOR PERIODS OF LESS THAN ONE YEAR ARE NOT ANNUALIZED.

(dagger)(dagger) NET INVESTMENT INCOME PER SHARE REFLECTS A SPECIAL DIVIDEND WHICH AMOUNTED TO $ .26 PER SHARE.
(dagger)(dagger)(dagger) IN JULY 1985, THE SEC ADOPTED REVISIONS TO EXISTING RULES WITH RESPECT TO THE CALCULATION OF THE PORTFOLIO TURNOVER RATE. THE REVISED RULES REQUIRE THE INCLUSION IN THE CALCULATION OF LONG-TERM U.S. GOVERNMENT SECURITIES WHICH, PRIOR TO THESE REVISIONS, WERE EXCLUDED FROM THE CALCULATION.
(double dagger) TOTAL RETURN WOULD HAVE BEEN LOWER HAD CERTAIN EXPENSES NOT BEEN REDUCED DURING THE PERIODS SHOWN.
(h diamond) EFFECTIVE APRIL 1, 1987 TO SEPTEMBER 10, 1992, FMR REIMBURSED .10% OF THE ANNUAL MANAGEMENT FEE OF .50%.
INCLUDES $.04 PER-SHARE FROM FOREIGN TAXES RECOVERED.
FMR HAS DIRECTED CERTAIN PORTFOLIO TRADES TO BROKERS WHO PAID A PORTION OF THE FUND'S EXPENSES.

FIDELITY ADVISOR HIGH YIELD FUND

January 5, 1987
(Commencement of
Years Ended October 31, Operations) to
1993 1992 1991 1990 1989 1988 October 31, 1987

<TABLE>
<CAPTION>

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
SELECTED PER-SHARE DATA							
Net asset value, beginning of period	$ 11.070	$ 10.120	$ 8.150	$ 8.970	$ 9.860	$ 9.090	$ 10.000
Income from Investment Operations							
Net investment income	.980	1.146	1.115	1.144	1.237	1.165	.878
Net realized and unrealized gain (loss) on investments	1.153	.975	1.948	(.820)	(.890)	.770	(.910)
Total from investment operations	2.133	2.121	3.063	.324	.347	1.935	(.032)
Less Distributions							
From net investment income	(.963)	(1.171)	(1.093)	(1.144)	(1.237)	(1.165)	(.878)
From net realized gain on investments	(.230)	-	-	-	-	-	-
Total distributions	(1.193)	(1.171)	(1.093)	(1.144)	(1.237)	(1.165)	(.878)
Net asset value, end of period	$ 12.010	$ 11.070	$ 10.120	$ 8.150	$ 8.970	$ 9.860	$ 9.090
TOTAL RETURN (dagger)(double dagger)	20.47%	21.96%	39.67%	3.58%	3.34%	22.14%	(.81)%
RATIOS AND SUPPLEMENTAL DATA							
Net assets, end of period (000 omitted)	$ 485,559	$ 136,316	$ 38,681	$ 15,134	$ 13,315	$ 11,900	$ 9,077
Ratio of expenses to average net assets	1.11%	1.10%	1.10%	1.10%	1.10%	1.10%	1.24%*
Ratio of expenses to average net assets before voluntary expense limitation	1.11%	1.16%	1.76%	2.04%	2.17%	2.22%	2.25%*(dagger)(dagger)
Ratio of net investment income to average net assets	8.09%	9.95%	12.20%	12.72%	12.98%	11.86%	10.74%*
Portfolio turnover rate	79%	100%	103%	90%	131%	135%	166%*

</TABLE>

FIDELITY ADVISOR LIMITED TERM BOND FUND

Limited Term
Bond Fund - Class A Limited Term Bond Fund - Institutional Class

Year Period February 2, 1984
Ended Ended (Commencement
Nov. 30, Nov. 30 Years Ended November 30, of Operations) to
SELECTED PER-SHARE DATA 1993 1992** 1993 1992 1991 1990 1989 1988 1987 1986 1985 November 30, 1984
Net asset value, beginning
of period $ 10.640 $ 10.960 $ 10.640 $ 10.550 $ 10.140 $ 10.410 $ 10.180

$ 10.250 $ 11.240 $ 10.550 $ 9.960 $ 10.000
Income from Investment Operations
 Net investment income   .785 .170 .832 .840 .884 .901 .937 .944
.953 1.026 1.053 .897
 Net realized and unrealized gain (loss)
  on investments   .511 (.320)+ .531 .102 .411 (.270) .230 (.070)
(.770) .710 .590 (.040)
 Total from investment operations   1.296 (.150) 1.363 .942 1.295 .631
1.167 .874 .183 1.736 1.643 .857
Less Distributions
 From net investment income   (.796) (.170) (.843) (.852) (.885)
(.901) (.937) (.944) (.953) (1.026) (1.053) (.897)
 From net realized gain on investments   - -- -- -- -- -- -- --
(.220) (.020) -- --
 Total distributions   (.796) (.170) (.843) (.852) (.885) (.901)
(.937) (.944) (1.173) (1.046) (1.053) (.897)
Net asset value, end of period $ 11.140 $ 10.640 $ 11.160 $ 10.640 $
10.550 $ 10.140 $ 10.410 $ 10.180 $ 10.250 $ 11.240 $ 10.550 $ 9.960
TOTAL RETURN (dagger)(double dagger)   12.50% (1.37)% 13.17% 9.21%
13.35% 6.46% 12.03% 8.81% 1.78% 17.04% 17.40% 9.33%
RATIOS AND SUPPLEMENTAL DATA
Net assets, end of period (000 omitted) $ 59,184 $ 2,583 $ 183,790 $
160,156 $ 327,756 $ 356,564 $ 426,832 $ 418,929 $ 407,228 $ 418,632 $
253,913 $ 15,192
Ratio of expenses to average net assets   1.23% .82%* .64% .57% .57%
.58% .54% .54% .53% .53% .65% 1.50%*(dagger)(dagger)
Ratio of net investment income to
 average net assets   6.81% 7.67%* 7.41% 7.96% 8.59% 8.90% 9.16%
9.16% 9.03% 9.22% 10.29% 11.01%*
Portfolio turnover rate   59% 7% 59% 7% 60% 59% 87% 48% 92% 59%
88%(dagger)(dagger)(dagger) 12%*
* ANNUALIZED.
** INITIAL OFFERING OF CLASS A SHARES, SEPTEMBER 10, 1992.
(dagger) TOTAL RETURN DOES NOT INCLUDE THE ONE TIME SALES CHARGE AND, FOR PERIODS OF LESS THAN ONE YEAR, IS NOT ANNUALIZED.
(dagger)(dagger) EXPENSES WERE LIMITED IN ACCORDANCE WITH A STATE EXPENSE LIMITATION.
(dagger)(dagger)(dagger) IN JULY 1985, THE SEC ADOPTED REVISIONS TO EXISTING RULES WITH RESPECT TO THE CALCULATION OF THE PORTFOLIO TURNOVER RATE. THE REVISED RULES REQUIRE THE INCLUSION IN THE CALCULATION OF LONG-TERM U.S. GOVERNMENT SECURITIES WHICH, PRIOR TO THESE REVISIONS, WERE EXCLUDED FROM THE CALCULATION.
(double dagger) TOTAL RETURN WOULD HAVE BEEN LOWER HAD CERTAIN EXPENSES NOT BEEN REDUCED DURING THE PERIODS SHOWN.
+ THE AMOUNT SHOWN IN THIS CAPTION, WHILE DETERMINABLE BY THE SUMMATION OF AMOUNTS COMPUTED DAILY AS SHARES WERE SOLD OR REPURCHASED, IS ALSO THE BALANCING FIGURE DERIVED FROM THE OTHER FIGURES IN THE STATEMENT AND HAS BEEN SO COMPUTED. THE AMOUNT SHOWN FROM THE PERIOD ENDED NOVEMBER 30, 1992 FOR A SHARE OUTSTANDING THROUGHOUT THE PERIOD DOES NOT ACCORD WITH THE NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS FOR THE PERIOD BECAUSE OF THE TIMING OF SALES AND REPURCHASES OF THE FUND SHARES IN RELATION TO FLUCTUATING MARKET VALUES OF THE INVESTMENTS OF THE FUND.
FIDELITY ADVISOR GOVERNMENT INVESTMENT FUND
     January 7, 1987
     (Commencement of
   Years Ended October 31, Operations) to
  1993   1992   1991   1990   1989   1988 October 31, 1987

<TABLE>
<CAPTION>

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
SELECTED PER-SHARE DATA							
Net asset value, beginning of period	$ 9.730	$ 9.590	$ 9.150	$ 9.310	$ 9.260	$ 9.200	$ 10.000
Income from Investment Operations							
Net investment income	.567	.666	.700	.735	.773	.769	.614
Net realized and unrealized gain (loss) on investments	.601	.125	.419	(.160)	.050	.060	(.800)
Total from investment operations	1.168	.791	1.119	.575	.823	.829	(.186)
Less Distributions							
From net investment income	(.558)	(.651)	(.679)	(.735)	(.773)	(.769)	(.614)
From net realized gain on investments	(.200)	-	-	-	-	-	-
Total distributions	(.758)	(.651)	(.679)	(.735)	(.773)	(.769)	(.614)
Net asset value, end of period	$ 10.140	$ 9.730	$ 9.590	$ 9.150	$ 9.310	$ 9.260	$ 9.200
TOTAL RETURN (dagger)(double dagger)	12.53%	8.49%	12.65%	6.48%	9.37%	9.34%	(1.84)%

RATIOS AND SUPPLEMENTAL DATA

Net assets, end of period (000 omitted)	$ 69,876	$ 23,281	$ 13,058	$ 9,822	$ 8,203	$ 6,590	$ 4,584
Ratio of expenses to average net assets	.68%	1.10%	1.10%	1.10%	1.10%	1.10%	1.29%*
Ratio of expenses to average net assets before voluntary expense limitation	1.32%	1.79%	2.46%	2.74%	2.75%	2.25%	2.36%*
Ratio of net investment income to average net assets	6.11%	6.98%	7.47%	8.04%	8.45%	8.30%	8.12%*
Portfolio turnover rate	333%	315%	54%	31%	42%	44%	32%*

</TABLE>

FIDELITY ADVISOR SHORT FIXED-INCOME FUND
September 16, 1987
(Commencement of
Years Ended October 31, Operations) to
1993 1992 1991 1990 1989 1988 October 31, 1987

<TABLE>
<CAPTION>

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
SELECTED PER-SHARE DATA							
Net asset value, beginning of period	$ 9.950	$ 9.870	$ 9.620	$ 9.950	$ 9.940	$ 10.060	$ 10.000
Income from Investment Operations							
Net investment income	.732	.830	.848	.868	.832	.852	.101
Net realized and unrealized gain (loss) on investments	.146	.071	.270	(.330)	.010	(.120)	.060
Total from investment operations	.878	.901	1.118	.538	.842	.732	.161
Less Distributions							
From net investment income	(.738)	(.821)	(.868)	(.868)	(.832)	(.852)	(.101)
Net asset value, end of period	$ 10.090	$ 9.950	$ 9.870	$ 9.620	$ 9.950	$ 9.940	$ 10.060
TOTAL RETURN (dagger)(double dagger)	9.13%	9.44%	12.19%	5.59%	8.89%	7.56%	1.61%
RATIOS AND SUPPLEMENTAL DATA							
Net assets, end of period (000 omitted)	$ 654,202	$ 170,558	$ 25,244	$ 13,062	$ 12,394	$ 13,433	$ 3,252
Ratio of expenses to average net assets	.95%	.90%	.90%	.90%	.90%	.90%	.90%*
Ratio of expenses to average net assets before voluntary expense limitation	.95%	1.03%	1.74%	1.90%	2.22%	1.84%	2.15%*(dagger)(dagger)
Ratio of net investment income to average net assets	6.77%	7.59%	8.50%	8.86%	8.45%	8.39%	7.65%*
Portfolio turnover rate	58%	57%	127%	144%	157%	178%	119%*

</TABLE>

* ANNUALIZED.
(dagger) TOTAL RETURN DOES NOT INCLUDE THE ONE TIME SALES CHARGE AND, FOR PERIODS OF LESS THAN ONE YEAR, IS NOT ANNUALIZED.
(dagger)(dagger) EXPENSES WERE LIMITED IN ACCORDANCE WITH A STATE EXPENSE LIMITATION.
(double dagger) TOTAL RETURN WOULD HAVE BEEN LOWER HAD CERTAIN EXPENSES NOT BEEN REDUCED DURING THE PERIODS SHOWN.

FIDELITY ADVISOR HIGH INCOME MUNICIPAL FUND
September 16, 1987
(Commencement of
Years Ended October 31, Operations) to
SELECTED PER-SHARE DATA 1993 1992 1991 1990 1989 1988 October
31, 1987

<TABLE>
<CAPTION>

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Net asset value, beginning of period	$ 11.650	$ 11.410	$ 10.870	$ 10.820	$ 10.460	$ 9.850	$ 10.000
Income from Investment Operations							
Net interest income	.710	.774	.803	.811	.800	.750	.092
Net realized and unrealized gain (loss) on investments	1.100	.250	.660	.150	.410	.610	(.150)
Total from investment operations	1.810	1.024	1.463	.961	1.210	1.360	(.058)
Less Distributions							
From net interest income	(.710)	(.774)	(.803)	(.811)	(.800)	(.750)	(.092)
From net realized gain on investments	(.030)	(.010)	(.120)	(.100)	(.050)	-	-
Total distributions	(.740)	(.784)	(.923)	(.911)	(.850)	(.750)	(.092)
Net asset value, end of period	$ 12.720	$ 11.650	$ 11.410	$ 10.870	$ 10.820	$ 10.460	$ 9.850
TOTAL RETURN (dagger)(double dagger)	15.95%	9.21%	14.02%	9.28%	12.05%	14.22%	(.58)%
RATIOS AND SUPPLEMENTAL DATA							
Net assets, end of period (000 omitted)	$ 497,575	$ 156,659	$ 67,135	$ 22,702	$ 6,669	$ 3,290	$ 1,275
Ratio of expenses to average net assets	.92%	.90%	.90%	.90%	.90%	.89%	.80%*
Ratio of expenses to average net assets before voluntary expense limitation	.92%	.96%	1.24%	2.09%	2.75% (h diamond)	2.25% (h diamond)	2.25%* (h diamond)
Ratio of net interest income to average net assets	5.59%	6.59%	7.08%	7.37%	7.60%	7.33%	7.24%*
Portfolio turnover rate	27%	13%	10%	11%	27%	19%	-%

</TABLE>

FIDELITY ADVISOR LIMITED TERM TAX-EXEMPT FUND
Limited Term
Tax-Exempt Fund - Class A Limited Term Tax-Exempt Fund -
Institutional Class
September 19, 1985
Year Period (Commencement
Ended Ended of Operations) to
Nov. 30 Nov. 30 Years Ended November 30, November 30,
SELECTED PER-SHARE DATA 1993 1992** 1993 1992 1991 1990 1989 1988 1987
1986 1985
Net asset value, beginning of period $ 11.080 $ 11.010 $ 11.080 $ 10.800 $
10.640 $ 10.610 $ 10.520 $ 10.380 $ 10.990 $ 10.280 $ 10.000
Income from Investment Operations
Net interest income .508 .131 .536 .666 .682 .689 .674 .650 .641
.671 .130
Net realized and unrealized gain (loss) on investments .260 .070 .260
.280 .160 .030 .090 .140 (.540) .760 .280
Total from investment operations .768 .201 .796 .946 .842 .719
.764 .790 .101 1.431 .410
Less Distributions
From net interest income (.508) (.131) (.536) (.666) (.682) (.689)
(.674) (.650) (.641) (.671) (.130)
From net realized gain on investments (.880) -- (.880) -- -- --
- -- -- (.070) (.050) --
Total distributions (1.388) (.131) (1.416) (.666) (.682) (.689)
(.674) (.650) (.711) (.721) (.130)
Net asset value, end of period $ 10.460 $ 11.080 $ 10.460 $ 11.080 $
10.800 $ 10.640 $ 10.610 $ 10.520 $ 10.380 $ 10.990 $ 10.280
TOTAL RETURN (dagger)(double dagger) 7.72% 1.37% 8.01% 9.01% 8.15%
7.04% 7.50% 7.77% .97% 14.39% 4.12%
RATIOS AND SUPPLEMENTAL DATA
Net assets, end of period (000 omitted) $ 39,800 $ 1,752 $ 15,076 $ 28,428
$ 100,294 $ 111,506 $ 121,418 $ 132,443 $ 162,857 $ 161,045 $ 94,391
Ratio of expenses to average net assets .90% 1.04%* .65% .66% .61%
.62% .65% .63% .59% .58% .69%*
Ratio of expenses to average net assets before voluntary
expense limitation 1.36% 1.06%* .83% .67% .61% .62% .65% .63%
.59% .58% .69%*

Ratio of net investment income to average net assets 4.76% 5.65%* 5.01% 6.05% 6.40% 6.53% 6.45% 6.20% 6.01% 6.29% 6.33%*
Portfolio turnover rate 46% 36% 46% 36% 20% 32% 31% 24% 43% 34% 103%*

* ANNUALIZED.
** INITIAL OFFERING OF CLASS A SHARES, SEPTEMBER 13, 1992.
(dagger) TOTAL RETURN DOES NOT INCLUDE THE ONE TIME SALES CHARGE AND, FOR PERIODS OF LESS THAN ONE YEAR, IS NOT ANNUALIZED.
(double dagger) TOTAL RETURN WOULD HAVE BEEN LOWER HAD CERTAIN EXPENSES NOT BEEN REDUCED DURING THE PERIODS SHOWN.
(h diamond) EXPENSES WERE LIMITED IN ACCORDANCE WITH A STATE EXPENSE LIMITATION.

FIDELITY ADVISOR SHORT-INTERMEDIATE TAX-EXEMPT FUND

<TABLE>
<CAPTION>

<S>	<C> March 16, 1994 (commencement of operations) to May 31, 1994 (Unaudited)
SELECTED PER-SHARE DATA	
Net asset value, beginning of period	$ 10.000
Income from Investment Operations	
Net interest income	.060
Net realized and unrealized gain (loss) on investments	(.040)
Total from investment operations	.020
Less Distributions	
From net interest income	(.060)
Net asset value, end of period	$ 9.960
TOTAL RETURN (dagger)(double dagger)	.20%
RATIOS AND SUPPLEMENTAL DATA	
Net assets, end of period (000 omitted)	$ 9,222
Ratio of expenses to average net assets	.75%*
Ratio of expenses to average net assets before voluntary expense reductions	2.46%*
Ratio of net interest income to average net assets	2.66%*
Portfolio turnover rate	43%*

</TABLE>

* ANNUALIZED
(dagger) TOTAL RETURNS DO NOT INCLUDE THE ONE TIME SALES CHARGE AND FOR PERIODS OF LESS THAN ONE YEAR ARE NOT ANNUALIZED.
(double dagger) THE TOTAL RETURN WOULD HAVE BEEN LOWER HAD THE ADVISOR NOT REIMBURSED EXPENSES DURING THE PERIOD.

INVESTMENT OBJECTIVES
INTERNATIONAL FUNDS:
FIDELITY ADVISOR OVERSEAS FUND seeks growth of capital primarily through investments in foreign securities.
FIDELITY ADVISOR EMERGING MARKETS INCOME FUND seeks a high level of current income by investing primarily in debt securities and other instruments of issuers in emerging markets. As a secondary objective, the Fund seeks capital appreciation.
EQUITY FUNDS:
FIDELITY ADVISOR EQUITY PORTFOLIO GROWTH seeks to achieve capital appreciation by investing primarily in the common and preferred stock and securities convertible into the common stock, of companies with above average growth characteristics.
FIDELITY ADVISOR GROWTH OPPORTUNITIES FUND seeks to provide capital growth by investing primarily in common stocks and securities convertible into common stocks.
FIDELITY ADVISOR GLOBAL RESOURCES FUND seeks long-term growth of capital and protection of the purchasing power of shareholders' capital by investing primarily in securities of foreign and domestic companies that

own or develop natural resources, or that supply goods and services to such companies, or in physical commodities.
FIDELITY ADVISOR STRATEGIC OPPORTUNITIES FUND seeks capital appreciation by investing primarily in securities of companies believed by FMR to involve a "special situation."
FIDELITY ADVISOR EQUITY PORTFOLIO INCOME seeks a yield from dividend and interest income which exceeds the composite dividend yield on securities comprising the Standard & Poor's Composite Index of 500 Stocks (S&P 500).
FIDELITY ADVISOR INCOME & GROWTH FUND seeks both income and growth of capital by investing in a diversified portfolio of equity and fixed-income securities with income, growth of income and capital appreciation potential.
FIXED-INCOME FUNDS:
FIDELITY ADVISOR HIGH YIELD FUND seeks a combination of a high level of income and the potential for capital gains by investing in a diversified portfolio consisting primarily of high-yielding, fixed-income and zero coupon securities, such as bonds, debentures and notes, convertible securities and preferred stocks.
FIDELITY ADVISOR LIMITED TERM BOND FUND seeks to provide a high rate of income through investment in high and upper-medium grade fixed-income obligations.
FIDELITY ADVISOR GOVERNMENT INVESTMENT FUND seeks a high level of current income by investing primarily in obligations issued or guaranteed by the U.S. government or any of its agencies or instrumentalities.
FIDELITY ADVISOR SHORT FIXED-INCOME FUND seeks to obtain a high level of current income, consistent with preservation of capital, by investing primarily in a broad range of investment grade fixed-income securities.

MUNICIPAL/TAX-EXEMPT FUNDS:
FIDELITY ADVISOR HIGH INCOME MUNICIPAL FUND seeks to provide a high current yield by investing in a diversified portfolio of municipal obligations whose interest is not included in gross income for purposes of calculating federal income tax. The Fund reserves the right to invest up to 100% of its assets in municipal obligations subject to the federal alternative minimum tax.
FIDELITY ADVISOR LIMITED TERM TAX-EXEMPT FUND seeks the highest level of income exempt from federal income taxes that can be obtained consistent with the preservation of capital, from a diversified portfolio of high quality or upper-medium quality municipal obligations.
FIDELITY ADVISOR SHORT-INTERMEDIATE TAX-EXEMPT FUND seeks as high a level of current income, exempt from federal income tax, as is consistent with preservation of capital by focusing on investment-grade municipal securities.
The investment objective of each Fund is fundamental and can only be changed by vote of a majority of the outstanding shares of the Fund. Except as otherwise noted, the investment limitations and policies of Equity Portfolio Growth, Strategic Opportunities, Income & Growth, L imited Term Bond, Government Investment, High Income Municipal , and Limited Term Tax-Exemp t are fundamental and may not be changed without shareholder approval. Except for the investment limitations and policies identified as fundamental, the limitations and policies of Overseas, E merging Markets Income, Growth Opportunities, G lobal Resources, Equity Portfolio Income, High Yield, Short Fixed-Income , and Short-Intermediate Tax-Exempt are not fundamental. Non-fundamental investment limitations and policies may be changed without shareholder approval.
The yield, return and potential price changes of each Fund depend on the quality and maturity of the obligations in its portfolio, as well as on market conditions. Risks vary based on the type of fund in which you are investing. As is the case with any investment in securities, investment in the Funds involve certain risks and , therefore , a Fund may not always achieve its investment objective.
INVESTMENT POLICIES AND RISKS
Further information relating to the types of securities in which each Fund may invest and the investment policies of each Fund in general are set forth in the Appendix to this Prospectus and in each Fund's SAI.
INTERNATIONAL FUNDS: Risks associated with international investing include currency values, the political and regulatory environment, and overall economic factors in the countries in which a Fund invests. Investing in an international fund may be more suitable for aggressive investors who want to achieve an extra level of diversification in their investment portfolio by participating in growth opportunities around the world. FMR determines where an issuer is located by looking at such factors as its country of organization, the primary trading market for its securities, and the location of its assets, personnel, sales, and earnings.
FIDELITY ADVISOR OVERSEAS FUND defines foreign securities as securities of issuers whose principal activities are outside of the United States. Normally, at least 65% of the Fund's total assets will be invested in securities of issuers from at least three different countries outside of North America (the U.S., Canada, Mexico, and Central America). The Fund expects to invest most of its assets in securities of issuers located in developed countries in these general geographic areas: The Americas (other than the U.S.), the Far East and the Pacific Basin, and Western Europe. In determining whether a company's or organization's principal activities are

in a particular region, FMR will look at such factors as the location of assets, personnel, sales, and earnings.
FMR expects that opportunities for capital growth will come most often from common stock and other equity securities, and therefore, expects that equity securities will account for the majority of the Fund's investments. However, the Fund also may find opportunities for capital growth from debt securities of any quality or maturity by reason of anticipated changes in such factors as interest rates, currency relationships, or the credit standing of individual issuers. The Fund will not consider dividend income as a primary factor in choosing securities, unless FMR believes the income will contribute to the securities' growth potential.
When allocating the investments of the Fund among geographic regions and individual countries, and among assets denominated in U.S. and foreign currencies, FMR considers various factors, such as prospects for relative economic growth among countries, regions or geographic areas; expected levels of inflation; government policies influencing business conditions; and the outlook for currency relationships. Although the Fund has the ability under normal conditions to invest up to 35% of its total assets in the U.S., FMR currently intends to manage the Fund to be as fully invested outside the U.S. as is practicable in light of the Fund's cash flow and cash needs.
The equity securities in which the Fund may invest include common stocks of companies or closed-end investment companies, securities such as warrants or rights that are convertible into common stock, preferred stocks, and depositary receipts for those securities.
The Fund may invest in debt securities of any type of issuer, including governments and governmental entities (including supranational organizations such as the World Bank) as well as corporations and other business organizations. The Fund has no limitation on the quality of debt securities in which it may invest. The Fund may invest in lower-quality, high-yielding debt securities sometimes referred to as "junk bonds"), although it intends to limit its investments in these securities to 35% of its assets. FMR may invest a portion of the Fund's assets in high-quality, short-term debt securities, bank deposits and money market instruments (including repurchase agreements) denominated in U.S. dollars or foreign currencies. When market conditions warrant, FMR can make substantial temporary defensive investments in U.S. government securities or investment-grade obligations of companies incorporated in, and having principal business activities in, the U.S.
The Fund may also purchase or engage in indexed securities, illiquid investments, loans and other direct debt instruments, options and futures contracts, repurchase agreements and securities loans, restricted securities, and swap agreements.
CONSIDERATIONS IN INVESTING IN SHARES OF OVERSEAS FUND:
Investing outside the U.S. involves different opportunities and different risks from U.S. investments. FMR believes that it may be possible to obtain significant returns from a portfolio of foreign investments, or a combination of foreign investments and U.S. investments, and to achieve increased diversification in comparison to a portfolio invested solely in U.S. securities. By including international investments in your investment portfolio, you may gain increased diversification by combining securities from various countries and geographic areas that offer different investment opportunities and are affected by different economic trends. At the same time, these opportunities and trends involve risks that may not be encountered with U.S. investments.
International investing in general may involve greater risks than U.S. investments. There is generally less publicly available information about foreign issuers, and there may be less government regulation and supervision of foreign stock exchanges, brokers, and listed companies. There may be difficulty in enforcing legal rights outside the U.S. Foreign companies generally are not subject to uniform accounting, auditing, and financial reporting standards, practices, and requirements comparable to those that apply to U.S. companies. Security trading practices abroad may offer less protection to investors such as the Fund. Settlement of transactions in some foreign markets may be delayed or may be less frequent than in the U.S., which could affect the liquidity of the Fund. Additionally, in some foreign countries, there is the possibility of expropriation or confiscatory taxation; limitations on the removal of securities, property, or other assets of the Fund; political or social instability; or diplomatic developments which could affect U.S. investments in foreign countries. FMR will take these factors into consideration in managing the Fund's investments.
The Fund may invest a portion of its assets in developing countries, or in countries with a new or developing capital market. The considerations noted above are generally intensified for these investments. These countries may have relatively unstable governments, economies based on only a few industries, and securities markets that trade a small number of securities. Securities of issuers located in these countries tend to have volatile prices and may offer significant potential for loss as well as gain.
EMERGING MARKETS INCOME FUND will, under normal conditions, invest at least 65% of its total assets in debt securities and other instruments of issuers in emerging markets. For this purpose, "emerging markets" will include any countries (I) having an "emerging stock market" as defined by the International Finance Corporation; (II) with low- to middle-income economies according to the International Bank for Reconstruction and

Development (the World Bank); or (III) listed in World Bank publications as "developing." Currently, the countries NOT included in these categories are Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Ireland, Italy, Japan, the Netherlands, New Zealand, Norway, Spain, Sweden, Switzerland, the United Kingdom, and the U.S. For purposes of this 65% policy, issuers whose principal activities are in countries with emerging markets include issuers: (1) organized under the laws of, (2) whose securities have their primary trading market in, (3) deriving at least 50% of their revenues or profits from goods sold, investments made, or services performed in, or (4) having at least 50% of their assets located in, a country with an emerging market.

The Fund emphasizes countries with relatively low gross national product per capita compared to the world's major economies, and with the potential for rapid economic growth. Many investments in emerging markets can be considered speculative, and therefore may offer higher income potential than the developed markets of the world.   Investments in emerging markets can involve significant risks and the Fund is designed for aggressive investors.

Under current market conditions, FMR expects that emerging market opportunities will be found mainly within Latin America, and to a lesser extent in Africa, Asia and emerging European nations. FMR will actively manage the allocation of the Fund's investments among countries, geographic regions, and currency denominations in an attempt to achieve current income and capital appreciation. In doing so, FMR will also consider such factors as prospects for relative economic growth among countries, regions, or geographic areas, expected levels of inflation, government policies influencing business conditions, current and anticipated interest rates, and the outlook for currency relationships. Although the Fund will normally invest in at least three different countries, it is not limited to any particular country or currency, and may invest substantially all of its assets in any one country.

The Fund may invest in all types of fixed-income instruments, including corporate debt securities, sovereign debt instruments issued by governments or governmental entities, and all types of domestic and foreign money market instruments. The Fund may invest in lower-   quality   , high-yielding U.S. corporate debt securities (sometimes referred to as "junk bonds"). Many emerging market securities are of below-investment-grade quality, and at any one time substantially all of the Fund's assets may be invested in securities that are of poor quality or are in default.   Lower-quality debt securities are those rated below Baa by Moody's or BBB by S&P.

Other investments the Fund may make or engage in include options and futures contracts, swap agreements, indexed securities, loans and other direct debt instruments, repurchase agreements and securities loans, foreign repurchase agreements, illiquid investments, restricted securities, mortgage-backed   securities, asset-backed securities, delayed-delivery transactions, and interfund borrowing. The Fund may also invest a portion of its assets in common and preferred stocks of emerging market issuers, debt securities of non-emerging market foreign issuers, and lower-quality debt securities of U.S. issuers. Although the Fund may invest up to 35% of its total assets in these securities, FMR does not currently anticipate that these investments will exceed approximately 20% of the Fund's total assets. Though these types of investments present the possibility for significant capital appreciation over the long-term, they may fluctuate dramatically in the short term and entail a high degree of risk.

For cash management purposes, the Fund will ordinarily invest a portion of its assets in high-quality, short-term debt securities and money market instruments, including repurchase agreements and bank deposits denominated in U.S. or foreign currencies. When, in FMR's judgment, market conditions warrant, the Fund can make substantial temporary defensive investments in money market instruments, U.S. government securities, or investment-grade obligations of U.S. companies.

CONSIDERATIONS OF INVESTING IN THE SHARES OF EMERGING MARKETS INCOME FUND:

International investing in general may involve greater risks than U.S. investments. There is generally less publicly available information about foreign issuers, and there may be less government regulation and supervision of foreign stock exchanges, brokers, and listed companies. There may be difficulty in enforcing legal rights outside the U.S. Foreign companies generally are not subject to uniform accounting, auditing, and financial reporting standards, practices, and requirements comparable to those that apply to U.S. companies. Security trading practices abroad may offer less protection to investors such as the Fund. Settlement of transactions in some foreign markets may be delayed or may be less frequent than in the U.S., which could affect the liquidity of the Fund. Additionally, in some foreign countries, there is the possibility of expropriation or confiscatory taxation; limitations on the removal of securities, property, or other assets of the Fund; political or social instability; or diplomatic developments which could affect U.S. investments in foreign countries. FMR will take these factors into consideration in managing the Fund's investments.

These risks may be intensified in the case of investments in emerging markets or countries with limited or developing capital markets. Security prices in emerging markets can be significantly more volatile than in more developed nations, reflecting the greater uncertainties of investing in less established markets and economies. In particular, countries with emerging markets may have relatively unstable governments; present the risk of nationalization of businesses, restrictions on foreign ownership, or prohibitions of repatriation of assets; and may have less protection of property rights than more developed countries. The economies of countries with emerging markets may be predominantly based on only a few industries, may be highly vulnerable to changes in local or global trade conditions, and may suffer from extreme and volatile debt burdens or inflation rates. Local securities markets may trade a small number of securities and may be unable to respond effectively to increases in trading volume, potentially making prompt liquidation of substantial holdings difficult or impossible at times. Securities of issuers located in countries with emerging markets may have limited marketability and may be subject to more abrupt or erratic price movements.

By itself, the Fund does not constitute a balanced investment plan. The Fund is designed for aggressive investors interested in the investment opportunities and income potential offered by securities issued in emerging markets. The value of the Fund's investments and the income they generate will vary from day to day, generally reflecting changes in interest rates, market conditions, and other political and economic news. The Fund's performance will also depend on currency values, foreign economies, and other factors relating to foreign investments. Because the Fund focuses on emerging markets, it involves higher risks than U.S. bond investments. Investors should be willing to assume a greater degree of investment risk and should expect a higher level of volatility than is generally associated with investing in more established markets. The Fund's yield and share price will change based on changes in foreign interest rates, the value of foreign currencies, and issuers' creditworthiness. In general, bond prices rise when interest rates fall, and vice versa. The Fund's share price, yield, and total return fluctuate, and your investment may be worth more or less than your original cost when you redeem your shares.

The Fund is non-diversified, which means that it may invest a greater portion of its assets in securities of a single issuer than would be the case if it were diversified. As a result, changes in the financial condition or market assessment of a single issuer could cause greater fluctuation in the Fund's share value.

EQUITY FUNDS. Equity funds invest in common stock and other equity securities in search of growth or a combination of growth and income. The share value of equity funds depends heavily on stock market conditions in the U.S. and abroad, and can also be affected by changes in interest rates or other economic conditions. Investments in equity Funds are more suitable for investors who take a long-term approach to investing.

FIDELITY ADVISOR EQUITY PORTFOLIO GROWTH as a general rule, will invest in the securities of companies whose growth in the areas of earnings or gross sales measured either in dollars or in unit volume (either on an absolute or percentage basis) may exceed that of the average of the companies whose securities are included in the S&P 500. These securities generally command high multiples (price/earnings ratios) in the stock markets over time. Above average growth characteristics are most often associated with companies in new and emerging areas of the economy but occasionally can be found in the stronger companies of more mature and even declining industries. The Fund will, therefore, be invested in the securities of smaller, less well-known companies except when FMR believes that opportunities for above-average growth are presented by larger, more mature companies which have undergone reformation and revitalization or possess a strong position in relation to the market as a whole.

The market price of securities with above average growth characteristics often can experience a more sudden and more dramatic downward reaction to negative news than is the case with securities carrying a lower market multiple. This can be particularly true for companies with a narrow product line or whose securities are relatively thinly traded, characteristics which are common to smaller, less well-known companies.

As a non-fundamental policy, at least 65% of the total assets of the Fund normally will be invested in common and preferred stock. The balance of the fund will tend to be invested in debt obligations, a high percentage of which are expected to be convertible into common stocks.

As a non-fundamental policy t he Fund may invest in lower-quality, high yielding debt securities (sometimes referred to as "junk bonds "), although it currently intends to limit its investments in these securities to 35% of its assets. The Fund also may purchase or engage in foreign investments, indexed securities, illiquid investments, loans and other direct debt instruments, options and futures contracts, repurchase agreements and securities loans, restricted securities, swap agreements, and warrants.

FIDELITY ADVISOR GROWTH OPPORTUNITIES FUND. Under normal circumstances, at least 65% of the Fund's total assets will be invested in securities of companies that FMR believes have long-term growth potential. Growth can be considered either appreciation of the security itself or growth of the company's earnings or gross sales. Accordingly, these securities will often pay little, if any, income, which will be entirely incidental to the objective of capital growth.

The Fund also has the ability to purchase other securities, such as preferred stock and bonds that may produce capital growth. Securities may be of all types or quality. The Fund may invest in lower-quality, high-yielding debt securities (sometimes referred to as "junk bonds"), although it intends to limit its investments in these securities to 35% of its assets.

The Fund may purchase foreign investments of all types without limitation and may enter into foreign forward currency exchange contracts. T he Fund may purchase or engage in indexed securities, illiquid investments, loans and other direct debt instruments, options and futures contracts, repurchase agreements and securities loans, restricted securities, reverse repurchase agreements, swap agreements, and warrants.

The Fund may make substantial temporary investments in high-quality debt securities and money market instruments, including commercial paper, obligations of banks or the U.S. government and repurchase agreements for defensive purposes when, in FMR's judgment, economic or market conditions warrant.

FIDELITY ADVISOR GLOBAL RESOURCES FUND. Under normal circumstances, the Fund will invest at least 65% of its total assets in securities of foreign and domestic companies that own or develop natural resources, or supply goods and services to such companies, or in physical commodities. The remainder of the Fund may be invested in other investments including debt securities of any kind including asset-backed securities, obligations of foreign governments or their political subdivisions, foreign companies and supranational organizations, and common and preferred stocks of corporations not necessarily engaged in natural resources. FMR will seek securities that are priced relative to the intrinsic value of the relevant natural resource or that are issued by companies which are positioned to benefit during particular portions of the economic cycle. Accordingly, the Fund may shift its emphasis from one natural resource industry to another depending upon prevailing trends or developments. For example, when FMR anticipates significant economic, political or financial pressures or major dislocations in the foreign currency exchange markets, the Fund may, in seeking to protect the purchasing power of shareholders' capital, invest a substantial portion of its assets in companies that explore for, extract, process, or deal in precious metals, and/or invest in precious metals themselves. The Fund expects to invest a majority of its assets to be invested in securities of companies that have their principal business activities in at least three different countries (including the U.S.).

A company will be deemed to have substantial ownership of, or activities in, natural resources if, at the time of the Fund's acquisition of its securities, at least 50% of the company's assets are involved in, either directly or through subsidiaries, exploring, mining, refining, processing, transporting, fabricating, dealing in, or owning natural resources. Natural resources include precious metals (such as gold, palladium, platinum and silver), ferrous and nonferrous metals (such as iron, aluminum and copper), strategic metals (such as uranium and titanium), hydrocarbons (such as coal, oil and natural gases), chemicals, forest products, real estate, food products and other basic commodities which, historically, have been produced and marketed profitably during periods of rising inflation.

The Fund may purchase foreign securities of all types without limitation and may enter into forward foreign currency exchange contracts for the purpose of managing exchange rate risks. The Fund may invest in lower-quality, high-yielding debt securities (sometimes referred to as "junk bonds''), rated as low as CCC by Standard & Poor's Corporation (S&P) or Caa by Moody's Investors Service, Inc. (Moody's). The Fund does not currently intend to invest more than 35% of its net assets in debt securities rated below BBB or Baa. Debt securities ordinarily will make up a relatively small portion of the Fund's assets.

The Fund may purchase ADRs and EDRs. The Fund may purchase indexed securities, illiquid investments, loans and other direct debt instruments, options and futures contracts, repurchase agreements and securities loans, restricted securities, and warrants. The Fund may also purchase securities on a delayed-delivery basis.

As a fundamental policy, the Fund is authorized to invest up to 50% of its assets in physical commodities. In order to permit the sale of the Fund's shares in certain states, the Fund has adopted a non-fundamental policy of limiting investments in physical commodities to precious metals (i.e., gold, palladium, platinum and silver) to 25% of the Fund's total assets. Investments in other types of physical commodities could present concerns, including practical problems of delivery, storage and maintenance, possible illiquidity, the unavailability of accurate market valuations and increased expenses. When a precious metal is purchased, FMR currently intends that it will be only in a form that is readily marketable and that it will be delivered to and stored with a qualified U.S. bank. Investments in bullion earn no investment income and may involve higher custody and transaction costs than investments in securities. The Fund may receive no more than 10% of its yearly income from gains resulting from selling metals or any other physical commodity. The Fund may be required, therefore, either to hold its metals or sell them at a loss, or to sell its portfolio securities at a gain, when it would not otherwise do so for investment reasons. Precious metals, at times, have been subject to substantial price fluctuations over short periods of time and may be affected by unpredictable international monetary and political policies such as currency devaluations or revaluations, economic and social conditions within a country, trade imbalances, or trade or currency restrictions between countries.

Since the Fund may invest in physical commodities and utilize investment techniques which are subject to market fluctuations and/or foreign market risk, an investment in the Fund may be considered more speculative than an investment in other funds that seek capital growth. The value of equity securities of natural resource companies will fluctuate pursuant to market conditions generally, as well as the market for the particular natural resource in which the issuer is involved. In addition, the values of natural resources are subject to numerous factors, including nature and international politics.

During periods when, in FMR's opinion, a temporary defensive posture in the market is appropriate, the Fund may invest without limitation in cash or high-quality money market instruments including, but not limited to, certificates of deposit, commercial paper and obligations issued by the U.S. government or any of its agencies or instrumentalities.

FIDELITY ADVISOR STRATEGIC OPPORTUNITIES FUND. As a non-fundamental policy, the Fund normally will invest at least 65% of its assets in companies involving a "special situation." The term "special situation" refers to FMR's identification of an unusual, and possibly non-repetitive, development taking place in a company or a group of companies in an industry. A special situation may involve one or more of the following characteristics:

(bullet) A technological advance or discovery, the offering of a new or unique product or service, or changes in consumer demand or consumption forecasts.

(bullet) Changes in the competitive outlook or growth potential of an industry or a company within an industry, including changes in the scope or nature of foreign competition or the development of an emerging industry.

(bullet) New or changed management, or material changes in management policies or corporate structure.

(bullet) Significant economic or political occurrences abroad, including changes in foreign or domestic import and tax laws or other regulations.

(bullet) Other events, including natural disasters, favorable litigation settlements, or a major change in demographic patterns.

In seeking capital appreciation, the Fund also may invest in securities of companies not involving a special situation, but which are companies with valuable fixed assets and whose securities are believed by FMR to be undervalued in relation to the companies' assets, earnings, or growth potential.

FMR intends to invest primarily in common stocks and securities that are convertible into common stocks; however, it also may invest in debt securities of all types and quality if FMR believes that investing in these securities will result in capital appreciation. As a non-fundamental investment policy, the Fund may invest in lower-quality, high-yielding debt securities (sometimes referred to as "junk bonds") , although it intends to limit its investments in these securities to 35% of its assets. The Fund also may invest in unrated securities. The Fund may invest up to 30% of its assets in foreign investments of all types and may enter into forward foreign currency exchange contracts for the purpose of managing exchange rate risks. The Fund may purchase or engage in indexed securities, illiquid instruments, loans and other direct debt instruments, options and futures contracts, repurchase agreements and securities loans, restricted securities, swap agreements, warrants, and zero coupon bonds. The Fund expects to be fully invested under most market conditions. The Fund may make substantial temporary investments in high-quality debt securities for defensive purposes when, in FMR's judgment, a more conservative approach to investment is desirable.

An investment in the Fund may be considered more speculative than an investment in other funds that seek capital appreciation. There are greater risks involved in investing in securities of smaller companies rather than companies operating according to established patterns and having longer operating histories. The Fund may invest in securities in which other investors have not shown significant interest or confidence, and which are more sensitive to stock market fluctuations. Larger well-established companies experiencing a special situation may involve, to a certain extent, breaks with past experience, which may pose greater risks. There are also greater risks involved in investing in securities of companies that are not currently favored by the public but show potential for capital appreciation.

FIDELITY ADVISOR EQUITY PORTFOLIO INCOME. It is the policy of the Fund that at least 65% of its total assets normally will be invested in income-producing equity securities. For purposes of this policy, equity securities are defined as common stocks and preferred stocks.

The balance of the Fund will tend to be invested in debt obligations, a high percentage of which are expected to be convertible into common stocks. As a non-fundamental policy, the Fund may invest in lower-quality high-yielding debt securities (sometimes referred to as "junk bonds"), although it currently intends to limit its investments in these securities to 35% of its assets. H owever, the Fund does not int end to invest in securities of issuers without proven earnings a nd/or credit histories. T he Fund may purchase or engage in foreign investments, indexed securities, illiquid investments, loans and other direct debt instruments, futures and options, repurchase agreements and securities loans, restricted securities, short sales, swap agreements, and warrants.

Because of the income considerations, investors should not expect capital appreciation comparable to the appreciation which could be achieved by funds whose primary objective is capital appreciation. While the investment portfolio will not mirror the stocks in the S&P 500 , the yield on the overall investment portfolio generally will increase or decrease from year to year in accordance with market conditions and in relation to the changes in yields of the stocks included in the S&P 500.

The Fund may make temporary investments in securities such as investment-grade bonds or short-term notes for defensive purposes.

FIDELITY ADVISOR INCOME & GROWTH FUND. I n vests in equity securities, convertible securities, preferred and common stocks paying any combination of dividends and capital gains and in fixed-income securities. The Fund also may buy securities that are not providing dividends but offer prospects for growth of capital or future income. The proportion of the Fund's assets invested in each type of security will vary from time to time in accordance with FMR's assessment of economic conditions.

In selecting securities for the Fund, FMR will consider such factors as the company's financial strength, its outlook for increased dividend or interest payments (defined herein as "growth of income") and capital gains. In addition, industry factors and overall economic conditions may be considered. The Fund may invest in equity securities of some smaller, more rapidly growing companies. Investing in smaller, less well-known companies, especially those that have a narrow product line or are thinly traded, often involves greater risk than investing in established companies with proven track records. In selecting fixed-income securities for the Fund (such as bonds, notes, mortgage securities, convertible securities, and short-term obligations such as bankers' acceptances, certificates of deposit, and commercial paper), FMR will consider several factors, including maturity, quality and expected yield.

The Fund may invest in lower-quality high-yielding debt securities (sometimes referred to as "junk bonds"). The Fund currently intends to limit its investments in these securities to 35% of its assets. The Fund also may invest in or engage in foreign investments, currency exchange contracts, indexed securities, illiquid instruments, loans and other direct debt instruments, options and futures contracts, repurchase agreements and securities loans, restricted securities, swap agreements, warrants, and zero coupon bonds. The Fund may, for temporary defensive purposes, invest without limit in short-term securities.

FIXED-INCOME FUNDS. Fixed-Income Funds invest primarily in debt securities (e.g., bonds, debentures, notes and similar obligations). The share value of fixed-income funds tends to move inversely with changes in prevailing interest rates. Shorter-term bonds are less sensitive to interest rate changes, but longer-term bonds generally offer higher yields. It also is important to note that high-yielding, lower-quality bonds involve greater risks, because there is a greater possibility of a financial reversal affecting the issuer's ability to pay interest and principal on time. Share value and yield are not guaranteed and will fluctuate based on credit quality and changes in interest rates.

FMR will use its extensive research facilities in addition to considering the ratings of Nationally Recognized Statistical Rating Organizations (NRSROs) in selecting investments for the Funds. Unrated securities are not necessarily of lower quality than rated securities, but they may not be attractive to as many buyers. This credit analysis includes consideration of the economic feasibility, the financial condition of the issuer with respect to liquidity, cash flow and political developments that may affect credit quality. Since the risk of default is higher for lower-quality obligations, FMR's research and analysis are an integral part of choosing a Fund's securities. Through portfolio diversification and careful credit analysis, FMR can reduce risk, although there can be no assurance that losses will not occur. FMR also considers trends in the economy, in geographic areas, in various industries, and in the financial markets.

FIDELITY ADVISOR HIGH YIELD FUND. As a non-fundamental policy, the Fund normally will invest at least 65% of its total assets in high-yielding, income producing debt securities and preferred stocks, including convertible and zero coupon bonds. The Fund may invest all or a substantial portion of its assets in lower-quality debt securities (sometimes referred to as "junk bonds"). Please refer to "Risks of Lower-Quality Taxable Debt Securities, page ." In addition, the Fund also may invest in government securities, securities of any state or any of its subdivisions, agencies or instrumentalities, and securities of foreign issuers, including securities of foreign governments. The Fund may invest up to 35% of its assets in equity securities, including common stocks, warrants and rights.

Debt instruments include securities such as bonds, notes, convertible bonds, and mortgage-backed or asset-backed securities; commercial paper and other money market instruments, including repurchase agreements; and loans, trade claims, and similar instruments representing indebtedness of a corporate borrower. These instruments may provide for interest payments in cash or in kind, may pay no interest, or may be in default, and may have warrants attached or otherwise include rights to purchase common stocks. The Fund may purchase debt instruments in public offerings or through private placements. The Fund has no specific limitations on the maturity or credit ratings of the debt instruments in which it invests.

The Fund may enter into forward currency contracts and may purchase or engage in foreign investments, indexed securities, illiquid investments, loans and other direct debt instruments, options and futures contracts, repurchase agreements and securities loans, restricted securities, reverse repurchase agreements, and swap agreements.

RISKS OF LOWER-QUALITY TAXABLE DEBT SECURITIES :

Lower-quality debt securities usually are defined as securities rated Ba or lower by Moody's or BB or lower by S&P. Lower- quality debt securities are considered speculative and involve greater risk of loss than higher- quality debt securities, and are more sensitive to changes in the issuer's capacity to pay. This is an aggressive approach to income investing.

The 1980s saw a dramatic increase in the use of lower- quality debt securities to finance highly leveraged corporate acquisitions and restructurings. Past experience may not provide an accurate indication of the future performance of lower- quality debt securities, especially during periods of economic recession. In fact, from 1989 to 1991, the percentage of lower- quality debt securities that defaulted rose significantly above prior levels, although the default rate decreased in 1992 and 1993 .

Lower- quality debt securities may be thinly traded, which can adversely affect the prices at which these securities can be sold and can result in high transaction costs. If market quotations are not available, lower- quality debt securities will be valued in accordance with standards set by the Boards of Trustees, including the use of outside pricing services. Judgment plays a greater role in valuing lower- quality debt securities than securities for which more extensive quotations and last sale information are available. Adverse publicity and changing investor perceptions may affect the ability of outside pricing services to value lower- quality debt securities, and the Fund's ability to dispose of these securities.

The market prices of lower- quality debt securities may decline significantly in periods of general economic difficulty, which may follow periods of rising interest rates. During an economic downturn or a prolonged period of rising interest rates, the ability of issuers of lower- quality debt to service their payment obligations, meet projected goals, or obtain additional financing may be impaired.

The Fund may choose, at its own expense or in conjunction with others, to pursue litigation or otherwise to exercise its rights as a security holder to seek to protect the interests of security holders if it determines this to be in the interest of Fund shareholders.

The considerations discussed above for lower- quality debt securities also apply to lower-quality, unrated debt instruments of all types, including loans and other direct indebtedness of businesses with poor credit standing. Unrated debt instruments are not necessarily of lower-quality than rated securities, but they may not be attractive to as many buyers. The Fund relies more on FMR's credit analysis when investing in debt instruments that are unrated. Please refer to page for a discussion of Moody's and S&P ratings.

FIDELITY ADVISOR LIMITED TERM BOND FUND. Under no rmal circums ta nces the Fund will invest in fixed-income securities as follows:

(I) Corporate obligations which are rated AAA, AA, or A by S&P, or Aaa, Aa, or A by Moody's;

(II) Obligations issued or guaranteed as to interest and principal by the government of the U.S., or any agency or instrumentality thereof;

(III) Obligations (including certificates of deposit and bankers' acceptances) of U.S. banks which at the date of investment have capital gains, surplus, and undivided profits (as of the date of their most recently published annual financial statements) in excess of $100,000,000;

(IV) Commercial paper which at the date of investment is rated A-1 or A-2 by S&P or Prime-1 or Prime-2 by Moody's or, if not rated, is issued by companies which at the date of investment have an outstanding debt issue rated AAA, AA, or A by S&P or Aaa, Aa, or A by Moody's; and

(V) Such other fixed-income instruments as the Board of Trustees, in its judgment, deems to be of comparable quality to those enumerated above.

The Fund also may invest in unrated instruments, and may at times purchase instruments rated below A if FMR judges them to be of comparable quality to those rated A or better. Currently, the Fund does not intend to invest in debt obligations rated below Baa/BBB. Instruments in which the Fund may invest include asset-backed securities, collateralized mortgage obligations, convertible securities, loans and other direct debt instruments, mortgage-backed securities, and zero coupon bonds. For purposes of the Fund's investment policies, those instruments described in this paragraph and in (i) through (v) above are considered "bonds."

FMR's standards for determining high- and upper-medium grades are essentially the same as those described by S&P and Moody's as characteristic of their ratings of A and above. Such instruments have strong protection of principal and interest payments. In addition to reliance on S&P's or Moody's ratings, FMR also performs its own credit analysis. Investment-grade bonds are generally of medium to high quality. Those rated in the lower end of the category (Baa/BBB), however, may possess speculative characteristics and may be more sensitive to economic changes and changes in the financial condition of issuers.

In addition, the Fund may seek capital appreciation when consistent with its primary objective. In seeking capital appreciation, FMR will select securities for the Fund based on its judgment as to economic and market conditions and the prospects for interest rate changes.

The Fund may purchase or engage in foreign investments, indexed securities, illiquid investments, options and futures contracts, repurchase agreements and securities loans, restricted securities, and swap agreements. The Fund also may engage in reverse repurchase agreements for temporary or emergency purposes and not for investment purposes.

The Fund will maintain a dollar-weighted average maturity of 10 years or less. B ased on FMR's assessment of interest rate trends, generally, the average maturity will be shortened when interest rates are expected to rise and lengthened up to 10 years when interest rates are expected to decline.

FIDELITY ADVISOR GOVERNMENT INVESTMENT FUND. Under normal circumstances, as a non-fundamental policy at least 65% of the Fund's total assets will be invested in government securities.

The Fund invests primarily in obligations issued or guaranteed by the U.S. government or any of its agencies or instrumentalities (U.S. government securities), including U.S. Treasury bonds, notes and bills, Government National Mortgage Association mortgage-backed pass-through certificates (Ginnie Maes) and mortgage-backed securities issued by the Federal National Mortgage Association (Fannie Maes) or the Federal Home Loan Mortgage Corporation (Freddie Macs). The U.S. government securities the Fund invests in may or may not be fully backed by the U.S. government. The Fund may enter into repurchase agreements involving any securities in which it may invest and also may enter into reverse repurchase agreements. The Fund considers "government securities" to include U.S. government securities subject to repurchase agreements. The Fund is not restricted as to the percentage of its assets that may be invested in any one type of U.S. government security. The Fund may for temporary defensive purposes invest without limit in U.S. government securities having a maturity of 365 days or less. The Fund may invest in delayed-delivery transactions, options and futures contracts, indexed securities, swap agreements and zero coupon bonds. In seeking current income, the Fund also may consider the potential for capital gain.

FIDELITY ADVISOR SHORT FIXED-INCOME FUND. Under normal conditions, at least 65% of the Fund's total assets will be invested in fixed-income securities. Where consistent with its investment objective, the Fund will take advantage of opportunities to realize capital appreciation.

The Fund normally will invest primarily in investment-grade fixed-income securities of all types. Investment-grade fixed-income securities are considered to be securities rated Baa or higher by Moody's or BBB or higher by S&P, and unrated securities that are of equivalent quality in FMR's opinion. The Fund may invest in lower-quality, high-yielding securities (sometimes referred to as "junk bonds"), as long as they are consistent with the Fund's objective of obtaining a high level of current income consistent with the preservation of capital. The Fund currently intends to limit its investments in these securities to 35% of its assets. As a non-fundamental policy, the Fund does not currently expect to invest in securities rated lower than B by S&P or Moody's.

Fixed-income securities may include, in any proportion, bonds, notes, U.S. government and government agency obligations, mortgage-related and asset-backed securities, zero coupon securities, foreign securities, indexed securities and convertible securities, and short-term obligations such as certificates of deposit, repurchase agreements, bankers' acceptances and commercial paper. The Fund also may purchase or engage in illiquid investments, loans and other direct debt instruments, options and futures contracts, restricted securities, and swap agreements.

In making investment decisions for the Fund, FMR will consider many factors other than current yield, including the preservation of capital, the potential for realizing capital appreciation, maturity and yield to maturity. FMR will adjust the Fund's investments in particular securities or in types of debt securities in response to its appraisal of changing economic conditions and trends. FMR may sell securities in anticipation of a market decline or purchase securities in anticipation of a market rise. In addition, FMR may sell one security and purchase another security of comparable quality and maturity to take advantage of what FMR believes to be short-term differentials in market values or yield disparities. The Fund may invest a portion of its assets in securities issued by foreign companies and foreign governments, which may be less liquid or more volatile than domestic investments. The Fund's investments, other than those backed by the U.S. government, are subject to the ability of the issuer to make payment at maturity.

The Fund will maintain a dollar-weighted maturity of three years or less. The Fund may hold individual securities with remaining maturities of more than three years, as long as the Fund's average maturity is three years or less.

MUNICIPAL/TAX-EXEMPT FUNDS. Tax-Exempt Funds invest primarily in municipal securities which are issued by state and local governments and their agencies to raise money for various public purposes, including general purpose financing for state and local governments as well as financing for specific projects or public facilities. Municipal securities may be backed by the full taxing power of a municipality or by the revenues from a specific project or the credit of a private organization. Some municipal securities are insured by private insurance companies, while others may be supported by letters of credit furnished by domestic or foreign banks. FMR monitors the financial condition of parties (including insurance companies, banks, and corporations) whose creditworthiness is relied upon in determining the credit quality of securities the Funds may purchase.

Yields on municipal bonds, and therefore the yield of High Income Municipal , Limited Term Tax-Exempt and Short-Intermediate

Tax-Exempt depend on factors such as general market conditions, interest rates, the size of a particular offering, the maturities of the obligations and the quality of the issues. The ability of the Funds to achieve their investment objectives is also dependent on the continuing ability of the issuers of the municipal obligations in which the Funds invest to meet their obligations for the payment of interest and principal when due.

Bonds generally are considered to be interest rate sensitive, which means that their values move inversely to interest rates. Long-term municipal bonds generally are more exposed to market fluctuations resulting from changes in interest rates than are short-term municipal bonds.

While the market for municipals is considered to be substantial, adverse publicity and changing investor perceptions may affect the ability of outside pricing services used by a Fund to value its portfolio securities and the Fund's ability to dispose of lower- quality bonds. The outside pricing services are consistently monitored to assure that securities are valued by a method that the Boards believe accurately reflects fair value. The impact of changing investor perceptions may be especially pronounced in markets where municipal securities are thinly traded.

The Funds' investments in municipal securities may include fixed, variable, or floating rate general obligation and revenue bonds (including municipal lease obligations and resource recovery bonds); zero coupon and asset-backed securities; inverse floaters; tax, revenue, or bond anticipation notes; and tax-exempt commercial paper. The Funds may buy or sell securities on a when-issued or delayed-delivery basis (including refunding contracts), and may purchase restricted and illiquid securities. The Funds may also buy and sell options and futures contracts.

Municipal obligations, including industrial development revenue bonds, are issued by or on behalf of states, territories, and possessions of the U.S. and the District of Columbia and their political subdivisions, agencies, and instrumentalities.

Each Fund may invest more than 25% of its total assets in securities whose revenue sources are from similar types of projects (e.g., education, electric utilities, health care, housing, transportation, or water, sewer and gas utilities) or whose issuers share the same geographic location. As a result, a fund may be more susceptible to economic, business or political development s than would a portfolio of bonds with a greater variety of issuers. These developments include proposed legislation or pending court decisions affecting the financing of such projects and market factors affecting the demand for their services or products.

FIDELITY ADVISOR HIGH INCOME MUNICIPAL FUND. Interest from all or a portion of the Fund's municipal bonds may be a "tax preference" item for some shareholders in determining their federal alternative minimum tax. Stability and growth of principal also will be considered when choosing securities.

Interest on some "private activity" municipal obligations is subject to the federal alternative minimum tax AMT bonds. AMT bonds are municipal obligations that benefit a private or industrial user or finance a private facility. The Fund reserves the right to invest up to 100% of its assets in AMT bonds.

The Fund may invest in municipal obligations which are rated in the medium and lower quality categories of NRSROs (such as obligations rated Caa by Moody's or CCC by S&P) or which are unrated, but judged by FMR, pursuant to procedures established by the Board of Trustees, to meet the quality standards of the Fund. Municipal obligations which are in the medium and lower rating categories or which are unrated generally offer a higher current yield than those offered by municipal obligations which are in the higher rating categories. Since available yields and the yield differential between higher and lower- quality obligations vary over time, no specific level of income or yield differential can be assured. Lower- quality bonds (those rated Ba/BB or lower) involve greater risk, including risk of default.

The Fund also may purchase tax-exempt instruments that become available in the future as long as FMR believes that their quality is equivalent to those rated Caa or CCC or better by Moody's or S&P, respectively.

The Fund's yield depends in part on the quality of its investments. Obligations rated investment grade or better (Baa/BBB or higher) generally are of medium to high quality. These securities typically have moderate to poor protection of principal and interest payments and have speculative characteristics.

Unrated obligations may be either investment grade or lower quality, but usually are not attractive to as many buyers. The Fund relies heavily on FMR's credit analysis when purchasing unrated or lower- quality bonds.

While lower- quality bonds traditionally have been less sensitive to interest rate changes than higher- quality investments, as with all bonds, the prices of lower- quality bonds will be affected by interest rate changes. Economic changes may affect lower- quality securities differently than other securities. Lower- quality municipal bonds may be more sensitive to adverse economic changes (including recession) in specific regions or localities or among specific types of issuers. During an economic downturn or a prolonged period of rising interest rates, issuers of lower- quality debt may have problems servicing their debt, meeting projected revenue goals, or obtaining additional financing. Periods of economic uncertainty and interest rate changes may cause market price volatility for lower- quality bonds and corresponding volatility in the Fund's share price.

During periods when, in FMR's opinion, a temporary defensive posture in the market is appropriate, the Fund may invest without limitation in cash or in obligations whose interest payments may be federally taxable. Taxable obligations include, but are not limited to, certificates of deposit, commercial paper, obligations issued by the U.S. government or any of its agencies or instrumentalities, and repurchase agreements.

The Fund may purchase long-term municipals with maturities of 20 years or more, which generally produce higher yields than short-term municipals. The Fund also may purchase short-term municipal obligations in order to provide for short-term capital needs. The average maturity of the Fund is currently expected to be greater than 20 years. Since the Fund's objective is to provide a high current yield, the Fund will purchase municipals with an emphasis on income. FMR may vary the Fund's average maturity depending on anticipated market conditions. Generally, the average maturity will be shortened when interest rates are expected to rise and lengthened when rates are expected to decline.

FIDELITY ADVISOR LIMITED TERM TAX-EXEMPT FUND. Under normal conditions, at least 80% of the Fund's annual income will be exempt from federal income taxes and at least 80% of the Fund's net assets will be invested in obligations having remaining maturities of 15 years or less. The Fund will maintain a dollar-weighted average maturity of 10 years or less.

The Fund will invest in municipal obligations which, in the judgment of FMR, are high quality or at least upper-medium quality. The Fund's standards for high quality and upper-medium quality obligations are essentially the same as those described by Moody's in rating municipal obligations within its three highest ratings of Aaa, Aa, and A and as those described by S&P in rating such obligations within its three highest ratings of AAA, AA and A. As a non-fundamental policy, the Fund will not purchase a security rated by Moody's or S&P unless it has received at least an A rating from either rating service.

The Fund m a y invest up to 20% of its total assets in municipal obligations which are unrated by Moody's or S&P if, in the judgment of FMR, such municipal obligations meet the standards of quality as set forth above. Unrated bonds are not necessarily of lower quality and may have higher yields than rated bonds, but the market for rated bonds is usually broader.

The Fund may invest up to 25% of its total assets in a single issuer's securities.

The Fund currently does not intend to invest in taxable obligations; however, consistent with that portion of its investment objective concerned with the preservation of capital, from time to time the Fund may invest a portion (normally not to exceed 20%) of its net assets on a temporary basis in fixed-income obligations whose interest is subject to federal income tax. These taxable obligations may include repurchase agreements. The Fund does not currently intend to invest in AMT bonds.

FIDELITY ADVISOR SHORT - INTERMEDIATE TAX-EXEMPT . Under normal conditions, the Fund will invest so that 80% or more of its net assets will be invested in securities whose interest is exempt from federal income tax. The Fund maintains the ability under normal circumstances, to invest up to 20% of its net assets in municipal securities issued to finance private activities whose interest is a tax-preference item for purposes of the federal alternative tax. If you are subject to the federal alternative minimum tax, a portion of your income may not be exempt from federal income tax.

The Fund normally invests at least 60% of its net assets in securities that FMR judges to be of equivalent quality to those rated A or better by Moody's or S&P. The Fund may not invest more than 5% of its net assets in securities rated below Baa by Moody's or BBB by S&P, or in unrated securities of equivalent quality, and does not currently intend to purchase securities rated lower than Ba or BB.

The Fund normally maintains a dollar-weighted average maturity of between two and four years. Although the Fund is permitted to hold securities with maturities of more than four years, its dollar-weighted average maturity is limited to a maximum of four years.

The Fund may temporarily change its investment focus for defensive purposes. During periods when, in FMR's opinion, a temporary defensive posture in the market is appropriate, the Fund may hold cash that is not earning interest or invest without limitation in short-term municipal obligations and money market instruments, including obligations whose interest may be federally taxable. Under such circumstances, the Fund may temporarily invest so that less than 80% of its net assets will be invested in securities whose interest is exempt from federal income tax. Federally taxable obligations include, but are not limited to, obligations issued by the U.S. government or any of its agencies or instrumentalities, high-quality commercial paper, certificates of deposit, and repurchase agreements. The Fund does not intend to invest in federally taxable obligations under normal conditions.

The Fund is non-diversified, which means that it may invest a greater portion of its assets in securities of a single issuer than would be the case if it were diversified. As a result, changes in the financial condition or market assessment of a single issuer could cause greater fluctuation in the Fund's share value.

INVESTMENT LIMITATIONS

Each Fund has adopted the following investment limitations designed to reduce investment risk. The policies and limitations discussed below, and in the Appendix beginning on page , are considered at the time of purchase. With the exception of each Fund's borrowing policy, the sale of portfolio securities is not required in the event of a subsequent change in circumstances.

DIVERSIFICATION: These limitations do not apply to U.S. government securities and are fundamental unless otherwise noted.

(bullet) Equity Portfolio Growth and Strategic Opportunities each may not purchase a security if, as a result, more than 5% of its total assets would be invested in the securities of any issuer;

(bullet) As a non-fundamental policy, generally to meet federal tax requirements at the close of each quarter, Emerging Markets Income and Short-Intermediate Tax-Exempt may not (1) with respect to 50% of its total assets, purchase a security if more than 5% of its total assets would be invested in the securities of a single issuer; and (2) invest more than 25% of its total assets in securities of a single issuer.

(bullet) With respect to 75% of its total assets, each other Fund may not purchase a security if, as a result, more than 5% of its total assets would be invested in the securities of any issuer.

(bullet) Each Fund (except Emerging Markets Income and Short-Intermediate Tax-Exempt) may not purchase a security if, as a result, it would hold more than 10% of the outstanding voting securities of any issuer (except that Overseas, Growth Opportunities, Equity Portfolio Income, Income & Growth, High Yield, Government Investment, Short Fixed-Income and High Income Municipal each may invest up to 25% of its total assets without regard to this limitation .)

(bullet) Limited Term Tax-Exempt may not purchase the securities of any issuer if, as a result, more than 25% of its total assets would be invested in industrial development bonds whose issuers are in any one industry.

(bullet) Each other Fund may not purchase the securities of any issuer if, as a result, more than 25% of the Fund's total assets would be invested in the securities of issuers having their principal business activities in the same industry. Limited Term Bond may, however, invest more than 25% of its total assets in obligations of banks, although it has no current intention of so doing.

(bullet) As a non-fundamental policy, Short-Intermediate Tax-Exempt may invest any portion of its assets in industrial revenue bonds (IRBs) backed by private issuers, and may invest up to 25% of its total assets in IRBs related to a single industry.

BORROWING: The following limitations are fundamental.

(bullet) Each fund may borrow money for temporary or emergency purposes, in an amount not exceeding 33 1/3% of the value of its total assets;

(bullet) Strategic Opportunities, Limited Term Bond, and Limited Term Tax-Exempt may not purchase any security while borrowings representing more than 5% of its total assets are outstanding.

(bullet) Growth Opportunities, Income & Growth, Government Investment Short Fixed - Income and High Income Municipal may not purchase any security while borrowings representing more than 5% of its net assets are outstanding.

The following limitations are non-fundamental.

(bullet) Each other fund may not purchase any security while borrowings representing more than 5% of its total assets are outstanding.

(bullet) Each Fund may borrow money from banks or from other funds advised by FMR, or by engaging in reverse repurchase agreements.

LENDING: Percentage limitations are fundamental.

(bullet) High Income Municipal , Limited Term Tax-Exempt and Short-Intermediate Tax-Exempt do not currently intend to engage in repurchase agreements or make loans (but this limitation does not apply to purchases of debt securities).

(bullet) Each other Fund (A) may lend securities to a broker-dealer or institution when the loan is fully collateralized; and (B) may lend money to a mutual fund advised by FMR or an affiliate. Each Fund will limit loans in the aggregate to 33 1/3% of its total assets.

Each Fund has received permission from the SEC to lend money to and borrow money from other funds advised by FMR or its affiliates, High Income Municipal, Limited Term Tax-Exempt and Short-Intermediate Tax-Exempt will participate only as borrowers. If a Fund borrows money, its share price may be subject to greater fluctuation until the borrowing is paid off. To this extent, purchasing securities when borrowings are outstanding may involve an element of leverage.

As a non-fundamental policy, each Fund may not purchase a security, if as a result, more than 15% (Overseas, Emerging Markets Income and High Yield) or 10% (all others) of its net assets would be invested in illiquid investments.

HOW TO BUY SHARES

S hares of each Fund are offered continuously to investors who engage an investment professional for investment advice and may be purchased at the public offering price (the offering price) next determined after the transfer agent receives your order to purchase. State Street Bank and Trust Company (the Transfer Agent), P.O. Box 8302, Boston, Massachusetts

02266-8302, provides transfer and dividend paying services for Class A shares of each Fund.

The offering price is equal to the net asset value per share (NAV) plus a sales charge, which is a variable percentage of the offering price depending upon the amount of the purchase. The table above shows total sales charges and concessions to securities dealers and banks (investment professionals) with which Distributors has Agreements.

You can open an account with a minimum initial investment of $2,500 by completing and returning an account application. You can make additional investments of $250 or more. For tax-deferred retirement plans, including IRA accounts, there is a $500 minimum initial investment and a $100 subsequent investment minimum. For accounts established under the Fidelity Advisor Systematic Investment Program or the Fidelity Advisor Systematic Exchange Program, there is a $1,000 initial and $100 monthly subsequent investment minimum requirement. FOR FURTHER INFORMATION ON OPENING AN ACCOUNT, PLEASE CONSULT YOUR INVESTMENT PROFESSIONAL OR REFER TO THE CLASS A ACCOUNT APPLICATION.

It is the responsibility of your investment professional to transmit your order to purchase shares to the Transfer Agent before 4:00 p.m. Eastern time in order for you to receive that day's Class A share price. The Transfer Agent must receive payment within five business days after an order is placed ; otherwise, the purchase order may be canceled and you could be held liable for resulting fees and/or losses. To eliminate the need for safekeeping, the Funds will issue certificates for shares only upon request.

All of your purchases must be made in U.S. dollars and checks must be drawn on U.S. banks. Each Fund reserves the right to limit the number of your checks processed at one time. If your check does not clear, the Fund may cancel your purchase and you could be held liable for any fees and/or losses incurred. When you purchase directly by check, the Fund can hold the proceeds of redemptions until the Transfer Agent is reasonably satisfied that the purchase payment has been collected (which can take up to seven calendar days). You may avoid a delay in receiving redemption proceeds by purchasing shares with a certified check. S hares of the fixed-income funds purchased through investment professionals utilizing an automated order placement and settlement system that guarantees payment for orders on a specified date, begin to earn income dividends on that date. Direct purchases and all other orders begin to earn dividends on the business day after the Fund receives payment.

Each Fund and Distributors reserve the right to suspend the offering of shares for a period of time and to reject any order for the purchase of shares, including certain purchases by exchange (see "How to Exchange,'' page).

2.SALES CHARGES AND INVESTMENT PROFESSIONAL CONCESSIONS

AMOUNT OF PURCHASE IN SINGLE TRANSACTIONS	SALES CHARGES AS % OF OFFERING PRICE	NET AMOUNT INVESTED	INVESTMENT PROFESSIONAL CONCESSION AS % OF OFFERING PRICE
FIDELITY ADVISOR FUNDS			
Less than $50,000	4.75%	4.99%	4.00%
$50,000 to less than $100,000	4.50%	4.71%	4.00%
$100,000 to less than $250,000	3.50%	3.63%	3.00%
$250,000 to less than $500,000	2.50%	2.56%	2.00%
$500,000 to less than $1,000,000	2.00%	2.04%	1.75%
$1,000,000 or more	None	None	See Below*
SHORT FIXED-INCOME FUND AND SHORT-INTERMEDIATE TAX-EXEMPT FUND:			
Less than $1,000,000	1.50%	1.52%	1.20%
$1,000,000 or more	None	None	See Below*

* INVESTMENT PROFESSIONALS WILL BE COMPENSATED WITH A FEE OF .25% FOR PURCHASES OF $1 MILLION OR MORE, IF THE ASSETS ON WHICH THE .25% IS PAID REMAIN WITHIN THE FIDELITY ADVISOR FUNDS FOR ONE YEAR, EXCEPT FOR PURCHASES THROUGH A BANK OR BANK-AFFILIATED BROKER-DEALER THAT QUALIFY FOR A SALES CHARGE WAIVER DESCRIBED BELOW. ALL ASSETS ON WHICH THE .25% FEE IS PAID MUST REMAIN IN CLASS A SHARES OF THE FIDELITY ADVISOR FUNDS, INITIAL CLASS SHARES OF DAILY MONEY FUND, OR SHARES OF DAILY TAX-EXEMPT MONEY FUND FOR A PERIOD OF ONE UNINTERRUPTED YEAR OR THE INVESTMENT PROFESSIONAL WILL BE REQUIRED TO REFUND THIS FEE TO DISTRIBUTORS.

3.MINIMUM ACCOUNT BALANCE. You must maintain an account balance of $1,000 in Class A shares. If your account falls below $1,000 due to redemption of Class A shares, the Transfer Agent may close it at the NAV next determined on the day your account is closed and mail you the proceeds at the address shown on the Transfer Agent's records. The Transfer Agent will give you 30 days' notice that your account will be closed unless you make an investment to increase your account balance to the $1,000 minimum. The minimum account balance does not apply to IRA accounts.

4.SALES CHARGE WAIVERS. Sales charges do not apply to Class A shares of a Fund purchased:

(1) by registered representatives, bank trust officers and other employees (and their immediate families) of investment professionals having Agreements with Distributors;

(2) by a current or former Trustee or officer of a Fidelity fund or a current or retired officer, director or regular employee of FMR Corp. or its direct or indirect subsidiaries (a "Fidelity Trustee or employee"), the spouse of a Fidelity Trustee or employee, a Fidelity Trustee or employee acting as custodian for a minor child, or a person acting as trustee of a

trust for the sole benefit of the minor child of a Fidelity Trustee or employee;
(3) by a charitable organization (as defined in Section 501(c)(3) of the Internal Revenue Code) investing $100,000 or more;
(4) by a charitable remainder trust or life income pool established for the benefit of a charitable organization (as defined in Section 501(c)(3) of the Internal Revenue Code);
(5) by trust institutions (including bank trust departments) investing on their own behalf or on behalf of their clients;
(6) in accounts as to which a bank or broker-dealer charges an asset management fee, provided the bank or broker-dealer has an Agreement with Distributors;
(7) as part of an employee benefit plan having more than 200 eligible employees or a minimum of $1,000,000 invested in Fidelity Advisor Funds;
(8) in a Fidelity or Fidelity Advisor IRA account purchased with the proceeds of a distribution from (i) an employee benefit plan having more than 200 eligible employees or a minimum of $3,000,000 in plan assets invested in Fidelity mutual funds or $1,000,000 invested in Fidelity Advisor mutual funds, or (ii) an insurance company separate account qualifying under (9) below, or funding annuity contracts purchased by employee benefit plans which in the aggregate have at least $3,000,000 in plan assets invested in Fidelity mutual funds;
(9) by an insurance company separate account used to fund annuity contracts purchased by employee benefit plans which in the aggregate have more than 200 eligible employees or $1,000,000 invested in Fidelity Advisor mutual funds;
(10) by any state, county, city, or any governmental instrumentality, department, authority or agency; or
(11) with redemption proceeds from other mutual fund complexes on which the investor has paid a front-end sales charge only.

Qualification for sales charge waivers must be cleared through Distributors in advance, and employee benefit plan investors must meet additional requirements specified in the Funds' SAIs. YOUR INVESTMENT PROFESSIONAL SHOULD CALL FIDELITY FOR MORE INFORMATION.

INVESTOR SERVICES

You may initiate many transactions by telephone. Note that the Transfer Agent will not be responsible for any losses resulting from unauthorized transactions if it follows reasonable procedures designed to verify the identity of the caller. The Transfer Agent will request personalized security codes or other information, and may also record calls. You should verify the accuracy of your confirmation statements immediately after you receive them. If you do not want the ability to redeem and exchange by telephone, call the Transfer Agent for instructions.

5.QUANTITY DISCOUNTS. Reduced sales charges are applicable to purchases of Class A shares of a Fund in amounts of $50,000 or more ($1,000,000 or more for Short Fixed-Income or Short-Intermediate Tax-Exempt). Your purchases of Class B shares may be included for purposes of qualifying for a Class A front-end sales charge reduction in the following programs. To obtain the reduction of the sales charge, you or your investment professional must notify the Transfer Agent at the time of purchase whenever a quantity discount is applicable to your purchase. Upon such notification, you will receive the lowest applicable sales charge.

For purposes of qualifying for a reduction in front-end sales charges under the Combined Purchase, Rights of Accumulation or Letter of Intent programs, the following may qualify as an individual, or a "company" as defined in Section 2(a)(8) of the Investment Company Act of 1940 (1940 Act): an individual, spouse, and their children under age 21 purchasing for his, her, or their own account; a trustee, administrator or other fiduciary purchasing for a single trust estate or single fiduciary account or for a single or a parent-subsidiary group of "employee benefit plans" (as defined in Section 3(3) of the Employee Retirement Income Security Act of 1974); and tax-exempt organizations as defined under Section 501(c)(3) of the Internal Revenue Code.

6.COMBINED PURCHASES. When you invest in Class A shares of a Fund for several accounts at the same time, you may combine these investments into a single transaction to qualify for the quantity discount if purchased through one investment professional and if the total is at least $50,000 (at least $1,000,000 for Short Fixed-Income or Short-Intermediate Tax-Exempt).

7.RIGHTS OF ACCUMULATION. Your "Rights of Accumulation" permit reduced front-end sales charges on any future purchases of Class A shares after you have reached a new breakpoint in a Fund's sales charge schedule. You may add the value of currently held Class A and Class B shares of Fidelity Advisor Funds, and the value of Initial Class shares and Class B shares of Daily Money Fund : U.S. Treasury Portfolio and shares of Daily Money Fund: Money Market Portfolio and Daily Tax-Exempt Money Fund ACQUIRED BY EXCHANGE FROM ANY FIDELITY ADVISOR FUND, determined at the current day's NAV at the close of business, to the amount of your new purchase valued at the current offering price , to determine your reduced front-end sales charge.

8.LETTER OF INTENT. If you anticipate purchasing a Fund's Class A shares in amounts of $50,000 or more ($1,000,000 for Short Fixed-Income or Short-Intermediate Tax-Exempt) alone or in combination with Class A or Class B shares of other Fidelity Advisor Funds , Initial Class shares and Class B shares of Daily Money Fund: U.S. Treasury Portfolio, and shares of Daily Money Fund: Money Market Portfolio and Daily Tax-Exempt Money Fund ACQUIRED BY EXCHANGE FROM ANY FIDELITY ADVISOR FUND, within a 13-month period, you may obtain Class A shares at the same reduced sales charge as though the total quantity were invested in one lump sum, by filing a non-binding Letter of Intent (the Letter) within 90 days of the start of the purchases. Each Class A investment you make after signing the Letter will be entitled to the sales charge applicable to the total investment indicated in the Letter. For example, a $2,500 purchase of Class A shares toward a $50,000 Letter would receive the same reduced sales charge as if the $50,000 ($1,000,000 for Short Fixed-Income or Short-Intermediate Tax-Exempt) had been invested at one time. To ensure that the reduced price will be received on future purchases, you or your investment professional must inform the Transfer Agent that the Letter is in effect each time Class A shares are purchased. Neither income dividends nor capital gain distributions reinvested in additional Class A or Class B shares will apply toward the completion of the Letter.

Your initial investment must be at least 5% of the total amount you plan to invest. Out of the initial purchase, 5% of the dollar amount specified in the Letter will be registered in your name and held in escrow. The Class A shares held in escrow cannot be redeemed or exchanged until the Letter is satisfied or the additional sales charges have been paid. You will earn income dividends and capital gain distributions on escrowed Class A shares. The escrow will be released when your purchase of the total amount has been completed. You are not obligated to complete the Letter.

If you purchase more than the amount specified in the Letter and qualify for a further front-end sales charge reduction, the front-end sales charge will be adjusted to reflect your total purchase at the end of 13 months. Surplus funds will be applied to the purchase of additional Class A shares at the then current offering price applicable to the total purchase.

If you do not complete your purchase under the Letter within the 13-month period, you will receive 30 days' written notice to pay the increased front-end sales charges due. Otherwise, sufficient escrowed Class A shares will be redeemed to pay such charges.

FOR MORE INFORMATION ON THE TERMS OF QUANTITY DISCOUNTS, PLEASE CONSULT YOUR INVESTMENT PROFESSIONAL.

9.FIDELITY ADVISOR SYSTEMATIC INVESTMENT PROGRAM. You can make regular investments in Class A shares of a Fidelity Advisor Fund with the Systematic Investment Program by completing the appropriate section of the account application and attaching a voided personal check. Investments may be made monthly by automatically deducting $100 or more from your bank checking account. You may change the amount of your monthly purchase at any time. There is a $1,000 minimum initial investment requirement for the Systematic Investment Program. S hares will be purchased at the offering price next determined following receipt of the investment by the Transfer Agent. You may cancel the Systematic Investment Program at any time without payment of a cancellation fee. You will receive a confirmation from the Transfer Agent for every transaction, and a debit entry will appear on your bank statement.

SHAREHOLDER COMMUNICATIONS

The Transfer Agent or your investment professional will send you a confirmation after every transaction that affects your share balance or account registration. In addition, a consolidated statement will be provided at least quarterly. At least twice a year each shareholder will receive the Fund's financial statements, with a summary of its portfolio composition and performance. To reduce expenses, only one copy of most shareholder reports (such as a Fund's Annual Report) will be mailed to each shareholder address. Please write to the Transfer Agent or contact your investment professional if you need to have additional reports sent each time.

Each Fund pays for these shareholder communications, but not for special services that are required by a few shareholders, such as a request for a historical transcript of an account. You may be required to pay a fee for such special services. If you are purchasing shares of a Fund through a program of administrative services offered by an investment professional, you should read the additional materials pertaining to that program in conjunction with this prospectus. Certain features of each Fund, such as the minimum initial or subsequent investment, may be modified in these programs, and administrative charges may be imposed for the services rendered.

HOW TO EXCHANGE

An exchange is the redemption of Class A shares of one Fund and the purchase of Class A shares of another Fund, each at the next determined NAV. The exchange privilege is a convenient way to buy and sell Class A shares of the Fidelity Advisor Funds, Initial Class s hares of Daily Money Fund : U.S. Treasury Portfolio , and shares of Daily Money Fund: Money Market Portfolio and Daily Tax-Exempt Money Fund , provided such Funds are registered in your state.

To protect each Fund's performance and shareholders, FMR discourages frequent trading in response to short-term market fluctuations. Each Fund reserves the right to refuse exchange purchases by any person or group if, in FMR's opinion, the Fund would be unable to invest effectively in accordance with its investment objective and policies, or would otherwise be affected adversely. Your exchanges may be restricted or refused if a Fund receives or anticipates simultaneous orders affecting significant portions of a Fund's assets. In particular, a pattern of exchanges that coincides with a "market timing" strategy may be disruptive to a Fund. Exchange restrictions may be imposed at any time. The Funds may modify or terminate the exchange privilege. The exchange limit may be modified for certain institutional retirement plans.

Exchange instructions may be given by you in writing or by telephone directly to the Transfer Agent or through your investment professional . If you choose to exchange by writing, you must send a letter of instruction with your signature guaranteed either directly to the Transfer Agent or to your investment professional, accompanied by either the certificates representing the shares to be redeemed or, if no certificates have been issued, by a stock power form with your signature guaranteed. FOR MORE INFORMATION ON ENTERING AN EXCHANGE TRANSACTION, PLEASE CONSULT YOUR INVESTMENT PROFESSIONAL.

Before you make an exchange:

1. Read the prospectus of the Fund into which you want to exchange.
2. Class A shares of a Fund may be exchanged for Class A shares of another Fidelity Advisor Fund seven calendar days after purchase, at NAV. If you have held Class A shares of Short Fixed-Income Fund or Short-Intermediate Tax-Exempt for less than six months, you will pay a sales charge equal to the difference between the front-end sales charge on the Class A shares of the Fund you are exchanging into and the front-end sales charge applicable to Class A shares of Short Fixed-Income or Short-Intermediate Tax-Exempt being exchanged. For example, if you paid the full 1.50 % front-end sales charge when you purchased your Short Fixed-Income Class A shares, you will have to pay a sales charge of up to 3.25% when you exchange these shares into Class A shares of another Fidelity Advisor Fund with a maximum front-end sales charge of 4.75%. After six months, shares may be exchanged at NAV. Exchanges of Initial Class shares of Daily Money Fund: U.S. Treasury Portfolio or shares of Daily Money Fund: Money Market Portfolio and Daily Tax-Exempt Money Fund into Class A shares of a Fidelity Advisor Fund will be processed at the next determined offering price (unless the shares were acquired by exchange from another Fidelity Advisor Fund).
3. You may exchange only between accounts that are registered in the same name, address, and taxpayer identification number.
4. You may make four exchanges out of each Fund per calendar year. If you exceed this limit, your future purchases of (including exchanges into) Fidelity Advisor Funds may be permanently refused. For purposes of the four exchange limit, accounts under common ownership or control, including accounts having the same taxpayer identification number, will be aggregated. Systematic exchanges are not subject to this four exchange limit (see following section).
5. TAXES: The exchange of Class A shares is considered a sale and may be taxable. The Transfer Agent will send you or your investment professional a confirmation of each exchange transaction.

10.FIDELITY ADVISOR SYSTEMATIC EXCHANGE PROGRAM. You can exchange a specific dollar amount of Class A shares from a Fund into Class A shares of another Fidelity Advisor Fund , Initial Class shares of Daily Money Fund: U.S. Treasury Portfolio or shares of Daily Money Fund: Money Market Portfolio and Daily Tax-Exempt Money Fund on a periodic basis under the following conditions:

1. The account from which the exchanges are to be processed must have a minimum balance of $10,000.
2. The account into which the exchanges are to be processed must be an existing account with a minimum balance of $1,000.
3. Both accounts must have identical registrations and taxpayer identification numbers. The minimum amount that can be exchanged systematically into a Fund is $100.
4. Systematic e xchanges will be processed at the NAV determined on the transaction date, except that s ystematic e xchanges into Class A shares of a Fidelity Advisor Fund from Initial Class s hares of Daily Money Fund : U.S. Treasury Portfolio or shares of Daily Money Fund: Money Market Portfolio and Daily Tax-Exempt Money Fund, will be processed at the offering price next determined on the transaction date (unless the shares were acquired by exchange from another Fidelity Advisor Fund).

HOW TO SELL SHARES

You may sell (redeem) all or a portion of your shares on any day the New York Stock Exchange (NYSE) is open, at the NAV next determined after the Transfer Agent receives your request to sell. Orders to sell may be placed by you in writing or by telephone or through your investment professional.

If you choose to sell shares by written instruction, you must send a letter of instruction with your signature guaranteed either directly to the Transfer Agent or to your investment professional, accompanied by either the certificates representing the shares to be redeemed or, if no certificates have been issued, by a stock power form with your signature guaranteed. Orders to sell received by the Transfer Agent before 4:00 p.m. Eastern time will receive that day's Class A share price. For orders to sell placed through your investment professional, it is the investment professional's responsibility to transmit such orders to the Transfer Agent by 4:00 p.m. Eastern time for you to receive that day's Class A share price.

Once your Class A shares are redeemed, a Fund normally will send the proceeds on the next business day to the address of record. If making immediate payment could adversely affect the Fund, the Fund may take up to seven days to pay you. A Fund may withhold redemption proceeds until it is reasonably satisfied that it has collected investments that were made by check (which may take up to seven calendar days).

When the NYSE is closed (or when trading is restricted) for any reason other than its customary weekend or holiday closings, or under any emergency circumstances as determined by the SEC to merit such action, a Fund may suspend redemption or postpone payment dates for more than seven days. The Transfer Agent requires additional documentation to redeem shares registered in the name of a corporation, agent or fiduciary or a surviving joint owner. Call 1-800-526-0084 for specific requirements.

11.REDEMPTION REQUESTS BY TELEPHONE .

TO RECEIVE A CHECK. You may sell shares of a Fund having a value of $100,000 or less from your account by calling the Transfer Agent. Redemption proceeds must be sent to the address of record listed on the account, and a change of address must not have occurred within the preceding 3 0 days.

TO RECEIVE A WIRE. You may sell shares of a Fund and have the proceeds wired to a pre-designated bank account. Wires will generally be sent the next business day following the redemption of shares from your account.

Telephone redemptions cannot be processed for Fidelity Advisor Fund prototype retirement accounts where State Street Bank and Trust Company is the custodian.

12.REDEMPTION REQUESTS IN WRITING. For your protection, if you sell shares of a Fund having a value of more than $100,000, if you are sending the proceeds of a redemption of any amount to an address other than the address of record listed on the account, if you have requested a change of address within the preceding 3 0 days, or if you wish to have the proceeds wired to a non - predesignated bank account, you must send a letter of instruction signed by all registered owners with signature(s) guaranteed to the Transfer Agent. A signature guarantee is a widely recognized way to protect you by guaranteeing the signature on your request; it may not be provided by a notary public. Signature guarantee(s) will be accepted from banks, brokers, dealers, municipal securities dealers, municipal securities brokers, government securities dealers, government securities brokers, credit unions (if authorized under state law), national securities exchanges, registered securities associations, clearing agencies and savings associations.

13.REINSTATEMENT PRIVILEGE. If you have sold all or part of your Class A shares of a Fund you may reinvest an amount equal to all or a portion of the redemption proceeds in Class A shares of the Fund or in Class A shares of any of the other Fidelity Advisor Funds, at the NAV next determined after receipt of your investment order, provided that such reinvestment is made within 30 days of redemption. You must reinstate your Class A shares into an account with the same registration. This privilege may be exercised only once by a shareholder with respect to a Fund and certain restrictions may apply.

14.FIDELITY ADVISOR SYSTEMATIC WITHDRAWAL PROGRAM. If you own Class A shares of a Fund worth $10,000 or more, you may periodically have proceeds sent automatically from your account to you, to a person named by you, or to your bank checking account. Your Systematic Withdrawal Program payments are drawn from Class A share redemptions. If Systematic Withdrawal Program redemptions exceed distributions earned on your Class A shares, your account eventually may be exhausted. Since a sales charge is applied on new Class A shares you buy, it is to your disadvantage to buy Class A shares while also making systematic redemptions. You may obtain information about the Systematic Withdrawal Program by contacting your investment professional.

15.CHECKWRITING SERVICE. Short Fixed-Income and Short-Intermediate Tax-Exempt each offer a checkwriting service ($500 minimum) to allow the redemption of shares from your account. Refer to the Class A account application or each SAI and complete the attached signature card. Upon receipt of the properly completed Class A account application and signature card, the Fund will provide checks. If you redeem by check from the Fund and the amount of the check is greater than the value of your account, your check will be returned to you and you may be subject to additional charges.

DISTRIBUTION OPTIONS

When you fill out your account Class A application, you can choose from four Distribution Options:

1. REINVESTMENT OPTION. Dividends and capital gain distributions will be automatically reinvested in additional Class A shares of a Fund. If you do not indicate a choice on your account application, you will be assigned this option.
2. INCOME-EARNED OPTION. Capital gain distributions will be automatically reinvested, but a check will be sent for each dividend distribution.
3. CASH OPTION. A check will be sent for each dividend and capital gain distribution.
4. DIRECTED DIVIDENDS(Registered trademark) PROGRAM. Dividends and capital gain distributions will be automatically invested in Class A shares of another identically registered Fidelity Advisor Fund.

You may change your Distribution Option at any time by notifying the Transfer Agent in writing. Distribution checks for fixed-income funds will be mailed no later than seven days after the last day of the month. On the day a Fund goes ex-dividend, the amount of the distribution is deducted from its share price. Reinvestment of distributions will be made at that day's NAV. If you select option 2 or 3 and the U.S. Postal Service cannot deliver your checks, or if your checks remain uncashed for six months, distribution checks will be reinvested in your account at the current NAV and your election may be converted to the Reinvestment Option.

DISTRIBUTIONS AND TAXES

DISTRIBUTIONS. The Funds distribute substantially all of their net investment income and capital gains, if any, to shareholders each year pursuant to the following schedule. Each Fund may pay capital gains in December. In addition, Equity Portfolio Growth, Equity Portfolio Income, Limited Term Bond and Limited Term Tax-Exempt may pay capital gains in January as well. Emerging Markets Income may also pay capital gains in February.

Equity Portfolio Growth pays net investment income, if any, in January and December; Overseas, Growth Opportunities, Global Resources, and Strategic Opportunities pay in December; Emerging Markets Income, High Yield, Limited Term Bond, Government Investment, Short Fixed-Income, High Income Municipal, Limited Term Tax-Exempt and Short-Intermediate Tax-Exempt declare dividends daily and pay monthly; and Equity Portfolio Income and Income & Growth declare dividends in March, June, September, and December and pay the following month.

16.CAPITAL GAINS. You may realize a gain or loss when you sell (redeem) or exchange shares. For most types of accounts, a Fund will report the proceeds of your redemptions to you and the IRS annually. However, because the tax treatment also depends on your purchase price and your personal tax position, YOU SHOULD KEEP YOUR REGULAR ACCOUNT STATEMENTS TO USE IN DETERMINING YOUR TAX.

17."BUYING A DIVIDEND." On the record date for a distribution from a Fund, the Fund's share price is reduced by the amount of the distribution. If you buy shares just before the record date (buying a dividend), you will pay the full offering price for the shares, and then receive a portion of the price back as a taxable distribution.

18.FEDERAL TAXES. Distributions from each Fund's income and short-term capital gains are taxed as dividends, and long-term capital gain distributions are taxed as long-term capital gains. Gains on the sale of tax-free bonds results in a taxable distribution. Short-term capital gains and a portion of the gain on bonds purchased at a discount after April 30, 1993 are taxed as dividends. Distributions are taxable when they are paid, whether you take them in cash or reinvest them in additional shares, except that distributions declared in December and paid in January are taxable as if paid on December 31. Each Fund will send you a tax statement by January 31 showing the tax status of the distributions you received in the past year. A copy will be filed with the Internal Revenue Service (IRS).

To the extent that a Fund invest s in municipal obligations whose interest is subject to the federal alternative minimum tax for individuals (AMT bonds) , i ndividuals who are subject to the AMT will be required to report a portion of the Fund's dividends as a "tax-preference item" in determining their federal tax. Federally tax-free interest earned by the Funds is federally tax-free when distributed as income dividends. During the most recent fiscal year ended, 100% of the income dividends for High Income Municipal and Limited Term Tax-Exempt were free from federal tax. If the Funds earn taxable income from any of their investments, it will be distributed as a taxable dividend. Some of the Funds may be eligible for the dividends-received deduction for corporations.

EFFECT OF FOREIGN TAXES. A Fund may pay withholding or other taxes to foreign governments during the year. These taxes would reduce the Fund's dividends, but would be included in the taxable income reported on your tax statement. You may be able to claim an offsetting tax credit or itemized deduction for foreign taxes paid by the Fund. Your tax statement will generally show the amount of foreign tax for which a credit or deduction will be available.

STATE AND LOCAL TAXES. Mutual fund dividends from U.S. government securities generally are free from state and local income taxes. However, particular states may limit this benefit, and some tupes of securitites, such as repurchase agreements and some agency backed securitites, may not qualify for the benefit. Ginnie mae securities and other mortgage-backed securities are notable exceptions in most states. Some states may impose intangible property taxes.

OTHER TAX INFORMATION. The information above is only a summary of some of the tax consequences generally affecting the Funds and their shareholders, and no attempt has been made to discuss individual tax consequences. In addition to federal tax, shareholders may be subject to state or local taxes on their investments. Investors should consult their tax advisors for details and up-to-date information on the tax laws in their state to determeine whether the fund is suitable to their particular tax situation.

When you sign your account application, you will be asked to certify that your social security or taxpayer identification number is correct and that you are not subject to 31% backup withholding for failing to report income to the IRS. If you violate IRS regulations, the IRS can require a Fund to withhold 31% of your taxable distributions and redemptions.

FEES

19.MANAGEMENT AND OTHER SERVICES. For managing its investments and business affairs, each Fund pays a monthly fee to FMR.

Each Fund (with the exception of Equity Portfolio Income, see below) pays a monthly fee to FMR based on a basic fee rate, which is the sum of two

components:
1. A group fee rate based on the monthly average net assets of all of the mutual funds advised by FMR. This rate for Equity Funds cannot rise above .52% and it drops (to as low as a marginal rate of .31%*) as total assets in all of these funds rise. The effective Equity Fund group fee rate for September 1993, October 1993 and November 1993 was .3262%, .3254% and .3250%, respectively. The group fee rate for Fixed-Income Funds cannot rise above .37% and it drops (to as low as a marginal rate of .15%*) as total assets in all of these funds rise. The effective Fixed-Income group fee rate for October 1993 and November 1993 was .1631% and .1627%, respectively.
2. An individual fund fee rate, which varies for each Fund.
* FMR VOLUNTARILY AGREED TO ADOPT REVISED GROUP FEE RATE SCHEDULES WHICH PROVIDE FOR A MARGINAL RATE AS LOW AS .285% (EQUITY FUNDS) AND .1325% (FIXED-INCOME FUNDS) WHEN AVERAGE GROUP NET ASSETS EXCEED $336 BILLION. (THE MANAGEMENT CONTRACTS FOR EMERGING MARKETS INCOME, HIGH YIELD, AND SHORT-INTERMEDIATE TAX-EXEMPT CONTAIN THE REVISED GROUP FEE RATE SCHEDULES.) A NEW MANAGEMENT CONTRACT WITH A REVISED GROUP FEE RATE SCHEDULE WILL BE PRESENTED FOR APPROVAL AT EACH FUND'S NEXT SHAREHOLDER MEETING.

One-twelfth of the annual basic fee rate is applied to each Fund's net assets averaged over the most recent month, giving a dollar amount which is the management fee for that month.

Equity Portfolio Income pays FMR a monthly management fee at an annual rate of .50% of its average net assets.

The following are the individual fund fee rates and total management fees for each Fund's most recent fiscal year end.

	INDIVIDUAL FUND FEE RATE (AS A PERCENTAGE OF AVERAGE NET ASSETS)	TOTAL MANAGEMENT FEE (AS A PERCENT OF AVERAGE NET ASSETS) BEFORE REIMBURSEMENTS, IF ANY
INTERNATIONAL FUNDS:		
Overseas	0.45%	0.77%(dagger)
Emerging Markets Income*	0.55%	0.71%
EQUITY FUNDS:		
Equity Portfolio Growth	0.33%	0.66%
Growth Opportunities	0.30%	0.68%
Global Resources	0.45%	0.77%(dagger)
Strategic Opportunities	0.30%	0.54%
Equity Portfolio Income	.NA	0.50%
Income & Growth	0.20%	0.53%
FIXED-INCOME FUNDS:		
High Yield	0.45%	0.51%
Limited Term Bond	0.25%	0.42%
Government Investment	0.30%	0.46%
Short Fixed-Income	0.30%	0.47%
MUNICIPAL/TAX-EXEMPT FUNDS:		
High Income Municipal Fund	0.25%	0.42%
Limited Term Tax-Exempt Fund	0.25%	0.42%
Short-Intermediate Tax -Exempt *	0.25%	0.41%

(dagger) TOTAL MANAGEMENT FEES ARE HIGHER THAN THOSE CHARGED BY MOST MUTUAL FUNDS, BUT NOT NECESSARILY HIGHER THAN THOSE OF A TYPICAL INTERNATIONAL FUND, DUE TO THE GREATER COMPLEXITY, EXPENSE AND COMMITMENT OF RESOURCES INVOLVED IN INTERNATIONAL INVESTING.
* PROJECTIONS FOR FIRST YEAR OF OPERATIONS.

In addition to the basic fee, the management fees for Overseas, Growth Opportunities, and Strategic Opportunities vary based on performance. The performance adjustment is added to or subtracted from the management fee and is calculated monthly. It is based on a comparison of each Fund's performance to that of an index, over the most recent 36-month period. The difference is converted into a dollar amount that is added to or subtracted from the management fee. This adjustment rewards FMR when the Fund outperforms the index and reduces FMR's fee when the Fund underperforms the index. The maximum annualized performance index adjustment rate for each Fund is +/- .20%. Overseas compares itself to the Morgan Stanley Capital International Europe, Australia, Far East Index. (Prior to December 1, 1992, Overseas Fund's performance adjustment was based on a comparison with the Morgan Stanley Capital International Europe Index.) Growth Opportunities and Strategic Opportunities compare themselves to the S&P 500. See "The Trusts and the Fidelity Organization" for information regarding performance calculations for Strategic Opportunities.

FMR may, from time to time, agree to reimburse a Fund for expenses (excluding interest, taxes, brokerage commissions, and extraordinary expenses) above a specified percentage of average net assets. FMR retains the ability to be repaid by a Fund for these expense reimbursements in the amount that expenses fall below the limit prior to the end of the fiscal year. Fee reimbursements by FMR will increase a Fund's yield and total return, and repayment by a Fund will lower its yield and total return. FMR has voluntarily agreed to reimburse expenses of the Class A shares of Emerging Markets Income, (effective July 1, 1994) Limited Term Bond, Government Investment, Limited Term Tax-Exempt and Short-Intermediate Tax Exempt to the extent that total expenses exceed, 1.50%, 0.90%, 0.95 %, .90% and .75%, respectively, of average net assets of Class A shares.

FMR has entered into sub-advisory agreements on behalf of certain Funds. Sub-advisors provide research and investment advice and research services with respect to issuers based outside the United States and FMR may grant sub-advisers investment management authority to buy and sell securities if FMR believes it would be beneficial to a Fund.

Overseas, Emerging Markets Income, Equity Portfolio Growth, Strategic Opportunities, Equity Portfolio Income , High Yield and Limited Term Bond each have entered into sub-advisory agreements with Fidelity Management & Research (U.K.) Inc. (FMR U.K.) , in London, England, and Fidelity Management & Research (Far East) Inc. (FMR Far East) , in Tokyo, Japan . FMR U.K. focuses primarily on issuers based in Europe, and FMR Far East focuses primarily on issuers based in Asia and the Pacific Basin. Under the sub-advisory agreements, FMR, not the Fund, pay s FMR U.K. and FMR Far East fees equal to 110% and 105%, respectively, of each sub-advisor's costs incurred in connection with its sub-advisory agreement.

In addition, Overseas and Emerging Markets Income each have entered into a sub-advisory agreement with Fidelity International Investment Advisors (FIIA) , in Pembroke, Bermuda, and Fidelity Investments Japan Limited (FIJ), in Tokyo, Japan. FIJ and FIIA are both Bermuda-based subsidiaries of Fidelity International Limited (FIL). FIIA, in turn, has entered into a sub-advisory agreement with its wholly owned subsidiary Fidelity International Investment Advisors (U.K.) Limited (FIIAL U.K.) , in Kent, England . Currently, FIIAL U.K. focuses on issuers based in countries other than the United States , including countries in Europe, Asia, and the Pacific Basin. Under the sub-advisory agreement, FMR pays FIIA 30% of its monthly management fee with respect to the average market value of investments held by the Fund for which FIJ and FIIA , respectively, have provided FMR with investment advice. FIIA, in turn, pays FIIAL U.K. a fee equal to 110% of FIIAL U.K.'s costs incurred in connection with providing investment advice and research services. For providing investment management services, the subadvisers are compensated as follows: (a) FMR pays FMR (U.K.), FMR Far East, FIJ and FIIA 50% of its monthly management fee with respect to Emerging Markets Income's average net assets managed by the sub-advisers on a discretionary basis; and (b) FIIA pays FIIAL U.K.'s costs incurred in connection with providing investment management services.

The Transfer Agent is paid fees based on the type, size and number of accounts in Class A shares of a Fund and the number of transactions made by Class A shareholders. The Transfer Agent has a sub-arrangement with Fidelity Investments Institutional Operations Company (FIIOC), 82 Devonshire Street, Boston, Massachusetts 02109, an affiliate of FMR for certain transfer dividend paying and shareholder services . The Transfer Agent pays to FIIOC a portion of its fee for Class A accounts for which FIIOC provides limited services, or its full fee for Class A accounts that FIIOC maintains on its behalf.

The fees for pricing and bookkeeping services are based on a Fund's average net assets, but must fall within a range of $45,000 to $750,000 per year. Fidelity Service Co. (Service), 82 Devonshire Street, Boston, Massachusetts 02109, an affiliate of FMR, calculates each Fund's daily Class A share price, and maintains its general accounting records (with the exception of High Income Municipal and Limited Term Tax-Exempt, see below). For those Funds which can engage in securities lending, Service also administers its securities lending program. For the most recent fiscal year , each Fund's fees for pricing and bookkeeping services (including related out-of-pocket expenses) amounted to: $57,711 (Overseas); $234,813 (Equity Portfolio Growth); $513,950 (Growth Opportunities); $45,425 (Global Resources); $145,494 (Strategic Opportunities); $113,026 (Equity Portfolio Income); $410,561 (Income & Growth); $121,204 (High Yield); $81,106 (Limited Term Bond); $46,457 (Government Investment); and $143,813 (Short Fixed-Income).

For High Income Municipal, Limited Term Tax-Exempt and Short-Intermediate Tax-Exempt, United Missouri Bank, N.A. (United Missouri), 1010 Grand Avenue, Kansas City, Missouri 64106, acts as the custodian, transfer agent for Class A shares and pricing and bookkeeping agent. United Missouri has a sub-arrangement with the Transfer Agent for transfer agent services and a sub-arrangement with Service for pricing and bookkeeping services. For the most recent fiscal year ended, fees paid to Service (including related out-of-pocket expenses) amounted to $157,559 (High Income Municipal) and $45,724 (Limited Term Tax-Exempt). All of the fees are paid to the Transfer Agent and Service by United Missouri, which is reimbursed by the Funds for such payments.

20.DISTRIBUTION AND SERVICE PLANS. The Board of Trustees of each Trust has adopted a Distribution and Service Plan (the Plans) on behalf of each Fund's Class A shares, pursuant to Rule 12b-1 under the 1940 Act (the Rule). The Rule provides in substance that a mutual fund may not engage directly or indirectly in financing any activity that is intended primarily to result in the sale of shares of a fund except pursuant to a plan adopted by the fund under the Rule. The Boards of Trustees have adopted the Plans to allow Class A shares and FMR to incur certain expenses that might be considered to constitute direct or indirect payment by Class A shares of distribution expenses.

Under each Plan, Class A shares are authorized to pay Distributors a monthly distribution fee as compensation for its services and expenses in connection with the distribution of Class A shares of the Fund. The Class A shares of each Fund pay Distributors a distribution fee at an annual percentage of average net assets of Class A shares of that Fund determined as of the close of business on each day throughout the month. The Class A shares of Overseas, Growth Opportunities, Global Resources, Strategic Opportunities, and Income & Growth each pay a distribution fee of .65% of their respective average net assets . The Class A shares of Equity Portfolio Growth and Equity Portfolio Income each pay a distribution fee of .65% of their respective average net assets (the Board can approve a maximum rate of .75%). The Class A shares of Emerging Markets Income, High Yield, Limited Term Bond, Government Investment, High Income Municipal and Limited Term Tax-Exempt each pay a distribution fee of .25% of their respective average net assets (the Board can approve a maximum rate of .40%). The Class A shares of Short Fixed-Income and Short-Intermediate Tax-Exempt each pay a distribution fee of .15% of their respective average net assets . Up to the full amount of the distribution fee paid by Class A of each Fund to Distributors may be reallowed to investment professionals based upon the level of marketing and distribution services provided.

Each Plan also provides that, through Distributors, FMR may make payments from its management fee or other resources to investment professionals in connection with the distribution of Class A shares.

Distributors will compensate investment professionals with a fee of .25% if the assets on which the .25% is paid remain in Class A shares of the Fidelity Advisor Funds for one uninterrupted year or the investment professional will be required to refund this fee to Distributors. The fee will not be paid on purchases through a bank or bank-affiliated broker-dealers that qualifies for a Sales Charge Waiver described on page 12. FMR may terminate the program at any time.

Class A shares of each Fund bear the fees paid pursuant to their Plan . Such fees are not borne by individual accounts, and will comply with the restrictions imposed by the NASD rule regarding asset based sales charges . Distribution fees will reduce the net investment income and total return of a Fund's Class A shares.

Investment professionals who provide enhanced inquiry, order entry and sales facilities in connection with transactions in Class A shares by their clients may receive an administrative fee up to the maximum applicable sales charge described in "Sales Charges and Investment Professional Concessions," on page . In addition, Distributors may , at its expense, provide promotional incentives such as sales contests and luxury trips to investment professionals who support the sale of shares of the Funds. In some instances, these incentives will be offered only to certain types of investment professionals, such as bank-affiliated or non-bank affiliated broker-dealers, or to investment professionals whose representatives provide services in connection with the sale or expected sale of significant amounts of shares.

The Glass-Steagall Act generally prohibits federally and state chartered or supervised banks from engaging in the business of underwriting, selling or distributing securities. Although the scope of this prohibition under the Glass-Steagall Act has not been fully defined, in Distributors' opinion it should not prohibit banks from being paid for shareholder servicing and recordkeeping. If, because of changes in law or regulation, or because of new interpretations of existing law, a bank or a Fund were prevented from continuing these arrangements, it is expected that the Board would make other arrangements for these services and that shareholders would not suffer adverse financial consequences. In addition, state securities laws on this issue may differ from the interpretations of federal law expressed herein, and banks and other financial institutions may be required to register as dealers pursuant to state law.

VALUATION

A Fund's shares are valued at NAV. NAV for Class A shares of each Fund is determined by adding Class A's pro rata share of the value of all security holdings and other assets of the Fund, deducting Class A's pro rata share of the liabilities of the Fund, deducting the liabilities allocated to Class A and then dividing the result by the number of Class A shares of the Fund outstanding.

NAV normally is calculated as of the close of business of the NYSE (normally 4:00 p.m. Eastern time). The Funds are open for business and NAV is calculated each day the NYSE is open for trading. Fund securities and other assets are valued primarily on the basis of market quotations furnished by pricing services, or if quotations are not available, by a method that the Board of Trustees believes accurately reflects fair value. Foreign securities are valued based on quotations from the primary market in which they are traded and are converted from the local currency into U.S. dollars using current exchange rates.

PERFORMANCE

Each Fund's performance may be quoted in advertising in terms of total return. All performance information is historical and is not intended to indicate future performance. Share price and total return fluctuate in response to market conditions and other factors, and the value of a Fund's shares when sold may be worth more or less than their original cost. Excluding a sales charge from a performance calculation produces a higher total return figure. TOTAL RETURN is the change in value of an investment in a Fund over a given period, assuming reinvestment of any dividends and capital gains. A CUMULATIVE TOTAL RETURN reflects actual performance over a stated period of time. An AVERAGE ANNUAL TOTAL RETURN is a hypothetical rate of return that, if achieved annually, would have produced the same cumulative total return if performance had been constant over the entire period. Average annual total returns smooth out variations in performance; they are not the same as actual year-by-year results. When an average annual return covers a period of less than one year, the calculation assumes that performance will remain constant for the rest of the year. Since this may or may not occur, the average annual returns should be viewed as a hypothetical rather than actual performance figure. Average annual and cumulative total returns usually will include the effect of paying a Fund's maximum sales charge.

The Funds also may quote performance in terms of yield. YIELD refers to the income generated by an investment in a Fund over a given period of time, expressed as an annual percentage rate. Yields are calculated according to a standard that is required for all stock and bond funds. High Income Municipal , Limited Term Tax-Exempt and Short-Intermediate Tax-Exempt may quote a TAX-EQUIVALENT YIELD, which shows the taxable yield an investor would have to earn before taxes to equal the Fund's tax-free yield. A tax-equivalent yield is calculated by dividing a Fund's yield by the result of one minus a stated federal or state tax rate. Because yield calculations differ from other accounting methods, the quoted yield may not equal the income actually paid to shareholders. This difference may be significant for funds whose investments are denominated in foreign currencies. In calculating yield, the Funds may from time to time use a security's coupon rate instead of its yield to maturity in order to reflect the risk premium on that security. This practice will have the effect of reducing a Fund's yield.

For additional performance information, please contact your investment professional or Distributors for a free Annual Report and SAI.

PORTFOLIO TRANSACTIONS

FMR uses various brokerage firms to carry out each Fund's equity security transactions. Fixed-income securities are generally traded in the over-the-counter market through broker-dealers. A broker-dealer is a securities firm or bank which makes a market for securities by offering to buy at one price and sell at a slightly higher price. The difference is known as a spread. Foreign securities are normally traded in foreign countries since the best available market for foreign securities is often on foreign markets. In transactions on foreign stock exchanges, brokers' commissions are generally fixed and are often higher than in the U.S., where commissions are negotiated. Since FMR, directly or through affiliated sub-advisers, places a large number of transactions, including those of Fidelity's other funds, the Funds pay lower commissions than those paid by individual investors, and broker-dealers are willing to work with the Funds on a more favorable spread.

The Funds have authorized FMR to allocate transactions to some broker-dealers who help distribute the Fund's shares or the shares of Fidelity's other funds to the extent permitted by law, and on an agency basis to Fidelity Brokerage Services, Inc. (FBSI) and Fidelity Brokerage Services Ltd. (FBSL), affiliates of FMR. FMR will make such allocations if commissions are comparable to those charged by non- affiliated qualified broker-dealers for similar services.

FMR may also allocate brokerage transactions to a Fund's custodian, acting as a broker-dealer, or other broker-dealers, so long as transaction quality and commission rates are comparable to those of other broker-dealers, where the broker-dealer will allocate a portion of the commissions paid toward payment of a Fund's expenses. These expenses currently include transfer agent fees and custodian fees.

Higher commissions may be paid to those firms that provide research, valuation and other services to the extent permitted by law. FMR also is authorized to allocate brokerage transactions to FBSI in order to secure from FBSI research services produced by third party, independent entities. FMR may use this research information in managing each Fund's assets, as well as assets of other clients.

When consistent with its investment objective, each Fixed-Income fund may engage in short-term trading. Also, a security may be sold and another of comparable quality simultaneously purchased to take advantage of what FMR believes to be a temporary disparity in the normal yield relationship of the two securities.

The frequency of portfolio transactions - the turnover rate - will vary from year to year depending on market conditions. Each Fund's turnover rate for the most recent fiscal year ended was: 42% (Overseas); 160% (Equity Portfolio Growth); 69% (Growth Opportunities); 208% (Global Resources); 183% (Strategic Opportunities); 120% (Equity Portfolio Income); 200% (Income & Growth); 79% (High Yield); 59% (Limited Term Bond); 333% (Government Investment); 58% (Short Fixed Income); 27% (High Income Municipal); and 46% (Limited Term Tax-Exempt). The annualized portfolio turnover rates of Emerging Market Income and Short-Intermediate Tax-Exempt are not expected to exceed 200% and 75%, respectively, for their first fiscal periods ending December 31, 1994 and November 30, 1994, respectively.

Because a high portfolio turnover rate increases transaction costs and may increase taxable capital gains, FMR carefully weighs the anticipated benefits of short-term investing against these consequences.

THE TRUSTS AND THE FIDELITY ORGANIZATION

Each Trust is an open-end management investment company. Each Trust was established by a separate Declaration of Trust as a Massachusetts business trust on each date as follows: June 24, 1983, Fidelity Advisor Series I; April 24, 1986, Fidelity Advisor Series II; May 17, 1982, Fidelity Advisor Series III; May 6, 1983, Fidelity Advisor Series IV; April 24, 1986, Fidelity Advisor Series V; June 1, 1983, Fidelity Advisor Series VI; March 21, 1980, Fidelity Advisor Series VII; and September 23, 1983, Fidelity Advisor Series VIII. Each Trust has its own Board of Trustees that supervises Fund activities and reviews the Fund s' contractual arrangements with companies that provide the Funds with services. As Massachusetts business trusts, the Trusts are not required to hold annual shareholder meetings, although special meetings may be called for a class of shares, a Fund or the Trust as a whole for purposes such as electing or removing Trustees, changing fundamental investment policies or limitations or approving a management contract or plan of distribution. As a shareholder, you receive one vote for each share and fractional votes for fractional shares of the Fund you own. For shareholders of Equity Portfolio Income the number of votes to which you are entitled is based on the dollar value of your investment. Separate votes are taken by each class of shares, or each Fund if a matter affects just that class of shares or Fund, respectively. There is a remote possibility that one Fund might become liable for any misstatement in the p rospectus about another Fund. Each class of shares is offered through a separate prospectus.

CLASS B. Fidelity Advisor Emerging Markets Income Fund, Fidelity Advisor Strategic Opportunities Fund, Fidelity Advisor Equity Portfolio Income, Fidelity Advisor High Yield Fund, Fidelity Advisor Limited Term Bond Fund, Fidelity Advisor Government Investment Fund, Fidelity Advisor High Income Municipal Fund, and Fidelity Advisor Limited Term Tax-Exempt Fund each offer a class of shares with a contingent deferred sales charge to retail investors who engage an investment professional for investment advice (Class B shares). Class B shares of each Fund are subject to an annual distribution fee of .75% of their respective average net assets, an annual service fee of .25% of their respective average net assets and a contingent deferred sales charge upon redemption within five years of purchase, which decreases from a maximum of 4% to 0%. At the end of six years , Class B shares of a Fund automatically convert to Class A shares of the same Fund . The initial and subsequent investment minimums for Class B shares are identical to those for Class A shares . Class B shares of a Fidelity Advisor Fund may be exchanged only for Class B shares of other Fidelity Advisor Funds or Class B shares of Daily Money Fund: U.S. Treasury Portfolio. Transfer agent and shareholder services for Class B shares of Fidelity Advisor Emerging Markets Income Fund, Fidelity Advisor Strategic Opportunities Fund, Fidelity Advisor Equity Portfolio Income, Fidelity Advisor High Yield Fund, Fidelity Advisor Limited Term Bond Fund and Fidelity Advisor Government Investment Fund are performed by FIIOC ; and for Class B shares of Fidelity Advisor High Income Municipal Fund and Fidelity Advisor Limited Term Tax-Exempt Fund are performed by United Missouri Bank . For the current fiscal year, total operating expenses for Class B shares are estimated to be as follows: 2.25%, after reimbursement, for Fidelity Advisor Emerging Markets Income Fund; 1.67% for Fidelity Advisor High Income Municipal Fund; 1.86% for Fidelity Advisor High Yield Fund; 1.70% , after reimbursement, for Fidelity Advisor Government Investment Fund; 2.12% for Fidelity Advisor Equity Portfolio Income; 1.92% for Fidelity Advisor Strategic Opportunities Fund; 1.65%, after reimbursement, for Fidelity Advisor Limited Term Bond Fund; and 1.65%, after reimbursement, for Fidelity Advisor Limited Term Tax-Exempt Fund. Investment professionals may receive different levels of compensation with respect to one particular class of shares over another class of shares in the Funds.

INSTITUTIONAL SHARES. Fidelity Advisor Equity Portfolio Growth, Fidelity Advisor Equity Portfolio Income, Fidelity Advisor Limited Term Bond Fund and Fidelity Advisor Limited Term Tax-Exempt Fund each offers shares to institutional and retail investors. Shares offered to institutional investors (Institutional shares) are offered continuously at NAV to (I) banks and trust institutions investing for their own accounts or for accounts of their trust customers, (II) plan sponsors meeting the ERISA definition of fiduciary, (III) government entities or authorities and (IV) corporations with at least $100 million in annual revenues. The initial and subsequent investment minimums for Institutional shares are $100,000 and $2,500, respectively. The minimum account balance is $40,000. Institutional shares of one fund may be exchanged for Institutional shares of another Fidelity Advisor Fund. Transfer agent and shareholder services for Institutional shares are performed by FIIOC. For the fiscal year ended November 30, 1993, total operating expenses for Institutional shares as a percent of average net assets were as follows: .94% for Fidelity Advisor Equity Portfolio Growth, .79% for Fidelity Advisor Equity Portfolio Income, .64% for Fidelity Advisor Limited Term Bond and .65% for Fidelity Advisor Limited Term Tax-Exempt. Institutional Shares have Distribution and Service Plans that do not provide for payment of a separate distribution fee; rather the Plans recognize that FMR may use its management fee and other resources to pay expenses for distribution-related activities and may make payments to investment professionals that provide shareholder support services or sell Institutional shares. Institutional shares also do not bear a shareholder service fee. Investment professionals currently do not receive compensation in connection with distribution and/or shareholder servicing of Institutional shares.

Strategic Opportunities offers a class of shares with a maximum 4.75% front-end sales charge to current holders of such shares (Initial Shares). New investors may not purchase Initial Shares. Current shareholders may make additional investments in Initial Shares of $250 or more. The minimum account balance for Initial Shares is $1,000. Reduced sales charges apply to purchases of $50,000 or more of Initial Shares. An investor in Initial Shares also may qualify for a reduction of the sales charge under the Rights of Accumulation or Letter of Intent programs. Sales charges on Initial Shares are waived for certain groups of investors. Transfer agent and shareholders services for Initial Shares are performed by Service. For the fiscal year ended September 30, 1993, total operating expenses as a percentage of net asset value for Initial Shares were .89%.

Strategic Opportunities offers three classes of shares, Initial Shares, Class A shares and Class B shares. Class A shares are offered through this prospectus. Initial Shares and Class B shares are described above and offered through separate prospectuses. Investment performance will be measured separately for Initial Shares, Class A shares and Class B shares, and the least of the three results obtained will be used in calculating the performance adjustment to the management fee paid by Strategic Opportunities.

Fidelity Investments is one of the largest investment management organizations in the U.S. and has its principal business address at 82 Devonshire Street, Boston, MA 02109. It includes a number of different companies that provide a variety of financial services and products. The Trusts employ various Fidelity companies to perform certain activities required to operate the Funds.

Fidelity Management & Research Company is the original Fidelity company founded in 1946. It provides a number of mutual funds and other clients with investment research and portfolio management services. It maintains a large staff of experienced investment personnel and a full complement of related support facilities. As of April 30, 1994 FMR advised funds having approximately 1 6 million shareholder accounts with a total value of more than $225 billion. Fidelity Distributors Corp. distributes shares for the Fidelity funds.

FMR Corp. is the parent company for the Fidelity companies. Through ownership of voting common stock, Edward C. Johnson 3d (President and a Trustee of the Trust), Johnson family members, and various trusts for the benefit of Johnson family members form a controlling group with respect to FMR Corp.

Peter J. Allegrini is manager of Advisor High Income Municipal, which he has managed since February 1992. Mr. Allegrini also manages Spartan Connecticut Municipal High Yield, Michigan Tax-Free High Yield and Ohio Tax-Free High Yield. Mr. Allegrini joined Fidelity in 1982.

Robert K. Citrone is manager of Advisor Emerging Market Income. He also manages Fidelity New Markets Income Fund, which he has managed since May 1993 and serves as strategist for Fidelity's emerging market fixed-income investments. Mr. Citrone joined Fidelity in 1990.

Bettina E. Doulton has been manager of Advisor Equity Portfolio Income since August 1993, and VIP Equity-Income since July 1993. Previously, she managed Select Automotive Portfolio and assisted on Equity-Income Portfolio and Magellan(Registered trademark). Ms. Doulton also served as an analyst following the domestic and European automotive and tire manufacturing industry as well as the gaming and lodging industry. She joined Fidelity in 1985.

Margaret L. Eagle is vice president and manager of Advisor High Yield, which she has managed since it began in January 1987. Ms. Eagle also manages several pension fund accounts. Previously, she managed Spartan High Income, and High Income (now Capital & Income). She also managed the bond portion of Puritan(Registered trademark). Ms. Eagle joined Fidelity in 1980.

Daniel R. Frank is vice president and manager of Advisor Strategic Opportunities which he has managed since December 1983. Previously, he was an assistant to Peter Lynch on Magellan. Mr. Frank joined Fidelity in 1979.

Michael S. Gray is vice president and manager of Advisor Limited Term Bond which he has managed since August 1987. Mr. Gray also manages Investment Grade Bond, Spartan Investment Grade Bond, and Intermediate Bond. Mr. Gray joined Fidelity in 1982.

Robert E. Haber is vice president and manager of Advisor Income & Growth, which he has managed since January 1987. Mr. Haber also manages Balanced and co-manages Global Balanced. Previously, he managed Convertible Securities. Mr. Haber joined Fidelity in 1985.

John (Jack) F. Haley Jr. is vice president and manager of Advisor Limited Term Tax-Exempt, which he has managed since September 1985. Mr. Haley also manages California Tax-Free Insured, California Tax-Free High Yield, and Spartan California Municipal High Yield. Mr. Haley joined Fidelity in 1981.

John R. Hickling is manager of Advisor Overseas, which he has managed since February 1993. Mr. Hickling also manages Japan, Overseas and VIP: Overseas. Previously he managed Emerging Markets, Europe and Pacific Basin. Mr. Hickling joined Fidelity in 1982.

Curtis Hollingsworth is vice president and manager of Advisor Government Investment, which he has managed since January 1992. Mr. Hollingsworth also manages Short-Intermediate Government, Government Securities, Institutional Short-Intermediate Government, Spartan Limited Maturity Government Bond, Spartan Long-Term Government Bond and Spartan Short-Intermediate Government. He joined Fidelity in 1983.

Malcolm W. MacNaught is vice president and manager of Advisor Global Resources, which he has managed since November 1988. Mr. MacNaught also manages Select Precious Metals and Minerals and Select American Gold. Previously, he managed Fidelity Fund and Convertable Securities. Mr. MacNaught joined Fidelity in 1968.

David Murphy is manager of Advisor Short-Intermediate Tax-Exempt Fund which he has managed since March 1994 . He also manages Limited Term Municipals, Spartan Intermediate Municipal and Spartan New Jersey Municipal High Yield. Before joining Fidelity in 1989, he managed municipal bond funds at Scudder, Stevens & Clark.

Robert E. Stansky is vice president and manager of Advisor Equity Portfolio Growth, which he has managed since April 1987. Mr. Stansky also manages Growth Company. Previously, he managed Emerging Growth and Select Defense and Aerospace. Mr. Stansky joined Fidelity in 1983.

Donald G. Taylor is vice president and manager of Advisor Short Fixed-Income, which he has managed since September 1989. Mr. Taylor also manages Short-Term Bond, Spartan Short-Term Income , and VIP II: Investment Grade Bond. In addition, he manages Income Plus for Fidelity International and serves as an assistant on Asset Manager: Income. Previously, he managed Corporate Trust, Qualified Dividend, VIP: Zero Coupon Bond and Utilities Income. Mr. Taylor joined Fidelity in 1986.

George A. Vanderheiden is vice president and manager of Advisor Growth Opportunities, which he has managed since November 1987. Mr. Vanderheiden also manages Destiny I and Destiny II. He is a managing director of FMR Corp., Leader of the Growth Group, and joined Fidelity in 1971.

APPENDIX

The following paragraphs provide a brief description of securities in which the Funds may invest and transactions they may make . T he Funds are not limited by this discussion, however, and may purchase other types of securities securities and enter into other types of transactions if they are consistent with the Funds' investment objectives and policies.

DELAYED-DELIVERY TRANSACTIONS. Securities may be bought and sold on a when-issued or delayed-delivery basis, with payment and delivery taking place at a future date. The market value of securities purchased in this way may change before the delivery date which could increase fluctuations in a Fund's yield. Ordinarily, a Fund will not earn interest on securities purchased until they are delivered.

EQUITY SECURITIES include common stocks, preferred stocks, convertible securities, and warrants. While FMR believes that these types of investments in emerging markets present the possibility for significant capital appreciation over the long-term, they also entail a high degree of risk. The prices of emerging market equities can fluctuate dramatically in response to company, market, economic, or political news.

FOREIGN CURRENCIES. The value of investments and the value of dividends and interest earned may be significantly affected by changes in currency exchange rates. Some foreign currency values may be volatile, and there is the possibility of governmental controls on currency exchange or governmental intervention in currency markets, which could adversely affect a fund. Although FMR may attempt to manage currency exchange rate risks, there is no assurance that FMR will do so at an appropriate time or that FMR will be able to predict exchange rates accurately. For example, if FMR increases a fund's exposure to a foreign currency, and that currency's value subsequently falls, FMR's currency management may result in increased losses to the Fund. Similarly, if FMR hedges the Fund's exposure to a foreign currency, and that Currency's value rises, the Fund will lose the opportunity to participate in the currency's appreciation.

CURRENCY MANAGEMENT. The relative performance of foreign currencies is an important factor in a Fund's performance. FMR may manage a Fund's exposure to various currencies to take advantage of different yield, risk, and return characteristics that different currencies can provide for U.S. investors.

To manage exposure to currency fluctuations, the Fund may enter into currency exchange contracts (agreements to exchange one currency for another at a future date) or currency swap agreements, buy and sell options and futures contracts relating to foreign currencies, and purchase securities indexed to foreign currencies. A Fund will use currency exchange contracts in the normal course of business to lock in an exchange rate in connection with purchases and sales of securities denominated in foreign currencies. Other currency management strategies allow FMR to hedge portfolio securities, to shift investment exposure from one currency to another, or to attempt to profit from anticipated declines in the value of a foreign currency relative to the U.S. dollar. There is no limitation on the amount of a Fund's assets that may be committed to currency management strategies.

FOREIGN INVESTMENTS involve additional risks. Foreign securities and securities denominated in or indexed to foreign currencies may be affected by the strength of foreign currencies relative to the U.S. dollar, or by political or economic developments in foreign countries. Foreign companies may not be subject to accounting standards or governmental supervision comparable to U.S. companies, and there may be less public information about their operations.   In addition to the political and economic factors that can affect foreign securities, a governmental issuer may be unwilling to repay principal and interest when due, and may require that the conditions for payment be renegotiated. These factors could make foreign investments, especially those in developing countries, more volatile.   FMR considers these factors in making investments for the Funds.

A Fund may enter into currency exchange contracts (agreements to exchange one currency for another at a future date) to manage currency risks and to facilitate transactions in foreign securities. Although currency forward contracts can be used to protect the Fund from adverse exchange rate changes, they involve a risk of loss if FMR fails to predict foreign currency values correctly.

ILLIQUID INVESTMENTS. Under the supervision of the Board of Trustees, FMR determines the liquidity of each Fund's investments. The absence of a trading market can make it difficult to ascertain a market value for illiquid investments. Disposing of illiquid investments may involve time-consuming negotiation and legal expenses, and it may be difficult or impossible for a Fund to sell them promptly at an acceptable price.

INDEXED SECURITIES. Indexed securities values are linked to currencies, interest rates, commodities, indices, or other financial indicators. Most indexed securities are short to intermediate term fixed-income securities whose values at maturity or interest rates rise or fall according to the change in one or more specified underlying instruments. Indexed securities may be positively or negatively indexed (i.e., their value may increase or decrease if the underlying instrument appreciates), and may have return characteristics similar to direct investments in the underlying instrument or to one or more options on the underlying instrument. Indexed securities may be more volatile than the underlying instrument itself.

INTERFUND BORROWING PROGRAM. Interfund loans and borrowings normally will extend overnight, but can have a maximum duration of seven days. A Fund will lend through the program only when the returns are higher than those available at the same time from other short-term instruments (such as repurchase agreements), and will borrow through the program only when the costs are equal to or lower than the cost of bank loans. Each Fund will not lend more than 5% (Equity Funds) or 7.5% (Fixed-Income Funds) of its assets to other funds, and will not borrow through the program if, after doing so, total outstanding borrowings would exceed 15% of total assets. Loans may be called on one day's notice, and a Fund may have to borrow from a bank at a higher interest rate if an interfund loan is called or not renewed. Any delay in repayment to a lending fund could result in a lost investment opportunity or additional borrowing costs.

LOANS AND OTHER DIRECT DEBT INSTRUMENTS are interests in amounts owed by a corporate, governmental or other borrower to another party. They may represent amounts owed to lenders or lending syndicates (loans and loan participations), to suppliers of goods or services (trade claims or other receivables), or to other parties. Direct debt instruments involve the risk of loss in case of default or insolvency of the borrower and may offer less legal protection to a Fund in the event of fraud or misrepresentation. In addition, loan participations involve a risk of insolvency of the lending bank or other financial intermediary. Direct debt instruments may also include standby financing commitments that obligate a Fund to supply additional cash to the borrower on demand.

LOWER-QUALITY DEBT SECURITIES are those rated Ba or lower by Moody's or BB or lower by S&P that have poor protection against default in the payment of principal and interest or may be in default. These securities are often considered to be speculative and involve greater risk of loss or price changes due to changes in the issuer's capacity to pay. The market prices of lower-rated debt securities may fluctuate more than those of higher-rated debt securities, and may decline significantly in periods of general economic difficulty, which may follow periods of rising interest rates. See "Debt Obligations" on page .

SOVEREIGN DEBT OBLIGATIONS debt instruments issued or guaranteed by foreign governments or their agencies, including debt of Latin American nations or other developing countries. Sovereign debt may be in the form of conventional securities or other types of debt instruments such as loans or loan participations. Sovereign debt of developing countries may involve a high degree of risk, and may be in default or present the risk of default. Governmental entities responsible for repayment of the debt may be unable or unwilling to repay principal and interest when due, and may require renegotiation or rescheduling of debt payments. In addition, prospects for repayment of principal and interest may depend on political as well as economic factors.

MORTGAGE-BACKED SECURITIES are issued by government entities and non-government entities such as banks, mortgage lenders, or other financial institutions.

A mortgage-backed security may be an obligation of the issuer backed by a mortgage or pool of mortgages or a direct interest in an underlying pool of mortgages. Some mortgage-backed securities, such as collateralized mortgage obligations (CMOs), make payments of both principal and interest at a variety of intervals; others make semiannual interest payments at a predetermined rate and repay principal at maturity (like a typical bond). Mortgage-backed securities are based on different types of mortgages including those on commercial real estate or residential properties. Other types of mortgage-backed securities will likely be developed in the future, and a Fund may invest in them if FMR determines they are consistent with a Fund's investment objective and policies.

The value of mortgage-backed securities may change due to shifts in the market's perception of issuers. In addition, regulatory or tax changes may adversely affect the mortgage securities market as a whole. Non-government mortgage-backed securities may offer higher yields than those issued by government entities, but also may be subject to greater price changes than government issues. Mortgage-backed securities are subject to prepayment risk. Prepayment, which occurs when unscheduled or early payments are made on the underlying mortgages, may shorten the effective maturities of these securities and may lower their total returns.

STRIPPED MORTGAGE-BACKED SECURITIES are created when a U.S. government agency or a financial institution separates the interest and principal components of a mortgage-backed security and sells them as individual securities. The holder of the "principal-only" security (PO) receives the principal payments made by the underlying mortgage-backed security, while the holder of the "interest-only" security (IO) receives interest payments from the same underlying security. The prices of stripped mortgage-backed securities may be particularly affected by changes in interest rates. As interest rates fall, prepayment rates tend to increase, which tends to reduce prices of IOs and increase prices of POs. Rising interest rates can have the opposite effect.

ASSET-BACKED SECURITIES represent interests in pools of consumer loans (generally unrelated to mortgage loans) and most often are structured as pass-through securities. Interest and principal payments ultimately depend on payment of the underlying loans by individuals, although the securities may be supported by letters of credit or other credit enhancements. The value of asset-backed securities may also depend on the creditworthiness of the servicing agent for the loan pool, the originator of the loans, or the financial institution providing the credit enhancement.

A Fund may purchase units of beneficial interest in pools of purchase contracts, financing leases, and sales agreements entered into by municipalities. These municipal obligations may be created when a municipality enters into an installment purchase contract or lease with a vendor and may be secured by the assets purchased or leased by the municipality. However, except in very limited circumstances, there will be no recourse against the vendor if the municipality stops making payments. The market for tax-exempt asset-backed securities is still relatively new. These obligations are likely to involve unscheduled prepayments of principal, which may lower total returns .

OPTIONS AND FUTURES CONTRACTS are bought and sold to manage a Fund's exposure to changing interest rates, security prices, and currency exchange rates. Some options and futures strategies, including selling futures, buying puts, and writing calls, tend to hedge a Fund's investment against price fluctuations. Other strategies, including buying futures, writing puts, and buying calls, tend to increase market exposure. Options and futures may be combined with each other or with forward contracts in order to adjust the risk and return characteristics of the overall strategy. A Fund may invest in options and futures based on any type of security, index, or currency, including options and futures traded on foreign exchanges and options not traded on exchanges.

Options and futures can be volatile investments and involve certain risks. If FMR applies a hedge at an inappropriate time or judges market conditions incorrectly, options and futures strategies may lower a Fund's return. A Fund could also experience losses if the prices of its options and futures positions were poorly correlated with its other investments, or if it could not close out its positions because of an illiquid secondary market. Options and futures do not pay interest, but may produce taxable capital gains.

Each Fund will not hedge more than 25% of its total assets by selling futures, buying puts, and writing calls under normal conditions. In addition each Fund will not buy futures or write puts whose underlying value exceeds 25% of its total assets, and will not buy calls with a value exceeding 5% of its total assets.

REAL ESTATE BACKED SECURITIES. Real estate industry companies may include among others: real estate investment trusts; brokers or real estate developers; and companies with substantial real estate holdings, such as paper and lumber producers and hotel and entertainment companies. Companies engaged in the real estate industry may be subject to certain risks including: declines in the value of real estate, risks related to general and local conditions, overbuilding and increased competition, increases in property taxes and operating expenses, and variations in rental income.

REPURCHASE AGREEMENTS AND SECURITIES LOANS. In a repurchase agreement, a Fund buys a security at one price and simultaneously agrees to sell it back at a higher price. A Fund may also make securities loans to broker-dealers and institutional investors, including FBSI. In the event of the bankruptcy of the other party to either a repurchase agreement or a securities loan, a Fund could experience delays in recovering its cash or the securities it lent. To the extent that, in the meantime, the value of the securities purchased had decreased or the value of the securities lent had increased, a Fund could experience a loss. In all cases, FMR must find the creditworthiness of the other party to the transaction satisfactory.

FOREIGN REPURCHASE AGREEMENTS may be less well secured than U.S. repurchase agreements, and may be denominated in foreign currencies. They also involve greater risk of loss of the counterparty defaults. Some counterparties in these transactions may be less creditworthy than those in U.S. markets.

RESTRICTED SECURITIES are securities which cannot be sold to the public without registration under the Securities Act of 1933. Unless registered for sale, these securities can only be sold in privately negotiated transactions or pursuant to an exemption from registration.

REVERSE REPURCHASE AGREEMENTS. In a reverse repurchase agreement, a Fund temporarily transfers possession of a portfolio instrument to another party, such as a bank or broker-dealer, in return for cash. At the same time, the Fund agrees to repurchase the instrument at an agreed-upon price and time. A Fund expects that it will engage in reverse repurchase agreements for temporary purposes such as to fund redemptions. Reverse repurchase agreements may increase the risk of fluctuation in the market value of a Fund's assets or in its yield.

SHORT SALES. If a Fund enters into short sales with respect to stocks underlying its convertible security holdings, the transaction may help to hedge against the effect of stock price declines, but may result in losses if a convertible security's price does not track the price of its underlying equity. Under normal conditions convertible securities hedged with short sales are not currently expected to exceed 15% of a Fund's total assets.

SWAP AGREEMENTS. As one way of managing its exposure to different types of investments, a Fund may enter into interest rate swaps, currency swaps, and other types of swap agreements such as caps, collars, and floors. In a typical interest rate swap, one party agrees to make regular payments equal to a floating interest rate times a "notional principal amount," in return for payments equal to a fixed rate times the same amount, for a specified period of time. If a swap agreement provides for payments in different currencies, the parties might agree to exchange the notional principal amount as well. Swaps may also depend on other prices or rates, such as the value of an index or mortgage prepayment rates.

In a typical cap or floor agreement, one party agrees to make payments only under specified circumstances, usually in return for payment of a fee by the other party. For example, the buyer of an interest rate cap obtains the right to receive payments to the extent that a specified interest rate exceeds an agreed-upon level, while the seller of an interest rate floor is obligated to make payments to the extent that a specified interest rate falls below an agreed-upon level. An interest rate collar combines elements of buying a cap and selling a floor.

Swap agreements will tend to shift a Fund's investment exposure from one type of investment to another. For example, if a Fund agreed to exchange payments in dollars for payments in foreign currency, the swap agreement would tend to decrease the Fund's exposure to U.S. interest rates and increase its exposure to foreign currency and interest rates. Caps and floors have an effect similar to buying or writing options. Depending on how they are used, swap agreements may increase or decrease the overall volatility of a Fund's investments and its share price and yield.

Swap agreements are sophisticated hedging instruments that typically involve a small investment of cash relative to the magnitude of risks assumed. As a result, swaps can be highly volatile and may have a considerable impact on a Fund's performance. Swap agreements are subject to risks related to the counterparty's ability to perform, and may decline in value if the counterparty's creditworthiness deteriorates. A Fund may also suffer losses if it is unable to terminate outstanding swap agreements or reduce its exposure through offsetting transactions.

VARIABLE OR FLOATING RATE OBLIGATIONS, including certain participation interests in municipal obligations, have interest rate adjustment formulas that help to stabilize their market values. Many variable and floating rate instruments also carry demand features that permit the fund to sell them at par value plus accrued interest on short notice.

WARRANTS entitle the holder to buy equity securities at a specific price for a specific period of time. Warrants tend to be more volatile than their underlying securities. Also, the value of the warrant does not necessarily change with the value of the underlying securities and a warrant ceases to have value if it is not exercised prior to the expiration date.

ZERO COUPON BONDS do not make interest payments; instead, they are sold at a deep discount from their face value and are redeemed at face value when they mature. Because zero coupon bonds do not pay current income, their prices can be very volatile when interest rates change. In calculating its daily dividend, a Fund takes into account as income a portion of the difference between a zero coupon bond's purchase price and its face value.

A broker-dealer creates a DERIVATIVE ZERO by separating the interest and principal components of a U.S. Treasury security and selling them as two individual securities. CATS (Certificates of Accrual on Treasury Securities), TIGRs (Treasury Investment Growth Receipts), and TRs (Treasury Receipts) are examples of derivative zeros. Government Investment Fund has been advised that the staff of the Division of Investment Management of the SEC does not consider these instruments U.S. government securities as defined by the 1940 Act. Therefore, Government Investment Fund will not treat these obligations as U.S. government securities for purposes of the 65% portfolio composition test mentioned on page 21.

The Federal Reserve Bank creates STRIPS (Separate Trading of Registered Interest and Principal of Securities) by separating the interest and principal components of an outstanding U.S. Treasury bond and selling them as individual securities. Bonds issued by the Resolution Funding Corporation (REFCORP) and the Financing Corporation (FICO) can also be

separated in this fashion. ORIGINAL ISSUE ZEROS are zero coupon securities originally issued by the U.S. government or a government agency.
DEBT OBLIGATIONS. The table below provides a summary of ratings assigned to debt holdings (not including money market instruments) in Funds which have the ability to invest over 5% in lower-rated debt securities. These figures are dollar-weighted averages of month-end portfolio holdings during the thirteen months ended September 30, 1993 (Strategic Opportunities), October 31, 1993 (Income & Growth, High Yield, Short Fixed-Income, and High Income Municipal,) and November 30, 1993 (and Equity Portfolio Income), presented as a percentage of total investments. These percentages are historical and are not necessarily indicative of the quality of current or future portfolio holdings, which may vary.
The dollar-weighted average of debt securities not rated by either Moody's or S&P amounted to 0% (Equity Portfolio Growth), .89% (Strategic Opportunities), .57% (Equity Portfolio Income), 6.72% (Income & Growth), 18.74% (High Yield), 5.85% (Short Fixed-Income), and 25.23% (High Income Municipal) of total investments. This may include securities rated by other nationally recognized rating organizations, as well as unrated securities. Unrated securities are not necessarily lower-quality securities.
As of October 31, 1993, (Global Resources) and December 31, 1993 (Emerging Markets Income) had no investments below Baa/BBB.

MOODY'S RATING & PERCENTAGE OF INVESTMENTS

MOODY'S RATING	EQUITY PORTFOLIO GROWTH	STRATEGIC OPPORTUNITIES	EQUITY PORTFOLIO INCOME	INCOME & GROWTH	HIGH YIELD	SHORT FIXED-INCOME	HIGH INCOME MUNICIPAL
Aaa/Aa/A	--	15.99%	1.02%	22.75%	.02%	25.81%	27.39%
Baa	--	--	.77%	.86%	--	34.74%	20.40%
Ba	--	.18%	1.25%	6.09%	6.60%	12.76%	8.10%
B	.07%	.22%	1.27%	3.89%	34.26%	1.08%	.63%
Caa	--	1.63%	.06%	.66%	9.09%	--	--
Ca/C	--	--	--	--	4.50%	--	--

S&P RATING & PERCENTAGE OF INVESTMENTS

S&P RATING	EQUITY PORTFOLIO GROWTH	STRATEGIC OPPORTUNITIES	EQUITY PORTFOLIO INCOME	INCOME & GROWTH	HIGH YIELD	SHORT FIXED-INCOME	HIGH INCOME MUNICIPAL
AAA/AA/A	--	15.99%	1.03%	21.98%	.97%	27.08%	29.05%
BBB	--	--	.84%	2.03%	1.09%	33.92%	18.73%
BB	--	--	.98%	2.22%	6.94%	7.55%	4.37%
B	.07%	.80%	1.35%	2.51%	33.28%	1.13%	1.75%
CCC	--	--	.15%	.69%	7.62%		.04%
CC/C	--	--	--	--%	1.55%		
D	--	.89%	.03%		5.58%		

THE FOLLOWING DESCRIBES MUNICIPAL INSTRUMENTS:
MUNICIPAL SECURITIES include GENERAL OBLIGATION SECURITIES, which are backed by the full taxing power of a municipality, and REVENUE SECURITIES, which are backed by the revenues of a specific tax, project, or facility. INDUSTRIAL REVENUE BONDS are a type of revenue bond backed by the credit and security of a private issuer and may involve greater risk. PRIVATE ACTIVITY MUNICIPAL SECURITIES, which may be subject to the federal alternative minimum tax, include securities issued to finance housing

projects, student loans, and privately owned solid waste disposal and water and sewage treatment facilities.

TAX AND REVENUE ANTICIPATION NOTES are issued by municipalities in expectation of future tax or other revenues, and are payable from those specific taxes or revenues. BOND ANTICIPATION NOTES normally provide interim financing in advance of an issue of bonds or notes, the proceeds of which are used to repay the anticipation notes. TAX-EXEMPT COMMERCIAL PAPER is issued by municipalities to help finance short-term capital or operating needs.

MUNICIPAL LEASE OBLIGATIONS are issued by a state or local government or authority to acquire land and a wide variety of equipment and facilities. These obligations typically are not fully backed by the municipality's credit, and their interest may become taxable if the lease is assigned. If funds are not appropriated for the following year's lease payments, the lease may terminate, with the possibility of significant loss to a Fund. CERTIFICATES OF PARTICIPATION in municipal lease obligations or installment sales contracts entitle the holder to a proportionate interest in the lease-purchase payments made.

RESOURCE RECOVERY BONDS are a type of revenue bond issued to build facilities such as solid waste incinerators or waste-to-energy plants. Typically, a private corporation will be involved, at least during the construction phase, and the revenue stream will be secured by fees or rents paid by municipalities for use of the facilities. The viability of a resource recovery project, environmental protection regulations, and project operator tax incentives may affect the value and credit quality of resource recovery bonds.

A DEMAND FEATURE is a put that entitles the security holder to repayment of the principal amount of the underlying security, upon notice at any time or at specified intervals. A STANDBY COMMITMENT is a put that entitles the security holder to same-day settlement at amortized cost plus accrued interest.

Issuers or financial intermediaries who provide demand features or standby commitments often support their ability to buy securities on demand by obtaining LETTERS OF CREDIT (LOCS) or other guarantees from domestic or foreign banks. LOCs also may be used as credit supports for other types of municipal instruments. FMR may rely upon its evaluation of a bank's credit in determining whether to purchase an instrument supported by an LOC. In evaluating a foreign bank's credit, FMR will consider whether adequate public information about the bank is available and whether the bank may be subject to unfavorable political or economic developments, currency controls, or other governmental restrictions that might affect the bank's ability to honor its credit commitment.

INVERSE FLOATERS are instruments whose interest rates bear an inverse relationship to the interest rate on another security or the value of an index. Changes in the interest rate on the other security or index inversely affect the residual interest rate paid on the inverse floater, with the result that the inverse floater's price will be considerably more volatile than that of a fixed-rate bond. For example, a municipal issuer may decide to issue two variable rate instruments instead of a single long-term, fixed-rate bond. The interest rate on one instrument reflects short-term interest rates, while the interest rate on the other instrument (the inverse floater) reflects the approximate rate the issuer would have paid on a fixed-rate bond, multiplied by two, minus the interest rate paid on the short-term instrument. Depending on market availability, the two portions may be recombined to form a fixed-rate municipal bond. The market for inverse floaters is relatively new.

REFUNDING CONTRACTS. A Fund may purchase securities on a when-issued basis in connection with the refinancing of an issuer's outstanding indebtedness. Refunding contracts require the issuer to sell and the Fund to buy refunded municipal obligations at a stated price and yield on a settlement date that may be several months or several years in the future.

DESCRIPTION OF MOODY'S INVESTORS SERVICE, INC.'S CORPORATE BOND RATINGS:

AAA - Bonds rated Aaa are judged to be of the best quality. They carry the smallest degree of investment risk and are generally referred to as "gilt edge." Interest payments are protected by a large or by an exceptionally stable margin and principal is secure. While the various protective elements are likely to change, such changes as can be visualized are most unlikely to impair the fundamentally strong position of such issues.

AA - Bonds rated Aa are judged to be of high quality by all standards. Together with the Aaa group they comprise what are generally known as high-grade bonds. They are rated lower than the best bonds because margins of protection may not be as large as in Aaa securities or fluctuation of protective elements may be of greater amplitude or there may be other elements present which make the long-term risks appear somewhat larger than in Aaa securities.

A - Bonds rated A possess many favorable investment attributes and are to be considered as upper-medium-grade obligations. Factors giving security to principal and interest are considered adequate but elements may be present which suggest a susceptibility to impairment sometime in the future.

BAA - Bonds rated Baa are considered as medium-grade obligations, i.e., they are neither highly protected nor poorly secured. Interest payments and principal security appear adequate for the present but certain protective elements may be lacking or may be characteristically unreliable over any great length of time. Such bonds lack outstanding investment characteristics and in fact have speculative characteristics as well.

BA - Bonds rated Ba are judged to have speculative elements. Their future cannot be considered as well assured. Often the protection of interest and principal payments may be very moderate and thereby not well safeguarded during both good and bad times over the future. Uncertainty of position characterizes bonds in this class.

B - Bonds rated B generally lack characteristics of the desirable investment. Assurance of interest and principal payments or maintenance of other terms of the contract over any long period of time may be small.

CAA - Bonds rated Caa are of poor standing. Such issues may be in default or there may be present elements of danger with respect to principal or interest.

CA - Bonds rated Ca represent obligations which are speculative in a high degree. Such issues are often in default or have other marked short-comings.

C - Bonds rated C are the lowest-rated class of bonds and issued so rated can be regarded as having extremely poor prospects of ever attaining any real investment standing.

Moody's applies numerical modifiers, 1, 2, and 3, in each generic rating classification from Aa through C in its corporate bond rating system. The modifier 1 indicates that the security ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates that the issue ranks in the lower end of its generic rating category.

DESCRIPTION OF STANDARD & POOR'S CORPORATION'S CORPORATE BOND RATINGS:

AAA - Debt rated AAA has the highest rating assigned by Standard & Poor's to a debt obligation. Capacity to pay interest and repay principal is extremely strong.

AA - Debt rated AA has a very strong capacity to pay interest and repay principal and differs from the higher-rated issues only in small degree.

A - Debt rated A has a strong capacity to pay interest and repay principal, although it is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions.

BBB - Debt rated BBB is regarded as having an adequate capacity to pay interest and repay principal. Whereas it normally exhibits adequate protection parameters, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity to pay interest and repay principal for debt in this category than in higher-rated categories.

BB - Debt rated BB has less near-term vulnerability to default than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions which could lead to inadequate capacity to meet timely interest and principal payments.

B - Debt rated B has a greater vulnerability to default but currently has the capacity to meet interest payments and principal repayments. Adverse business, financial, or economic conditions will likely impair capacity or willingness to pay interest and repay principal. The B rating category is also used for debt subordinated to senior debt that is assigned an actual or implied BB rating.

CCC - Debt rated CCC has a currently identifiable vulnerability to default, and is dependent upon favorable business, financial, and economic conditions to meet timely payment of interest and repayment of principal. In the event of adverse business, financial, or economic conditions, it is not likely to have the capacity to pay interest and repay principal.

CC - Debt rated CC is typically applied to debt subordinated to senior debt which is assigned an actual or implied CCC debt rating.

C - The rating C is typically applied to debt subordinated to senior debt which is assigned an actual or implied CCC debt rating. The C rating may be used to cover a situation where a bankruptcy petition has been filed but debt service payments are continued.

CI - The rating CI is reserved for income bonds on which no interest is being paid.

D - Debt rated D is in payment default. The D rating category is used when interest payments or principal payments are not made on the date due even if the applicable grace period has not expired, unless S&P believes that such payments will be made during such grace period. The D rating will also be used upon the filing of a bankruptcy petition if debt service payments are jeopardized.

The ratings from AA to D may be modified by the addition of a plus or minus to show relative standing within the major rating categories.

No dealer, sales representative or any other person has been authorized to give any information or to make any representations, other than those contained in this Prospectus and in the related SAIs, in connection with the offer contained in this Prospectus. If given or made, such other information or representations must not be relied upon as having been authorized by the Fund or Distributors. This Prospectus and the related SAIs do not constitute an offer by a Fund or by Distributors to sell or to buy shares of a Fund to any person to whom it is unlawful to make such offer.

FIDELITY ADVISOR FUNDS CLASS B
PROSPECTUS
82 DEVONSHIRE STREET
BOSTON, MASSACHUSETTS 02109
JUNE 30 , 1994

The Fidelity Advisor Funds (the Funds) offer investors a broad selection o f portfolios.

INTERNATIONAL FUND:
FIDELITY ADVISOR EMERGING MARKETS INCOME FUND
EQUITY FUNDS:
FIDELITY ADVISOR STRATEGIC OPPORTUNITIES FUND
FIDELITY ADVISOR EQUITY PORTFOLIO INCOME
FIXED-INCOME FUNDS:
FIDELITY ADVISOR HIGH YIELD FUND
FIDELITY ADVISOR LIMITED TERM BOND FUND
FIDELITY ADVISOR GOVERNMENT INVESTMENT FUND
MUNICIPAL/TAX-EXEMPT FUNDS:
FIDELITY ADVISOR HIGH INCOME MUNICIPAL FUND
FIDELITY ADVISOR LIMITED TERM TAX-EXEMPT FUND

Fidelity Advisor High Yield Fund and Fidelity Advisor Government Investment Fund are portfolios of Fidelity Advisor Series II. Fidelity Advisor Equity Portfolio Income is a portfolio of Fidelity Advisor Series III. Fidelity Advisor Limited Term Bond Fund is a portfolio of Fidelity Advisor Series IV. Fidelity Advisor High Income Municipal Fund is a portfolio of Fidelity Advisor Series V. Fidelity Advisor Limited Term Tax-Exempt Fund is a portfolio of Fidelity Advisor Series VI. Fidelity Advisor Strategic Opportunities Fund and Fidelity Advisor Emerging Markets Income Fund are portfolios of Fidelity Advisor Series VIII. Each Fund sells two classes of shares to retail investors: Class A shares and Class B shares. Class B shares are offered through this prospectus. Class A shares are offered through a separate prospectus.

FIDELITY ADVISOR EMERGING MARKETS INCOME FUND, FIDELITY ADVISOR HIGH YIELD FUND AND FIDELITY ADVISOR HIGH INCOME MUNICIPAL FUND MAY INVEST WITHOUT LIMITATION IN LOWER-QUALITY DEBT SECURITIES, SOMETIMES CALLED "JUNK BONDS." INVESTORS SHOULD CONSIDER THAT THESE SECURITIES CARRY GREATER RISKS, SUCH AS THE RISK OF DEFAULT, THAN OTHER DEBT SECURITIES. REFER TO "INVESTMENT POLICIES AND RISKS" ON PAGE FOR FURTHER INFORMATION.

Please read this Prospectus before investing. It is designed to provide you with information and help you decide if a Fund's goals match your own. RETAIN THIS DOCUMENT FOR FUTURE REFERENCE.

A Statement of Additional Information (SAI) dated June 30 , 1994 has been filed with the Securities and Exchange Commission (SEC) for each Fund and each is incorporated herein by reference. SAIs and each Fund's Annual Report are available free upon request from Fidelity Distributors Corporation (Distributors), 82 Devonshire Street, Boston, MA 02109, or from your investment professional.

MUTUAL FUND SHARES ARE NOT DEPOSITS OR OBLIGATIONS OF, OR GUARANTEED BY, ANY DEPOSITORY INSTITUTION. SHARES ARE NOT INSURED BY THE FDIC, THE FEDERAL RESERVE BOARD OR ANY OTHER AGENCY, AND ARE SUBJECT TO INVESTMENT RISK, INCLUDING THE POSSIBLE LOSS OF PRINCIPAL.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION, NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

(registered trademark)

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The purpose of the table below is to assist you in understanding the various costs and expenses that an investor in Class B shares of each Fund would bear directly or indirectly. This standard format was developed for use by all mutual funds to help investors make investment decisions. This expense information should be considered along with other important information such as each Fund's investment objective and past performance.

21.SHAREHOLDER TRANSACTION EXPENSES

Maximum Contingent Deferred Sales Charge
(as a percentage of redemption proceeds) 4.00%*
Sales Charge on Reinvested Distributions None
Exchange Fees None

* DECLINES FROM 4.00% TO 0.00% FOR CLASS B SHARES HELD UP TO A MAXIMUM OF 5 YEARS.

SHAREHOLDER TRANSACTION EXPENSES represent charges paid when you purchase, sell or exchange Class B shares of a Fund. See "How to Buy Shares" and "How to Sell Shares" on pages and , respectively.

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ANNUAL OPERATING EXPENSES
(AS A PERCENTAGE OF AVERAGE NET ASSETS)

INTERNATIONAL FUND:	MANAGEMENT FEE	12B-1 FEE (INCLUDES .25% SHAREHOLDER SERVICE FEE)	OTHER EXPENSES	TOTAL OPERATING EXPENSES
Emerging Markets Income1	.71%	1.00%	.54%*	2.25%
EQUITY FUNDS:				
Strategic Opportunities	.54%	1.00%	.38% 1	1.92%
Equity Portfolio Income	.50%	1.00%	.62% *1	2.12%
FIXED-INCOME FUNDS:				
High Yield	.51%	1.00%	.35% 1	1.86%
Limited Term Bond	.42%	1.00%	.23% *1	1.65%
Government Investment	.46%	1.00%	.24% *1	1.70%
MUNICIPAL/TAX-EXEMPT FUNDS:				
High Income Municipal	.42%	1.00%	.25% 1	1.67%
Limited Term Tax-Exempt	.42%*	1.00%	.23% *1	1.65%

</TABLE>

* AFTER EXPENSE REDUCTIONS
1 ESTIMATED FOR FIRST FISCAL YEAR.

ANNUAL OPERATING EXPENSES are based on historical expenses for the most recent fiscal year ended . Management fees are paid by each Fund to Fidelity Management & Research Company (FMR) for managing its investments and business affairs. Management fees for Strategic Opportunities will vary based on performance. 12b-1 fees include a distribution fee and a shareholder service fee. Distribution f ees are paid by Class B shares of the Funds to Distributors for services and expenses in connection with the distribution of Class B shares. Shareholder service fees are paid by Class B shares of the Funds to investment professionals for services and expenses incurred in connection with providing personal service and/or maintenance of shareholder accounts to Class B shareholders. Long-term shareholders may pay more than the economic equivalent of the maximum front-end sales charges permitted by the National Association of Securities Dealers, Inc. (NASD) due to 12b-1 fees . The Funds incur other expenses for maintaining shareholder records, furnishing shareholder statements and reports, and custodial, legal and accounting services, registering a Trust or Fund with federal and state regulatory authorities and other miscellaneous services. FMR has voluntarily agreed to reimburse Emerging Markets Income, Government Investment , Limited Term Tax-Exempt and (effective July 1, 1994) Limited Term Bond to the extent that total operating expenses for Class B shares (exclusive of taxes, interest, brokerage commissions, and extraordinary expenses) are in excess of an annual rate of 2.25%, 1.70%, 1.65% and 1.65%, respectively, of average net assets. If reimbursements were not in effect, the management fees, other expenses (including Distribution Fees and Shareholder Service Fees) and total operating expenses for Class B shares would have been estimated to be .71%, 1.83%, and 2.54% (Emerging Markets Income); .46%, 1.61%, and 2.07%, (Government Investment); .42%, 1.69%, and 2.11% (Limited Term Tax-Exempt) ; and .42%, 1.56% and 1.98% (Limited Term Bond) . Please refer to the section "Fees," page .

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EXPENSE TABLE EXAMPLE:

You would pay the following expenses on a $1,000 investment in Class B shares of a Fund assuming a 5% annual return and either (1) redemption at the end of each time period or (2) no redemption at the end of each time period:

INTERNATIONAL FUND:	1 YEAR		3 YEARS		5 YEARS		10 YEARS (dagger)	
	(1)**	(2)	(1)**	(2)	(1)**	(2)	(1)	(2)

</TABLE>

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Emerging Markets Income1	$ 63	$ 23	$ 10 0	$ 70	--	--	--	--
EQUITY FUNDS:								
Strategic Opportunities	$ 59	$ 19	$ 90	$ 60	$ 11 4	$ 10 4	$ 20 7	$20 7
Equity Portfolio Income	$ 62	$ 22	$ 96	$ 66	$ 12 4	$ 11 4	$ 2 2 8	$ 2 2 8
FIXED-INCOME FUNDS:								
High Yield	$ 59	$ 19	$ 88	$ 58	$ 11 1	$ 10 1	$ 1 8 0	$ 1 8 0
Limited Term Bond	$ 57	$ 17	$ 8 2	$ 5 2	$ 1 0 0	$ 90	$ 15 7	$ 15 7
Government Investment	$ 57	$ 17	$ 84	$ 54	$ 10 2	$ 92	$ 16 3	$ 16 3
MUNICIPAL/TAX- EXEMPT FUNDS:								

High Income Municipal	$	$	$ 83	$ 53	$ 10	$ 91	$ 1 5	$ 1 5
	57	17			1		9	9
Limited Term Tax-Exempt	$	$	$ 82	$ 52	$ 10	$ 90	$ 1 5	$ 1 5
	57	17			0		7	7

</TABLE>

** REFLECTS DEDUCTION OF APPLICABLE CONTINGENT DEFERRED SALES CHARGE.

(dagger) REFLECTS CONVERSION TO CLASS A SHARES AFTER SIX YEARS.

The HYPOTHETICAL EXAMPLE illustrates the estimated expenses associated with a $1,000 investment in Class B shares of each Fund over periods of one, three, five and ten years, based on the expenses (after reimbursements, if any) in the table above , an assumed annual return of 5% and deduction of applicable contingent deferred sales charge (CDSC) in years 1, 3 and 5. A CDSC IS IMPOSED ONLY IF YOU REDEEM CLASS B SHARES WITHIN 5 YEARS. SEE "HOW TO SELL SHARES," PAGE , FOR INFORMATION ABOUT THE CDSC. THE RETURN OF 5% AND ESTIMATED EXPENSES SHOULD NOT BE CONSIDERED INDICATIONS OF ACTUAL OR EXPECTED CLASS B PERFORMANCE OR EXPENSES, BOTH OF WHICH MAY VARY.

FINANCIAL HIGHLIGHTS

The tables that follow are included in each Fund's Annual Report and have been audited by each Fund's independent accountant (except for Emerging Markets Income). Their reports on the Financial Statements and Financial Highlights are included in each Fund's Annual Report. The Financial Statements and Financial Highlights are incorporated by reference into each Fund's Statement of Additional Information. The Strategic Opportunities table provides semiannual information and is unaudited. On or about June 30, 1994, Class B shares of the Funds will be offered to retail investors. The information in the tables regarding Class A shares and, where appropriate, shares offered to institutional investors, does not reflect Class B 12b-1 fees paid, and may not be representative of the actual operational results of Class B shares.

FIDELITY ADVISOR EMERGING MARKETS INCOME FUND

<TABLE>
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<S>	<C> March 10, 1994 (commencement of operations) to May 31, 1994 (Unaudited)
SELECTED PER-SHARE DATA	
Net asset value beginning of period	$ 10.000
Income from Investment Operations	
Not Investment income	.086
Net realized and unrealized gain (loss) on investments	.247
Total from investment operations	.333
Less Distributions	
From net investment income	(.083)
Net asset value end of period	$ 10.250
TOTAL RETURN (dagger) (double dagger)	3.36%
RATIOS AND SUPPLEMENTAL DATA	
Net assets, end of period (000 omitted)	$ 7,119
Ratio of expenses to average net assets	1.50%*
Ratio of expenses to average net assets before voluntary expense reductions	2.60%*+
Ratio of net investment income to average net assets	3.83%*
Portfolio turnover rate	107%

</TABLE>

FIDELITY ADVISOR STRATEGIC OPPORTUNITIES FUND
August 20, 1986
Six Months (Commencement
Ended of Operations) to
March 31, 1994 Years Ended September 30, September 30,
(Unaudited) 1993 1992(dagger)(dagger) 1991 1990 1989 1988
1987 1986
SELECTED PER-SHARE DATA
Net asset value, beginning of period $ 22.52 $ 19.53 $ 21.38 $ 17.21
$ 19.55 $ 15.53 $ 19.06 $ 16.71 $ 17.81
Income from Investment Operations
Net investment income (.24) .33 .61 .66 .70 .50 .42 .46
.08(s diamond)
Net realized and unrealized gain (loss) on investments (.69)
4.44 .58 4.26 (2.49) 4.08 (1.80) 2.95 (1.18)
Total from investment operations (.93) 4.77 1.19 4.92 (1.79)
4.58 (1.38) 3.41 (1.10)
Less Distributions
From net investment income (.43) (.57) (.62) (.75) (.55)
(.56) (.24) (.09) --
From net realized gain on investments (1.71) (1.21) (2.42) -
-- -- (1.91) (.97) --
Total distributions (2.14) (1.78) (3.04) (.75) (.55) (.56)
(2.15) (1.06) -
Net asset value, end of period $ 19.45 $ 22.52 $ 19.53 $ 21.38 $
17.21 $ 19.55 $ 15.53 $ 19.06 $ 16.71
TOTAL RETURN (dagger)(double dagger) (4.73%) 26.33% 7.26%
29.51% (9.49)% 30.45% (4.98)% 21.28% (6.23)%
RATIOS AND SUPPLEMENTAL DATA
Net assets, end of period (000 omitted) $ 331,650 $ 269,833 $ 194,694 $
199,604 $ 172,083 $ 198,198 $ 191,454 $ 283,117 $ 22,141
Ratio of expenses to average net assets 1.88%* 1.57%++ 1.46% 1.56%
1.59% 1.51% 1.71% 1.67%+ 1.50%*+
Ratio of net investment income to average net assets 1.49%* 2.06% 3.22%
3.61% 3.70% 3.23% 3.10% 2.36% 2.77%*
Portfolio turnover rate 241%* 183% 211% 223% 114% 89% 160% 225% --

* ANNUALIZED
(dagger) TOTAL RETURN DOES NOT INCLUDE THE ONE TIME SALES CHARGE AND, FOR PERIODS OF LESS THAN ONE YEAR, IS NOT ANNUALIZED.
(dagger)(dagger) AS OF OCTOBER 1, 1991, THE FUND DISCONTINUED THE USE OF EQUALIZATION ACCOUNTING.
(double dagger) TOTAL RETURN WOULD HAVE BEEN LOWER HAD CERTAIN EXPENSES NOT BEEN REDUCED DURING THE PERIODS SHOWN.
\+ EXPENSES WERE LIMITED TO A PERCENTAGE OF AVERAGE NET ASSETS IN ACCORDANCE WITH A STATE EXPENSE LIMITATION.
++ INCLUDES REIMBURSEMENT OF $.03 PER SHARE FROM FMR FOR ADJUSTMENTS TO PRIOR PERIODS' FEES. IF THIS REIMBURSEMENT HAD NOT EXISTED THE RATIO OF EXPENSES TO AVERAGE NET ASSETS WOULD HAVE BEEN 1.73%.
(s diamond) NET INVESTMENT INCOME PER SHARE HAS BEEN CALCULATED BASED ON UNDISTRIBUTED NET INVESTMENT INCOME PER SHARE OF THE FUND AT AUGUST 20, 1986.
(h diamond) DURING THE PERIOD JULY 1, 1986 THROUGH OCTOBER 31, 1987, FMR WAIVED .05% OF THE ANNUAL INDIVIDUAL FUND FEE OF .35%.

FIDELITY ADVISOR EQUITY PORTFOLIO INCOME
Equity Portfolio
Income - Class A Equity Portfolio Income - Institutional
Class
Year Period
Ended Ended
Nov. 30 , Nov. 30 , Years Ended November 30,
SELECTED PER-SHARE DATA 1993 1992** 1993 1992 1991 1990 1989 1988 1987 1986
1985 1984
Net asset value, beginning of period $ 12.86 $ 12.37 $ 12.88 $ 11.08 $
9.52 $ 12.27 $ 11.10 $ 10.93 $ 13.54 $ 11.95 $ 10.24 $ 10.49
Income from Investment Operations
Net investment income .33 .13 .39 .49 .63 # .69 .75 .75 .76
.78 .79 .72
Net realized and unrealized gain
(loss) on investments 1.97 .47 2.02 1.79 1.52 (2.42) 1.17
1.81 (1.53) 1.92 1.69 (.14)
Total from investment operations 2.30 .60 2.41 2.28 2.15 (1.73)
1.92 2.56 (.77) 2.70 2.48 .58
Less Distributions
From net investment income (.30) (.11) (.36) (.48) (.59) (.72)
(.75) (.74) (.70) (.77) (.77) (.74)
From net realized gain on investments - - - - - (.30) -
(1.65) (1.14) (.34) - (.09)
Total distributions (.30) (.11) (.36) (.48) (.59) (1.02) (.75)
(2.39) (1.84) (1.11) (.77) (.83)
Net asset value, end of period $ 14.86 $ 12.86 $ 14.93 $ 12.88 $ 11.08 $
9.52 $ 12.27 $ 11.10 $ 10.93 $ 13.54 $ 11.95 $ 10.24

TOTAL RETURN (dagger)(double dagger) 18.03% 4.88% 18.90% 20.91%
22.97% (14.90)% 17.58% 26.99% (7.28)% 23.48% 24.86% 6.20%
RATIOS AND SUPPLEMENTAL DATA
Net Assets, end of period (000 omitted) $ 42,326 $ 1,462 $ 191,138 $
139,391 $ 168,590 $ 253,049 $ 463,696 $ 436,753 $ 443,603 $ 544,269 $
349,262 $ 89,364
Ratio of expenses to average net assets 1.77% 1.55%* .79%## .71%(h
diamond) .67%(h diamond) .61%(h diamond) .55%(h diamond) .55%(h diamond)
.54%(h diamond) .61% .63% .77%
Ratio of expenses to average net assets
before expense reductions 1.77% 1.55%* .80%## .79%(h diamond) .77%(h
diamond) .71%(h diamond) .65%(h diamond) .65%(h diamond) .61%(h diamond)
.61% .63% .77%
Ratio of net investment income
to average net assets 2.02% 3.39%* 3.00% 3.77% 5.66% 6.11% 6.09%
6.86% 5.58% 6.06% 7.36% 7.86%
Portfolio turnover rate 120% 51% 120% 51% 91% 103% 93% 78% 137%
107% 110%(dagger)(dagger)(dagger) 121%
FIDELITY ADVISOR HIGH YIELD FUND
January 5, 1987
(Commencement of
Years Ended October 31, Operations) to
1993 1992 1991 1990 1989 1988 October 31, 1987

<TABLE>
<CAPTION>

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
SELECTED PER-SHARE DATA							
Net asset value, beginning of period	$ 11.070	$ 10.120	$ 8.150	$ 8.970	$ 9.860	$ 9.090	$ 10.000
Income from Investment Operations							
Net investment income	.980	1.146	1.115	1.144	1.237	1.165	.878
Net realized and unrealized gain (loss) on investments	1.153	.975	1.948	(.820)	(.890)	.770	(.910)
Total from investment operations	2.133	2.121	3.063	.324	.347	1.935	(.032)
Less Distributions							
From net investment income	(.963)	(1.171)	(1.093)	(1.144)	(1.237)	(1.165)	(.878)
From net realized gain on investments	(.230)	-	-	-	-	-	-
Total distributions	(1.193)	(1.171)	(1.093)	(1.144)	(1.237)	(1.165)	(.878)
Net asset value, end of period	$ 12.010	$ 11.070	$ 10.120	$ 8.150	$ 8.970	$ 9.860	$ 9.090
TOTAL RETURN (dagger)(double dagger)	20.47%	21.96%	39.67%	3.58%	3.34%	22.14%	(.81)%
RATIOS AND SUPPLEMENTAL DATA							
Net assets, end of period (000 omitted)	$ 485,559	$ 136,316	$ 38,681	$ 15,134	$ 13,315	$ 11,900	$ 9,077
Ratio of expenses to average net assets	1.11%	1.10%	1.10%	1.10%	1.10%	1.10%	1.24%*
Ratio of expenses to average net assets before voluntary expense limitation	1.11%	1.16%	1.76%	2.04%	2.17%	2.22%	2.25%*(dagger) (dagger)
Ratio of net investment income to average net assets	8.09%	9.95%	12.20%	12.72%	12.98%	11.86%	10.74%*

Portfolio turnover rate	79%	100%	103%	90%	131%	135%	166%*

</TABLE>

* ANNUALIZED.
** INITIAL OFFERING OF CLASS A SHARES, SEPTEMBER 10, 1992.
(dagger) TOTAL RETURN DOES NOT INCLUDE THE ONE TIME SALES CHARGE AND , FOR PERIODS OF LESS THAN ONE YEAR IS NOT ANNUALIZED.
(dagger)(dagger)(dagger) IN JULY 1985, THE SEC ADOPTED REVISIONS TO EXISTING RULES WITH RESPECT TO THE CALCULATION OF THE PORTFOLIO TURNOVER RATE. THE REVISED RULES REQUIRE THE INCLUSION IN THE CALCULATION OF LONG-TERM U.S. GOVERNMENT SECURITIES WHICH, PRIOR TO THESE REVISIONS, WERE EXCLUDED FROM THE CALCULATION.
(double dagger) TOTAL RETURN WOULD HAVE BEEN LOWER HAD CERTAIN EXPENSES NOT BEEN REDUCED DURING THE PERIODS SHOWN.
(h diamond) EFFECTIVE APRIL 1, 1987 TO SEPTEMBER 10, 1992 , FMR REDUCED .10% OF THE ANNUAL MANAGEMENT FEE OF .50%.
(dagger)(dagger) EXPENSES WERE LIMITED TO A PERCENTAGE OF AVERAGE NET ASSETS IN ACCORDANCE WITH A STATE EXPENSE LIMITATION.
\# INCLUDES $.04 PER-SHARE FROM FOREIGN TAXES RECOVERED.
\## FMR HAS DIRECTED CERTAIN PORTFOLIO TRADES TO BROKERS WHO PAID A PORTION OF THE FUND'S EXPENSES.

FIDELITY ADVISOR LIMITED TERM BOND FUND
Limited Term
Bond Fund - Class A Limited Term Bond Fund -
Institutional Class

Year Period February 2, 1984
Ended Ended (Commencement
Nov. 30, Nov. 30 , Years Ended November 30, of Operations) to
SELECTED PER-SHARE DATA 1993 1992** 1993 1992 1991 1990 1989 1988 1987 1986 1985 November 30, 1984
Net asset value, beginning
of period $ 10.640 $ 10.960 $ 10.640 $ 10.550 $ 10.140 $ 10.410 $ 10.180 $ 10.250 $ 11.240 $ 10.550 $ 9.960 $ 10.000
Income from Investment Operations
Net investment income .785 .170 .832 .840 .884 .901 .937 .944 .953 1.026 1.053 .897
Net realized and unrealized gain (loss)
on investments .511 (.320)# .531 .102 .411 (.270) .230 (.070) (.770) .710 .590 (.040)
Total from investment operations 1.296 (.150) 1.363 .942 1.295 .631 1.167 .874 .183 1.736 1.643 .857
Less Distributions
From net investment income (.796) (.170) (.843) (.852) (.885) (.901) (.937) (.944) (.953) (1.026) (1.053) (.897)
From net realized gain on investments - -- -- -- -- -- -- -- (.220) (.020) -- --
Total distributions (.796) (.170) (.843) (.852) (.885) (.901) (.937) (.944) (1.173) (1.046) (1.053) (.897)
Net asset value, end of period $ 11.140 $ 10.640 $ 11.160 $ 10.640 $ 10.550 $ 10.140 $ 10.410 $ 10.180 $ 10.250 $ 11.240 $ 10.550 $ 9.960
TOTAL RETURN (dagger)(double dagger) 12.50% (1.37)% 13.17% 9.21% 13.35% 6.46% 12.03% 8.81% 1.78% 17.04% 17.40% 9.33%
RATIOS AND SUPPLEMENTAL DATA
Net assets, end of period (000 omitted) $ 59,184 $ 2,583 $ 183,790 $ 160,156 $ 327,756 $ 356,564 $ 426,832 $ 418,929 $ 407,228 $ 418,632 $ 253,913 $ 15,192
Ratio of expenses to average net assets 1.23% .82%* .64% .57% .57% .58% .54% .54% .53% .53% .65% 1.50%*(dagger)(dagger)
Ratio of net investment income to
average net assets 6.81% 7.67%* 7.41% 7.96% 8.59% 8.90% 9.16% 9.16% 9.03% 9.22% 10.29% 11.01%*
Portfolio turnover rate 59% 7% 59% 7% 60% 59% 87% 48% 92% 59% 88%(dagger)(dagger)(dagger) 12%*

FIDELITY ADVISOR GOVERNMENT INVESTMENT FUND
January 7, 1987
(Commencement of
Years Ended October 31, Operations) to
1993 1992 1991 1990 1989 1988 October 31, 1987

<TABLE>
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<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
SELECTED PER-SHARE DATA							
Net asset value, beginning of period	$ 9.730	$ 9.590	$ 9.150	$ 9.310	$ 9.260	$ 9.200	$ 10.000
Income from Investment Operations							

Net investment income	.567	.666	.700	.735	.773	.769	.614
Net realized and unrealized gain (loss) on investments	.601	.125	.419	(.160)	.050	.060	(.800)
Total from investment operations	1.168	.791	1.119	.575	.823	.829	(.186)
Less Distributions							
From net investment income	(.558)	(.651)	(.679)	(.735)	(.773)	(.769)	(.614)
From net realized gain on investments	(.200)	-	-	-	-	-	-
Total distributions	(.758)	(.651)	(.679)	(.735)	(.773)	(.769)	(.614)
Net asset value, end of period	$ 10.140	$ 9.730	$ 9.590	$ 9.150	$ 9.310	$ 9.260	$ 9.200
TOTAL RETURN (dagger)(double dagger)	12.53%	8.49%	12.65%	6.48%	9.37%	9.34%	(1.84)%
RATIOS AND SUPPLEMENTAL DATA							
Net assets, end of period (000 omitted)	$ 69,876	$ 23,281	$ 13,058	$ 9,822	$ 8,203	$ 6,590	$ 4,584
Ratio of expenses to average net assets	.68%	1.10%	1.10%	1.10%	1.10%	1.10%	1.29%*
Ratio of expenses to average net assets before voluntary expense limitation	1.32%	1.79%	2.46%	2.74%	2.75%	2.25%	2.36%*
Ratio of net investment income to average net assets	6.11%	6.98%	7.47%	8.04%	8.45%	8.30%	8.12%*
Portfolio turnover rate	333%	315%	54%	31%	42%	44%	32%*

</TABLE>

* ANNUALIZED.
** INITIAL OFFERING OF CLASS A SHARES, SEPTEMBER 10, 1992.
(dagger) TOTAL RETURN DOES NOT INCLUDE THE ONE TIME SALES CHARGE AND , FOR PERIODS OF LESS THAN ONE YEAR , IS NOT ANNUALIZED.
(dagger)(dagger) EXPENSES WERE LIMITED TO A PERCENTAGE OF AVERAGE NET ASSETS IN ACCORDANCE WITH A STATE EXPENSE LIMITATION.
(dagger)(dagger)(dagger) IN JULY 1985, THE SEC ADOPTED REVISIONS TO EXISTING RULES WITH RESPECT TO THE CALCULATION OF THE PORTFOLIO TURNOVER RATE. THE REVISED RULES REQUIRE THE INCLUSION IN THE CALCULATION OF LONG-TERM U.S. GOVERNMENT SECURITIES WHICH, PRIOR TO THESE REVISIONS, WERE EXCLUDED FROM THE CALCULATION.
(double dagger) TOTAL RETURN WOULD HAVE BEEN LOWER HAD CERTAIN EXPENSES NOT BEEN REDUCED DURING THE PERIODS SHOWN.
THE AMOUNT SHOWN IN THIS CAPTION, WHILE DETERMINABLE BY THE SUMMATION OF AMOUNTS COMPUTED DAILY AS SHARES WERE SOLD OR REPURCHASED, IS ALSO THE BALANCING FIGURE DERIVED FROM THE OTHER FIGURES IN THE STATEMENT AND HAS BEEN SO COMPUTED. THE AMOUNT SHOWN FROM THE PERIOD ENDED NOVEMBER 30, 1992 FOR A SHARE OUTSTANDING THROUGHOUT THE PERIOD DOES NOT ACCORD WITH THE NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS FOR THE PERIOD BECAUSE OF THE TIMING OF SALES AND REPURCHASES OF THE FUND SHARES IN RELATION TO FLUCTUATING MARKET VALUES OF THE INVESTMENTS OF THE FUND.

FIDELITY ADVISOR HIGH INCOME MUNICIPAL FUND

September 16, 1987
(Commencement of
Years Ended October 31, Operations) to
SELECTED PER-SHARE DATA 1993 1992 1991 1990 1989 1988 October 31, 1987

<TABLE>
<CAPTION>

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Net asset value, beginning of period	$ 11.650	$ 11.410	$ 10.870	$ 10.820	$ 10.460	$ 9.850	$ 10.000
Income from Investment Operations							
Net interest income	.710	.774	.803	.811	.800	.750	.092
Net realized and unrealized gain (loss) on investments	1.100	.250	.660	.150	.410	.610	(.150)
Total from investment operations	1.810	1.024	1.463	.961	1.210	1.360	(.058)

Less Distributions							
From net interest income	(.710)	(.774)	(.803)	(.811)	(.800)	(.750)	(.092)
From net realized gain on investments	(.030)	(.010)	(.120)	(.100)	(.050)	-	-
Total distributions	(.740)	(.784)	(.923)	(.911)	(.850)	(.750)	(.092)
Net asset value, end of period	$ 12.720	$ 11.650	$ 11.410	$ 10.870	$ 10.820	$ 10.460	$ 9.850
TOTAL RETURN (dagger)(double dagger)	15.95%	9.21%	14.02%	9.28%	12.05%	14.22%	(.58)%
RATIOS AND SUPPLEMENTAL DATA							
Net assets, end of period (000 omitted)	$ 497,575	$ 156,659	$ 67,135	$ 22,702	$ 6,669	$ 3,290	$ 1,275
Ratio of expenses to average net assets	.92%	.90%	.90%	.90%	.90%	.89%	.80%*
Ratio of expenses to average net assets before voluntary expense limitation	.92%	.96%	1.24%	2.09%	2.75% (h diamond)	2.25% (h diamond)	2.25%* (h diamond)
Ratio of net interest income to average net assets	5.59%	6.59%	7.08%	7.37%	7.60%	7.33%	7.24%*
Portfolio turnover rate	27%	13%	10%	11%	27%	19%	-%

</TABLE>

FIDELITY ADVISOR LIMITED TERM TAX-EXEMPT FUND
  Limited Term
  Tax-Exempt Fund   -   Class A Limited Term Tax-Exempt Fund   -
Institutional
       September 19, 1985
 Year Period   (Commencement
 Ended Ended   of Operations) to
 Nov. 30 Nov. 30   Years Ended November 30, November 30,
SELECTED PER-SHARE DATA 1993 1992** 1993 1992 1991 1990 1989 1988 1987
1986   1985
Net asset value, beginning of period $ 11.080 $ 11.010 $ 11.080 $ 10.800 $
10.640 $ 10.610 $ 10.520 $ 10.380 $ 10.990 $ 10.280 $ 10.000
Income from Investment Operations
 Net interest income   .508 .131 .536 .666 .682 .689 .674 .650 .641
.671 .130
 Net realized and unrealized gain (loss) on investments   .260 .070 .260
.280 .160 .030 .090 .140 (.540) .760 .280
 Total from investment operations   .768 .201 .796 .946 .842 .719
.764 .790 .101 1.431 .410
Less Distributions
 From net interest income   (.508) (.131) (.536) (.666) (.682) (.689)
(.674) (.650) (.641) (.671) (.130)
 From net realized gain on investments   (.880) -- (.880) -- --   --
- --   --   (.070) (.050) --
 Total distributions   (1.388) (.131) (1.416) (.666) (.682) (.689)
(.674) (.650) (.711) (.721) (.130)
Net asset value, end of period $ 10.460 $ 11.080 $ 10.460 $ 11.080 $
10.800 $ 10.640 $ 10.610 $ 10.520 $ 10.380 $ 10.990 $ 10.280
TOTAL RETURN (dagger)(double dagger)   7.72% 1.37% 8.01% 9.01% 8.15%
7.04% 7.50% 7.77% .97% 14.39% 4.12%
RATIOS AND SUPPLEMENTAL DATA
Net assets, end of period (000 omitted) $ 39,800 $ 1,752 $ 15,076 $ 28,428
$ 100,294 $ 111,506 $ 121,418 $ 132,443 $ 162,857 $ 161,045 $ 94,391
Ratio of expenses to average net assets   .90% 1.04%* .65% .66% .61%
.62% .65% .63% .59% .58% .69%*
Ratio of expenses to average net assets before voluntary
 expense limitation   1.36% 1.06%* .83% .67% .61% .62% .65% .63%
.59% .58% .69%*
Ratio of net investment income to average net assets   4.76% 5.65%* 5.01%
6.05% 6.40% 6.53% 6.45% 6.20% 6.01% 6.29% 6.33%*

Portfolio turnover rate 46% 36% 46% 36% 20% 32% 31% 24% 43% 34% 103%*

* ANNUALIZED.
** INITIAL OFFERING OF CLASS A SHARES, SEPTEMBER 15, 1992.
(dagger) TOTAL RETURN DOES NOT INCLUDE THE ONE TIME SALES CHARGE AND FOR PERIODS OF LESS THAN ONE YEAR IS NOT ANNUALIZED.
(double dagger) THE TOTAL RETURN WOULD HAVE BEEN LOWER HAD CERTAIN EXPENSES NOT BEEN REDUCED DURING THE PERIODS SHOWN.
(h diamond) EXPENSES WERE LIMITED TO A PERCENTAGE OF AVERAGE NET ASSETS IN ACCORDANCE WITH A STATE EXPENSE LIMITATION.

INVESTMENT OBJECTIVES

INTERNATIONAL FUND:

FIDELITY ADVISOR EMERGING MARKETS INCOME FUND seeks a high level of current income by investing primarily in debt securities and other instruments of issuers in emerging markets. As a secondary objective, the Fund seeks capital appreciation.

EQUITY FUNDS :

FIDELITY ADVISOR STRATEGIC OPPORTUNITIES FUND seeks capital appreciation by investing primarily in securities of companies believed by FMR to involve a "special situation."

FIDELITY ADVISOR EQUITY PORTFOLIO INCOME seeks a yield from dividend and interest income which exceeds the composite dividend yield on securities comprising the Standard & Poor's Composite Index of 500 Stocks (S&P 500).

FIXED-INCOME FUNDS:

FIDELITY ADVISOR HIGH YIELD FUND seeks a combination of a high level of income and the potential for capital gains by investing in a diversified portfolio consisting primarily of high-yielding, fixed-income and zero coupon securities, such as bonds, debentures and notes, convertible securities and preferred stocks.

FIDELITY ADVISOR LIMITED TERM BOND FUND seeks to provide a high rate of income through investment in high and upper-medium grade fixed-income obligations.

FIDELITY ADVISOR GOVERNMENT INVESTMENT FUND seeks a high level of current income by investing primarily in obligations issued or guaranteed by the U.S. government or any of its agencies or instrumentalities.

MUNICIPAL/TAX-EXEMPT FUNDS:

FIDELITY ADVISOR HIGH INCOME MUNICIPAL FUND seeks to provide a high current yield by investing in a diversified portfolio of municipal obligations whose interest is not included in gross income for purposes of calculating federal income tax. The Fund reserves the right to invest up to 100% of its assets in municipal obligations subject to the federal alternative minimum tax.

FIDELITY ADVISOR LIMITED TERM TAX-EXEMPT FUND seeks the highest level of income exempt from federal income taxes that can be obtained consistent with the preservation of capital, from a diversified portfolio of high quality or upper-medium quality municipal obligations.

The investment objective of each Fund is fundamental and can only be changed by vote of a majority of the outstanding shares of the Fund. Except as otherwise noted, the investment limitations and policies of Strategic Opportunities, Limited Term Bond, Government Investment, High Income Municipal, and Limited Term Tax-Exempt are fundamental and may not be changed without shareholder approval. Except for the investment limitations and policies identified as fundamental, the limitations and policies of Emerging Markets Income, Equity Portfolio Income, and High Yield are not fundamental. Non-fundamental investment limitations and policies may be changed without shareholder approval.

The yield, return and potential price changes of each Fund depend on the quality and maturity of the obligations in its portfolio, as well as on market conditions. Risks vary based on the type of fund in which you are investing. As is the case with any investment in securities, invest ment in the Funds involve certain risks and, therefore, a Fund may not always achieve its investment objective.

INVESTMENT POLICIES AND RISKS

Further information relating to the types of securities in which each Fund may invest and the investment policies of each Fund in general are set forth in the Appendix to this Prospectus and in each Fund's SAI.

INTERNATIONAL FUND: Risks associated with international investing include currency values, the political and regulatory environment, and overall economic factors in the countries in which a Fund invests. Investing in an international fund may be more suitable for aggressive investors who want to achieve an extra level of diversification in their investment portfolio by participating in opportunities available in developing countries. FMR determines where an issuer is located by looking at such factors as its country of organization, the primary trading market for its securities, and the location of its assets, personnel, sales, and earnings.

FIDELITY ADVISOR EMERGING MARKETS INCOME FUND will, under normal conditions, invest at least 65% of its total assets in debt securities and other instruments of issuers in emerging markets. For this purpose, "emerging markets" will include any countries (I) having an "emerging stock market" as defined by the International Finance Corporation; (II) with low- to middle-income economies according to the International Bank for Reconstruction and Development (the World Bank); or (III) listed in World Bank publications as "developing." Currently, the countries NOT included in these categories are Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Ireland, Italy, Japan, the Netherlands, New Zealand, Norway, Spain, Sweden, Switzerland, the United Kingdom, and the U.S. For purposes of this 65% policy, issuers whose principal activities are in countries with emerging markets include issuers: (1) organized under the laws of, (2) whose securities have their primary trading market in, (3) deriving at least 50% of their revenues or profits from goods sold, investments made, or services performed in, or (4) having at least 50% of their assets located in, a country with an emerging market.

The Fund emphasizes countries with relatively low gross national product per capita compared to the world's major economies, and with the potential for rapid economic growth. Many investments in emerging markets can be considered speculative, and therefore may offer higher income potential than the developed markets of the world . Investments in emerging markets can involve significant risks and the Fund is designed for aggressive investors.

Under current market conditions, FMR expects that emerging market opportunities will be found mainly within Latin America, and to a lesser extent in Africa, Asia and emerging European nations. FMR will actively manage the allocation of the Fund's investments among countries, geographic regions, and currency denominations in an attempt to achieve current income and capital appreciation. In doing so, FMR will also consider such factors as prospects for relative economic growth among countries, regions, or geographic areas, expected levels of inflation, government policies influencing business conditions, current and anticipated interest rates, and the outlook for currency relationships. Although the Fund will normally invest in at least three different countries, it is not limited to any particular country or currency, and may invest substantially all of its assets in any one country.

The Fund may invest in all types of fixed-income instruments, including corporate debt securities, sovereign debt instruments issued by governments or governmental entities, and all types of domestic and foreign money market instruments. The Fund may invest in lower- quality , high yielding U.S. c orporate debt securities (sometimes referred to as "junk bonds"). Many emerging market securities are of below investment-grade quality, and at any one time substantially all of the Fund's assets may be invested in securities that are of poor quality or are in default. Lower quality debt securities are those rated below Baa by Moody's or BBB by S&P.

Other investments the Fund may make or engage in include options and futures contracts, swap agreements, indexed securities, loans and other direct debt instruments, repurchase agreements and securities loans, foreign repurchase agreements, illiquid investments, restricted securities, mortgage-backed securities, asset-backed securities, delayed-delivery transactions , and interfund borrowing. The Fund may also invest a portion of its assets in common and preferred stocks of emerging markets issuers, debt securities of non-emerging market foreign issuers and lower-quality debt securities of U.S. issuers. Although the Fund may invest up to 35% of its total assets in these securities, FMR does not currently anticipate that these investments will exceed approximately 20% of the Fund's total assets. Though common and preferred stocks and convertible securities present the possibility for significant capital appreciation over the long-term, they may fluctuate dramatically in the short-term and entail a high degree of risk.

For cash management purposes, the Fund will ordinarily invest a portion of its assets in high-quality, short-term debt securities and money market instruments, including repurchase agreements and bank deposits denominated in U.S. or foreign currencies. When, in FMR's judgment, market conditions warrant, the Fund can make substantial temporary defensive investments in money market instruments, U.S. government securities, or investment-grade obligations of U.S. companies.

CONSIDERATIONS OF INVESTING IN THE SHARES OF EMERGING MARKETS INCOME FUND:

International investing in general may involve greater risks than U.S. investments. There is generally less publicly available information about foreign issuers, and there may be less government regulation and supervision of foreign stock exchanges, brokers, and listed companies. There may be difficulty in enforcing legal rights outside the U.S. Foreign companies generally are not subject to uniform accounting, auditing, and financial reporting standards, practices, and requirements comparable to those that apply to U.S. companies. Security trading practices abroad may offer less protection to investors such as the Fund. Settlement of transactions in some foreign markets may be delayed or may be less frequent than in the U.S., which could affect the liquidity of the Fund. Additionally, in some foreign countries, there is the possibility of expropriation or confiscatory taxation; limitations on the removal of securities, property, or other assets of the Fund; political or social instability; or diplomatic developments which could affect U.S. investments in foreign countries. FMR will take these factors into consideration in managing the Fund's investments.

These risks may be intensified in the case of investments in emerging markets or countries with limited or developing capital markets. Security prices in emerging markets can be significantly more volatile than in more developed nations, reflecting the greater uncertainties of investing in less established markets and economies. In particular, countries with emerging markets may have relatively unstable governments; present the risk of nationalization of businesses, restrictions on foreign ownership, or prohibitions of repatriation of assets; and may have less protection of property rights than more developed countries. The economies of countries with emerging markets may be predominantly based on only a few industries, may be highly vulnerable to changes in local or global trade conditions, and may suffer from extreme and volatile debt burdens or inflation rates. Local securities markets may trade a small number of securities and may be unable to respond effectively to increases in trading volume, potentially making prompt liquidation of substantial holdings difficult or impossible at times. Securities of issuers located in countries with emerging markets may have limited marketability and may be subject to more abrupt or erratic price movements.

By itself, the Fund does not constitute a balanced investment plan. The Fund is designed for aggressive investors interested in the investment opportunities and income potential offered by securities issued in emerging markets. The value of the Fund's investments and the income they generate will vary from day to day, generally reflecting changes in interest rates, market conditions, and other political and economic news. The Fund's performance will also depend on currency values, foreign economies, and other factors relating to foreign investments. Because the Fund focuses on emerging markets, it involves higher risks than U.S. bond investments. Investors should be willing to assume a greater degree of investment risk and should expect a higher level of volatility than is generally associated with investing in more established markets. The Fund's yield and share price will change based on changes in domestic or foreign interest rates, the value of foreign currencies, and issuers' creditworthiness. In general, bond prices rise when interest rates fall, and vice versa. The Fund's share price, yield and total return fluctuate and your investment may be worth more or less than your original cost when you redeem your shares. The Fund is non-diversified, which means that it may invest a greater portion of its assets in securities of a single issuer than would be the case if it were diversified. As a result, changes in the financial condition or market assessment of a single issuer could cause greater fluctuation in the Fund's share value.

EQUITY FUNDS. Equity f unds invest in common stock and other equity securities in search of growth or a combination of growth and income. The share value of equity funds depends heavily on stock market conditions in the U.S. and abroad, and can also be affected by changes in interest rates or other economic conditions. Investments in e quity f unds are more suitable for investors who take a long-term approach to investing.

FIDELITY ADVISOR STRATEGIC OPPORTUNITIES FUND . As a non-fundamental policy, the Fund normally will invest at least 65% of its assets in companies involving a "special situation". The term "special situation" refers to FMR's identification of an unusual, and possibly non-repetitive development taking place in a company or group or companies in an industry. A special situation may involve one or more of the following characteristics:

(bullet) A technological advance or discovery, the offering of a new or unique product or service, or changes in consumer demand or consumption forecasts.

(bullet) Changes in the competitive outlook or growth potential of an industry or a company within an industry, including changes in the scope or nature of foreign competition or the development of an emerging industry.

(bullet) New or changed management, or material changes in management policies or corporate structure.

(bullet) Significant economic or political occurrences abroad, including changes in foreign or domestic import and tax laws or other regulations.

(bullet) Other events, including natural disasters, favorable litigation settlements, or a major change in demographic patterns.

In seeking capital appreciation, the Fund also may invest in securities of companies not involving a special situation, but which are companies with valuable fixed assets and whose securities are believed by FMR to be undervalued in relation to the companies' assets, earnings, or growth potential.

FMR intends to invest primarily in common stocks and securities that are convertible into common stocks; however, it also may invest in debt securities of all types and quality if FMR believes that investing in these securities will result in capital appreciation. As a non-fundamental investment policy, the Fund may invest in lower -quality , high-yielding debt securities (sometimes referred to as "junk bonds") , although it intends to limit its investments in these securities to 35% of its assets. The Fund also may invest in unrated securities. The Fund may invest up to 30% of its assets in foreign investments of all types and may enter into forward foreign currency exchange contracts for the purpose of managing exchange rate risks. The Fund may purchase or engage in indexed securities, illiquid instruments, loans and other direct debt instruments, options and futures contracts, repurchase agreements and securities loans, restricted securities, swap agreements, warrants, and zero coupon bonds.

The Fund expects to be fully invested under most market conditions. The Fund may make substantial temporary investments in high-quality debt securities for defensive purposes when, in FMR's judgment, a more conservative approach to investment is desirable.

An investment in the F und may be considered more speculative than an investment in other funds that seek capital appreciation. There are greater risks involved in investing in securities of smaller companies rather than companies operating according to established patterns and having longer operating histories. The Fund may invest in securities in which other investors have not shown significant interest or confidence, and which are subject to stock market fluctuations. Larger well-established companies experiencing a special situation may involve, to a certain extent, breaks with past experience, which may pose greater risks. There are also greater risks involved in investing in securities of companies that are not currently favored by the public but show potential for capital appreciation.

FIDELITY ADVISOR EQUITY PORTFOLIO INCOME . It is the policy of the Fund that at least 65% of its total assets normally will be invested in income-producing equity securities. For purposes of this policy, equity securities are defined as common stocks and preferred stocks.

The balance of the Fund will tend to be invested in debt obligations, a high percentage of which are expected to be convertible into common stocks. As a non-fundamental policy, the Fund may invest in lower- quality high-yielding debt securities (sometimes referred to as "junk bonds"), although it currently intends to limit its investments in these securities to 35% of its assets. However, the Fund does not intend to invest in securities of issuers without proven earnings and/or credit histories. T he Fund may purchase or engage in foreign investments, indexed securities, illiquid investments, loans and other direct debt instruments, futures and options, repurchase agreements and securities loans, restricted securities, short sales, swap agreements, and warrants. Because of the income considerations, investors should not expect capital appreciation comparable to the appreciation which could be achieved by funds whose primary objective is capital appreciation. While the investment portfolio will not mirror the stocks in the S&P 500, the yield on the overall investment portfolio generally will increase or decrease from year to year in accordance with market conditions and in relation to the changes in yields of the stocks included in the S&P 500.

The Fund may make temporary investments in securities such as investment-grade bonds or short-term notes for defensive purposes.

FIXED-INCOME FUNDS. Fixed-Income Funds invest primarily in debt securities (e.g., bonds, debentures, notes and similar obligations). The share value of fixed-income funds tends to move inversely with changes in prevailing interest rates. Shorter-term bonds are less sensitive to interest rate changes, but longer-term bonds generally offer higher yields. It also is important to note that high-yielding, lower-quality bonds involve greater risks, because there is a greater possibility of a financial reversal affecting the issuer's ability to pay interest and principal on time. Share value and yield are not guaranteed and will fluctuate based on credit quality and changes in interest rates.

FMR will use its extensive research facilities in addition to considering the ratings of Nationally Recognized Statistical Rating Organizations (NRSROs) in selecting investments for the Funds. Unrated securities are not necessarily of lower quality than rated securities, but they may not be attractive to as many buyers. This credit analysis includes consideration of the economic feasibility, the financial condition of the issuer with respect to liquidity, cash flow and political developments that may affect credit quality. Since the risk of default is higher for lower-quality obligations, FMR's research and analysis are an integral part of choosing a Fund's securities. Through portfolio diversification and careful credit analysis, FMR can reduce risk, although there can be no assurance that losses will not occur. FMR also considers trends in the economy, in geographic areas, in various industries, and in the financial markets.

FIDELITY ADVISOR HIGH YIELD FUND. As a non-fundamental policy, the Fund normally will invest at least 65% of its total assets in high-yielding, income producing debt securities and preferred stocks, including convertible and zero coupon bonds . The Fund may invest all or a substantial portion of its assets in lower- quality, high-yielding debt securities (sometimes referred to as "junk bonds"). Please refer to "Risks of Lower- Quality Taxable Debt Securities," page 11. In addition, the Fund also may invest in government securities, securities of any state or any of its subdivisions, agencies or instrumentalities, and securities of foreign issuers, including securities of foreign governments. The Fund may invest up to 35% of its assets in equity securities, including common stocks, warrants and rights. Debt instruments include securities such as bonds, notes, convertible bonds, and mortgage-backed or asset-backed securities; commercial paper and other money market instruments, including repurchase agreements; and loans, trade claims, and similar instruments representing indebtedness of a corporate borrower. These instruments may provide for interest payments in cash or in kind, may pay no interest, or may be in default, and may have warrants attached or otherwise include rights to purchase common stocks. The Fund may purchase debt instruments in public offerings or through private placements. The Fund has no specific limitations on the maturity or credit ratings of the debt instruments in which it invests.

The Fund may enter into forward currency contracts and may purchase or engage in foreign investments, indexed securities, illiquid investments, loans and other direct debt instruments, options and futures contracts, repurchase agreements and securities loans, restricted securities, reverse repurchase agreements, and swap agreements.

RISKS OF LOWER- QUALITY TAXABLE DEBT SECURITIES. Lower-quality debt securities usually are defined as securities rated Ba or lower by Moody's or BB or lower by S&P. Lower-quality debt securities are considered speculative and involve greater risk of loss than higher-rated debt securities, and are more sensitive to changes in the issuer's capacity to pay. This is an aggressive approach to income investing.

The 1980s saw a dramatic increase in the use of lower- quality debt securities to finance highly leveraged corporate acquisitions and restructurings. Past experience may not provide an accurate indication of the future performance of lower- quality debt securities, especially during periods of economic recession. In fact, from 1989 to 1991, the percentage of lower- quality debt securities that defaulted rose significantly above prior levels, although the default rate decreased in 1992 and 1993 .

Lower- quality debt securities may be thinly traded, which can adversely affect the prices at which these securities can be sold and can result in high transaction costs. If market quotations are not available, lower- quality debt securities will be valued in accordance with standards set by the Boards of Trustees, including the use of outside pricing services. Judgment plays a greater role in valuing lower- quality debt securities than securities for which more extensive quotations and last sale information are available. Adverse publicity and changing investor perceptions may affect the ability of outside pricing services to value lower- quality debt securities, and the Fund's ability to dispose of these securities.

The market prices of lower- quality debt securities may decline significantly in periods of general economic difficulty, which may follow periods of rising interest rates. During an economic downturn or a prolonged period of rising interest rates, the ability of issuers of lower- quality debt to service their payment obligations, meet projected goals, or obtain additional financing may be impaired.

The Fund may choose, at its own expense or in conjunction with others, to pursue litigation or otherwise to exercise its rights as a security holder to seek to protect the interests of security holders if it determines this to be in the interest of Fund shareholders.

The considerations discussed above for lower- quality debt securities also apply to lower-quality, unrated debt instruments of all types, including loans and other direct indebtedness of businesses with poor credit standing. Unrated debt instruments are not necessarily of lower-quality than rated securities, but they may not be attractive to as many buyers. The Fund relies more on FMR's credit analysis when investing in debt instruments that are unrated. Please refer to pages 25 and 26 for a discussion of Moody's and S&P ratings.

FIDELITY ADVISOR LIMITED TERM BOND FUND. Under normal circumstances, the Fund will invest in fixed-income securities as follows:

(I) Corporate obligations which are rated AAA, AA, or A by S&P, or Aaa, Aa, or A by Moody's;

(II) Obligations issued or guaranteed as to interest and principal by the government of the U.S., or any agency or instrumentality thereof;

(III) Obligations (including certificates of deposit and bankers' acceptances) of U.S. banks which at the date of investment have capital gains, surplus, and undivided profits (as of the date of their most recently published annual financial statements) in excess of $100,000,000;

(IV) Commercial paper which at the date of investment is rated A-1 or A-2 by S&P or Prime-1 or Prime-2 by Moody's or, if not rated, is issued by companies which at the date of investment have an outstanding debt issue rated AAA, AA, or A by S&P or Aaa, Aa, or A by Moody's; and

(V) Such other fixed-income instruments as the Board of Trustees, in its judgment, deems to be of comparable quality to those enumerated above.

The Fund also may invest in unrated instruments, and may at times purchase instruments rated below A if FMR judges them to be of comparable quality to those rated A or better. Currently, the Fund does not intend to invest in debt obligations rated below Baa/BBB. Instruments in which the Fund may invest include asset-backed securities, collateralized mortgage obligations, convertible securities, loans and other direct debt instruments, mortgage-backed securities, and zero coupon bonds. For purposes of the Fund's investment policies, those instruments described in this paragraph and in (i) through (v) above are considered "bonds".

FMR's standards for determining high- and upper-medium grades are essentially the same as those described by S&P and Moody's as characteristic of their ratings of A and above. Such instruments have strong protection of principal and interest payments. In addition to reliance on S&P's or Moody's ratings, FMR also performs its own credit analysis. Investment-grade bonds are generally of medium to high quality. Those rated in the lower end of the category (Baa/BBB), however, may possess speculative characteristics and may be more sensitive to economic changes and changes in the financial condition of issue r s.

In addition, the Fund may seek capital appreciation when consistent with its primary objective. In seeking capital appreciation, FMR will select securities for the Fund based on its judgment as to economic and market conditions and the prospects for interest rate changes.

The Fund may purchase or engage in foreign investments, indexed securities, illiquid investments, options and futures contracts, repurchase agreements and securities loans, restricted securities, and swap agreements. The Fund also may engage in reverse repurchase agreements for temporary or emergency purposes and not for investment purposes.

The Fund will maintain a dollar-weighted average maturity of 10 years or less. Based on FMR's assessment of interest rate trends, generally, the average maturity will be shortened when interest rates are expected to rise and lengthened up to 10 years when interest rates are expected to decline.

FIDELITY ADVISOR GOVERNMENT INVESTMENT FUND. Under normal circumstances, as a non-fundamental policy at least 65% of the Fund's total assets will be invested in government securities.

The Fund invests primarily in obligations issued or guaranteed by the U.S. government or any of its agencies or instrumentalities (U.S. government securities), including U.S. Treasury bonds, notes and bills, Government National Mortgage Association mortgage-backed pass-through certificates (Ginnie Maes) and mortgage-backed securities issued by the Federal National Mortgage Association (Fannie Maes) or the Federal Home Loan Mortgage Corporation (Freddie Macs). The U.S. government securities the Fund invests in may or may not be fully backed by the U.S. government. The Fund may enter into repurchase agreements involving any securities in which it may invest and also may enter into reverse repurchase agreements. The Fund considers "government securities" to include U.S. government securities subject to repurchase agreements. The Fund is not restricted as to the percentage of its assets that may be invested in any one type of U.S. government security. The Fund may for temporary defensive purposes invest without limit in U.S. government securities having a maturity of 365 days or less. The Fund may invest in delayed-delivery transactions, options and futures contracts, indexed securities, swap agreements and zero coupon bonds. In seeking current income, the Fund also may consider the potential for capital gain.

MUNICIPAL/TAX-EXEMPT FUNDS. Tax-Exempt Funds invest primarily in municipal securities which are issued by state and local governments and their agencies to raise money for various public purposes, including general purpose financing for state and local governments as well as financing for specific projects or public facilities. Municipal securities may be backed by the full taxing power of a municipality or by the revenues from a specific project or the credit of a private organization. Some municipal securities are insured by private insurance companies, while others may be supported by letters of credit furnished by domestic or foreign banks. FMR monitors the financial condition of parties (including insurance companies, banks, and corporations) whose creditworthiness is relied upon in determining the credit quality of securities the Funds may purchase.

Yields on municipal bonds, and therefore the yield of High Income Municipal and Limited Term Tax-Exempt, depend on factors such as general market conditions, interest rates, the size of a particular offering, the maturities of the obligations and the quality of the issues. The ability of the Funds to achieve their investment objectives is also dependent on the continuing ability of the issuers of the municipal obligations in which the Funds invest to meet their obligations for the payment of interest and principal when due.

Bonds generally are considered to be interest rate sensitive, which means that their values move inversely to interest rates. Long-term municipal bonds generally are more exposed to market fluctuations resulting from changes in interest rates than are short-term municipal bonds.

While the market for municipals is considered to be substantial, adverse publicity and changing investor perceptions may affect the ability of outside pricing services used by a Fund to value its portfolio securities and the Fund's ability to dispose of lower- quality bonds. The outside pricing services are consistently monitored to assure that securities are valued by a method that the Board believes accurately reflects fair value. The impact of changing investor perceptions may be especially pronounced in markets where municipal securities are thinly traded.

The Funds' investments in municipal securities may include fixed, variable, or floating rate general obligation and revenue bonds (including municipal lease obligations and resource recovery bonds); zero coupon and asset-backed securities; inverse floaters; tax, revenue, or bond anticipation notes; and tax-exempt commercial paper. The Funds may buy or sell securities on a when-issued or delayed-delivery basis (including refunding contracts), and may purchase restricted and illiquid securities. The Funds may also buy and sell options and futures contracts.

Municipal obligations, including industrial development revenue bonds, are issued by or on behalf of states, territories, and possessions of the U.S. and the District of Columbia and their political subdivisions, agencies, and instrumentalities.

Each Fund may invest more than 25% of its total assets in securities whose revenue sources are from similar types of projects (e.g., education, electric utilities, health care, housing, transportation, or water, sewer and gas utilities) or whose issuers share the same geographic location. As a result, a fund may be more susceptible to economic, business or political developments than would a portfolio of bonds with a greater variety of issuers. These developments include proposed legislation or pending court decisions affecting the financing of such projects and market factors affecting the demand for their services or

products.
FIDELITY ADVISOR HIGH INCOME MUNICIPAL FUND. Interest from all or a portion of the Fund's municipal bonds may be a "tax preference" item for some shareholders in determining their federal alternative minimum tax. Stability and growth of principal also will be considered when choosing securities.

Interest on some "private activity" municipal obligations is subject to the federal alternative minimum tax AMT bonds. AMT bonds are municipal obligations that benefit a private or industrial user or finance a private facility. The Fund reserves the right to invest up to 100% of its assets in AMT bonds.

The Fund may invest in municipal obligations which are rated in the medium and lower rating categories of NRSROs (such as obligations rated Caa by Moody's or CCC by S&P) or which are unrated, but judged by FMR, pursuant to procedures established by the Board of Trustees, to meet the quality standards of the Fund. Municipal obligations which are in the medium and lower rating categories or which are unrated generally offer a higher current yield than those offered by municipal obligations which are in the higher rating categories. Since available yields and the yield differential between higher and lower-rated obligations vary over time, no specific level of income or yield differential can be assured.

Lower- quality bonds (those rated Ba/BB or lower) involve greater risk, including risk of default.

The Fund also may purchase tax-exempt instruments that become available in the future as long as FMR believes that their quality is equivalent to those rated Caa or CCC or better by Moody's or S&P, respectively.

The Fund's yield depends in part on the quality of its investments. Obligations rated investment grade or better (Baa/BBB or higher) generally are of medium to high quality. These securities typically have moderate to poor protection of principal and interest payments and have speculative characteristics.

Unrated obligations may be either investment grade or lower quality, but usually are not attractive to as many buyers . The Fund relies heavily on FMR's credit analysis when purchasing unrated or lower- quality bonds.

While lower-quality bonds traditionally have been less sensitive to interest rate changes than higher-quality investments, as with all bonds, the prices of lower-quality bonds will be affected by interest rate changes. Economic changes may affect lower-quality securities differently than other securities. Lower-quality municipal bonds may be more sensitive to adverse economic changes (including recession) in specific regions or localities or among specific types of issuers. During an economic downturn or a prolonged period of rising interest rates, issuers of lower-quality debt may have problems servicing their debt, meeting projected revenue goals, or obtaining additional financing. Periods of economic uncertainty and interest rate changes may cause market price volatility for lower-quality bonds and corresponding volatility in the Fund's share price.

During periods when, in FMR's opinion, a temporary defensive posture in the market is appropriate, the Fund may invest without limitation in cash or in obligations whose interest payments may be federally taxable. Taxable obligations include, but are not limited to, certificates of deposit, commercial paper, obligations issued by the U.S. government or any of its agencies or instrumentalities, and repurchase agreements.

The Fund may purchase long-term municipals with maturities of 20 years or more, which generally produce higher yields than short-term municipals. The Fund also may purchase short-term municipal obligations in order to provide for short-term capital needs. The average maturity of the Fund is currently expected to be greater than 20 years. Since the Fund's objective is to provide a high current yield, the Fund will purchase municipals with an emphasis on income. FMR may vary the Fund's average maturity depending on anticipated market conditions. Generally, the average maturity will be shortened when interest rates are expected to rise and lengthened when rates are expected to decline.

FIDELITY ADVISOR LIMITED TERM TAX-EXEMPT FUND . Under normal conditions, at least 80% of the Fund's annual income will be exempt from federal income taxes and at least 80% of the Fund's net assets will be invested in obligations having remaining maturities of 15 years or less. The Fund will maintain a dollar-weighted average maturity of 10 years or less.

The Fund will invest in municipal obligations which, in the judgment of FMR, are high quality or at least upper-medium quality. The Fund's standards for high quality and upper-medium quality obligations are essentially the same as those described by Moody's in rating municipal obligations within its three highest ratings of Aaa, Aa, and A and as those described by S&P in rating such obligations within its three highest ratings of AAA, AA and A. As a non-fundamental policy, the Fund will not purchase a security rated by Moody's or S&P unless it has received at least an A rating from either rating service.

The Fund may invest up to 20% of its total assets in municipal obligations which are unrated by Moody's or S&P if, in the judgment of FMR, such municipal obligations meet the standards of quality as set forth above. Unrated bonds are not necessarily of lower quality and may have higher yields than rated bonds, but the market for rated bonds is usually broader.

The Fund may invest up to 25% of its total assets in a single issuer's

securities.
The Fund currently does not intend to invest in taxable obligations; however, consistent with that portion of its investment objective concerned with the preservation of capital, from time to time the Fund may invest a portion (normally not to exceed 20%) of its net assets on a temporary basis in fixed-income obligations whose interest is subject to federal income tax. These taxable obligations may include repurchase agreements. The Fund does not currently intend to invest in AMT bonds.

INVESTMENT LIMITATIONS

Each Fund has adopted the following investment limitations designed to reduce investment risk. The policies and limitations discussed below, and in the Appendix beginning on page , are considered at the time of purchase. With the exception of each Fund's borrowing policy, the sale of portfolio securities is not required in the event of a subsequent change in circumstances.

DIVERSIFICATION: These limitations do not apply to U.S. government securities and are fundamental unless otherwise noted .

(bullet) Strategic Opportunities may not purchase a security if, as a result, more than 5% of its total assets would be invested in the securities of any issuer;

(bullet) As a non-fundamental policy, generally to meet federal tax requirements at the close of each quarter, Emerging Markets Income may not (1) with respect to 50% of its total assets, purchase a security if more than 5% of its total assets would be invested in the securities of a single issuer; and (2) invest more than 25% of its total assets in securities of a single issuer.

(bullet) With respect to 75% of its total assets, each other Fund may not purchase a security if, as a result, more than 5% of its total assets would be invested in the securities of any issuer.

(bullet) Each Fund (except Emerging Markets Income) may not purchase a security if, as a result, it would hold more than 10% of the outstanding voting securities of any issuer (except that Equity Portfolio Income, High Yield, and Government Investment, each may invest up to 25% of its total assets without regard to this limitation).

(bullet) Limited Term Tax-Exempt may not purchase the securities of any issuer if, as a result, more than 25% of its total assets would be invested in industrial development bonds whose issuers are in any one industry.

(bullet) Each other Fund (may not purchase the securities of any issuer if, as a result, more than 25% of the Fund's total assets would be invested in the securities of issuers having their principal business activities in the same industry. Limited Term Bond may, however, invest more than 25% of its total assets in obligations of banks, although it has no current intention of so doing.

BORROWING: The following limitations are fundamental.

(bullet) Each fund may borrow money for temporary or emergency purposes, in an amount not exceeding 33 1/3% of the value of its total assets;

(bullet) Strategic Opportunities, Limited Term Bond, and Limited Term Tax-Exempt may not purchase any security while borrowings representing more than 5% of its total assets are outstanding.

(bullet) Government Investment and High Income Municipal may not purchase any security while borrowings representing more than 5% of its net assets are outstanding.

The following limitations are non-fundamental.

(bullet) Each other Fund may not purchase any security while borrowings representing more than 5% of its total assets are outstanding.

(bullet) Each Fund may borrow money from banks or from other funds advised by FMR, or by engaging in reverse repurchase agreements.

LENDING: Percentage limitations are fundamental.

(bullet) High Income Municipal and Limited Term Tax-Exempt do not currently intend to engage in repurchase agreements or make loans (but this limitation does not apply to purchases of debt securities).

(bullet) Each other F und (A) may lend securities to a broker-dealer or institution when the loan is fully collateralized; and (B) may lend money to a mutual fund advised by FMR or an affiliate. Each Fund will limit loans in the aggregate to 33 1/3% of its total assets.

Each Fund has received permission from the SEC to lend money to and borrow money from other funds advised by FMR or its affiliates . High Income Municipal and Limited Term Tax-Exempt will participate only as borrowers.

If a Fund borrows money, its share price may be subject to greater fluctuation until the borrowing is paid off. To this extent, purchasing securities when borrowings are outstanding may involve an element of leverage.

As a non-fundamental policy, each Fund may not purchase a security, if as a result, more than 15% (Emerging Markets Income and High Yield) or 10% (all others) of its net assets would be invested in illiquid investments.

HOW TO BUY SHARES

Shares of each Fund are offered continuously to investors who engage an investment professional for investment advice and may be purchased at the net asset value per share (NAV) next determined after the transfer agent receives your order to purchase. Securities dealers and banks (investment professionals), with which Distributors has Agreements, receive as compensation from Distributors a concession equal to 3% of your purchase.

S hares are offered at NAV without an initial sales charge and may be subject to a CDSC upon redemption. For more information on how the CDSC is calculated, see "How to Sell Shares," page .

You can open an account with a minimum initial investment of $2,500 by completing and returning an account application. You can make additional investments of $250 or more. Purchase amounts of more than $250,000 will not be accepted for Class B shares of the Funds. For tax-deferred retirement plans, including IRA accounts, there is a $500 minimum initial investment and a $100 subsequent investment minimum. For accounts established under the Fidelity Advisor Systematic Investment Program or the Fidelity Advisor Systematic Exchange Program, there is a $1,000 initial and $100 monthly subsequent investment minimum requirement. FOR FURTHER INFORMATION ON OPENING AN ACCOUNT, PLEASE CONSULT YOUR INVESTMENT PROFESSIONAL OR REFER TO THE CLASS B ACCOUNT APPLICATION.

It is the responsibility of your investment professional to transmit your order to purchase shares to Fidelity Investments Institutional Operations Company (FIIOC or Transfer Agent) before 4:00 p.m. Eastern time in order for you to receive that day's Class B share price. The Transfer Agent must receive payment within five business days after an order is placed; otherwise, the purchase order may be canceled and you could be held liable for resulting fees and/or losses. Certificates are not available for Class B shares.

All of your purchases must be made in U.S. dollars and checks must be drawn on U.S. banks. Each Fund reserves the right to limit the number of your checks processed at one time. If your check does not clear, the Fund may cancel your purchase and you could be held liable for any fees and/or losses incurred. When you purchase directly by check, the Fund can hold the proceeds of redemptions until the Transfer Agent is reasonably satisfied that the purchase payment has been collected (which can take up to seven calendar days). You may avoid a delay in receiving redemption proceeds by purchasing shares with a certified check. S hares of the fixed-income funds purchased through investment professionals utilizing an automated order placement and settlement system that guarantees payment for orders on a specified date, begin to earn income dividends on that date. Direct purchases and all other orders begin to earn dividends on the business day after the Fund receives payment.

Each Fund and Distributors reserve the right to suspend the offering of shares for a period of time and to reject any order for the purchase of shares, including certain purchases by exchange (see "How to Exchange,'' page 15).

MINIMUM ACCOUNT BALANCE. You must maintain an account balance of $1 , 000 in Class B shares of a Fund . If your account falls below $1 , 000 due to redemption of Class B shares, the Transfer Agent may close it at the NAV next determined on the day your account is closed and mail you the proceeds at the address shown on the Transfer Agent's records. The Transfer Agent will give you 30 days' notice that your account will be closed unless you make an investment to increase your account balance to the $1,000 minimum. The minimum account balance does not apply to IRA accounts.

INVESTOR SERVICES

You may initiate many transactions by telephone. Note that the Transfer Agent will not be responsible for any losses resulting from unauthorized transactions if it follows reasonable procedures designed to verify the identity of the caller. The Transfer Agent will request personalized security codes or other information, and may also record calls. You should verify the accuracy of your confirmation statements immediately after you receive them. If you do not want the ability to redeem and exchange by telephone, call the Transfer Agent for instructions.

QUANTITY DISCOUNTS. Your purchases and/or existing balances of Class B shares may be included for purposes of qualifying for a Class A front-end sales charge reduction in the following programs. Reduced front-end sales charges are applicable to purchases of Class A shares in amounts of $50,000 or more ($1,000,000 or more for Fidelity Advisor Short Fixed-Income Fund or Fidelity Advisor Short-Intermediate Tax-Exempt Fund).

COMBINED PURCHASES. When you invest in Class A shares of a Fund for several accounts at the same time, you may combine these investments into a single transaction to qualify for a quantity discount, if purchased through one investment professional and if the total is at least $50,000 ($1,000,000 for Fidelity Advisor Short Fixed-Income Fund or Fidelity Advisor Short-Intermediate Tax-Exempt Fund).

RIGHTS OF ACCUMULATION. Your "Rights of Accumulation" permit reduced front-end sales charges on any future purchases of Class A shares. You may add the value of currently held Class A and Class B shares of Fidelity Advisor Funds, and the value of currently held Initial Class shares and Class B shares of Daily Money Fund: U.S. Treasury Portfolio and shares of Daily Money Fund: Money Market Portfolio and Daily Tax-Exempt Money Fund ACQUIRED BY EXCHANGE FROM ANY FIDELITY ADVISOR FUND, determined at the current day's NAV at the close of business, to the amount of your new purchase valued at the current offering price, to determine your reduced front-end sales charge.

LETTER OF INTENT. You may qualify for reduced front-end sales charges on purchases of Class A shares in amounts of at least $50,000 ($1,000,000 for Fidelity Advisor Short Fixed Income Fund and Fidelity Advisor Short-Intermediate Tax-Exempt Fund) made within a 13-month period by filing a non-binding Letter of Intent (the Letter). You may include, as an accumulation credit toward the completion of the Letter, purchases of Class

A and Class B shares of Fidelity Advisor Funds, and the value of Initial Class shares and Class B shares of Daily Money Fund; U.S. Treasury Portfolio and shares of Daily Money Fund: Money Market Portfolio and Daily Tax Exempt Money Fund ACQUIRED BY EXCHANGE FROM ANY FIDELITY ADVISOR FUND. FOR MORE INFORMATION ON THE TERMS OF QUANTITY DISCOUNTS, PLEASE CONSULT YOUR INVESTMENT PROFESSIONAL.

FIDELITY ADVISOR SYSTEMATIC INVESTMENT PROGRAM. You can make regular investments in Class B shares of a Fidelity Advisor Fund with the Systematic Investment Program by completing the appropriate section of the account application and attaching a voided personal check. Investments may be made monthly by automatically deducting $100 or more from your bank checking account. You may change the amount of your monthly purchase at any time. There is a $1,000 minimum initial investment requirement for the Systematic Investment Program. S hares will be purchased at the NAV next determined following receipt of the investment by the Transfer Agent. You may cancel the Systematic Investment Program at any time without payment of a cancellation fee. You will receive a confirmation from the Transfer Agent for every transaction, and a debit entry will appear on your bank statement.

SHAREHOLDER COMMUNICATIONS

The Transfer Agent or your investment professional will send you a confirmation after every transaction that affects your share balance or account registration. In addition, a consolidated statement will be provided at least quarterly. At least twice a year each shareholder will receive the Fund's financial statements, with a summary of its portfolio composition and performance. To reduce expenses, only one copy of most shareholder reports (such as a Fund's Annual Report) will be mailed to each shareholder address. Please write to the Transfer Agent or contact your investment professional if you need to have additional reports sent each time.

Each Fund pays for these shareholder communications, but not for special services that are required by a few shareholders, such as a request for a historical transcript of an account. You may be required to pay a fee for such special services. If you are purchasing shares of a Fund through a program of administrative services offered by an investment professional, you should read the additional materials pertaining to that program in conjunction with this prospectus. Certain features of each Fund, such as the minimum initial or subsequent investment, may be modified in these programs, and administrative charges may be imposed for the services rendered.

HOW TO EXCHANGE

An exchange is the redemption of Class B shares of one Fund and the purchase of Class B shares of another Fund, each at the next determined NAV. A CDSC WILL NOT APPLY TO CLASS B SHARES REDEEMED FOR EXCHANGE. The applicable CDSC for Class B shares purchased by exchange will be based on the date of acquisition and cost of the Class B shares initially purchased. The exchange privilege is a convenient way to buy and sell Class B shares of the Fidelity Advisor Funds and of Daily Money Fund: U.S. Treasury Portfolio , provided such funds are registered in your state.

To protect each Fund's performance and shareholders, FMR discourages frequent trading in response to short-term market fluctuations. Each Fund reserves the right to refuse exchange purchases by any person or group if, in FMR's opinion, the Fund would be unable to invest effectively in accordance with its investment objective and policies, or would otherwise be affected adversely. Your exchanges may be restricted or refused if a Fund receives or anticipates simultaneous orders affecting significant portions of a Fund's assets. In particular, a pattern of exchanges that coincides with a "market timing" strategy may be disruptive to a Fund. Exchange restrictions may be imposed at any time. The Funds may modify or terminate the exchange privilege. The exchange limit may be modified for certain institutional retirement plans.

Exchange instructions may be given by you in writing or by telephone directly to the Transfer Agent or through your investment professional. If you choose to exchange by writing, you must send a letter of instruction with your signature guaranteed either directly to the Transfer Agent or to your investment professional, accompanied by a stock power form with your signature guaranteed. FOR MORE INFORMATION ON ENTERING AN EXCHANGE TRANSACTION, PLEASE CONSULT YOUR INVESTMENT PROFESSIONAL.

Before you make an exchange:

1. Read the prospectus of the Fund into which you want to exchange.
2. Class B shares may be exchanged only into Class B shares of another Fidelity Advisor Fund or Daily Money Fund: U.S. Treasury Portfolio, seven calendar days after purchase at NAV.
3. You may exchange only between accounts that are registered in the same name, address, and taxpayer identification number.
4. You may make four exchanges out of each Fund per calendar year. If you exceed this limit, your future purchases of (including exchanges into) Fidelity Advisor Funds may be permanently refused. For purposes of the four exchange limit, accounts under common ownership or control, including accounts having the same taxpayer identification number, will be aggregated. Systematic exchanges are not subject to this four exchange limit (see following section).
5. TAXES: The exchange of Class B shares is considered a sale and may be taxable. The Transfer Agent will send you or your investment professional a

confirmation of each exchange transaction.

FIDELITY ADVISOR SYSTEMATIC EXCHANGE PROGRAM. You can exchange a specific dollar amount of Class B shares from a Fund into Class B shares of another Fidelity Advisor Fund or D aily Money Fund: U.S. Treasury Portfolio on a periodic basis under the following conditions:

1. The account from which the exchanges are to be processed must have a minimum balance of $10,000.
2. The account into which the exchanges are to be processed must be an existing account with a minimum balance of $1,000.
3. Both accounts must have identical registrations and taxpayer identification numbers. The minimum amount that can be exchanged systematically into a Fund is $100.
4. Systematic exchanges will be processed at the NAV determined on the transaction date.

HOW TO SELL SHARES

You may sell (redeem) all or a portion of your shares on any day the New York Stock Exchange (NYSE) is open at the NAV next determined after the Transfer Agent receives your request to sell, less any applicable CDSC (see below). Orders to sell may be placed by you in writing or by telephone or through your investment professional. If you choose to sell shares by written instruction, you must send a letter of instruction with your signature guaranteed either directly to the Transfer Agent or to your investment professional, accompanied by a stock power form with your signature guaranteed. Orders to sell received by the Transfer Agent before 4:00 p.m. Eastern time will receive that day's Class B share price. For orders to sell placed through your investment professional, it is the investment professional's responsibility to transmit such orders to the Transfer Agent by 4:00 p.m. Eastern time for you to receive that day's Class B share price.

Once your shares are redeemed, a Fund normally will send the proceeds on the next business day to the address of record. If making immediate payment could adversely affect the Fund, the Fund may take up to seven days to pay you. A Fund may withhold redemption proceeds until it is reasonably satisfied that it has collected investments that were made by check (which may take up to seven calendar days).

When the NYSE is closed (or when trading is restricted) for any reason other than its customary weekend or holiday closings, or under any emergency circumstances as determined by the SEC to merit such action, a Fund may suspend redemption or postpone payment dates for more than seven days. The Transfer Agent requires additional documentation to redeem shares registered in the name of a corporation, agent or fiduciary or a surviving joint owner. Call 1-800- 526 - 0084 for specific requirements.

REDEMPTION REQUESTS BY TELEPHONE.

TO RECEIVE A CHECK. You may sell shares of a Fund having a value of $100,000 or less from your account by calling the Transfer Agent. Redemption proceeds must be sent to the address of record listed on the account, and a change of address must not have occurred within the preceding 3 0 days.

TO RECEIVE A WIRE. You may sell shares of a Fund and have the proceeds wired to a pre-designated bank account. Wires will generally be sent the next business day following the redemption of shares from your account. Telephone redemptions cannot be processed for Fidelity Advisor Fund prototype retirement accounts where State Street Bank and Trust Company is the custodian.

REDEMPTION REQUESTS IN WRITING. For your protection, if you sell shares of a Fund having a value of more than $100,000, if you are sending the proceeds of a redemption of any amount to an address other than the address of record listed on the account, if you have requested a change of address within the preceding 3 0 days, or if you wish to have the proceeds wired to a non-predesignated bank account, you must send a letter of instruction signed by all registered owners with signature(s) guaranteed to the Transfer Agent. A signature guarantee is a widely recognized way to protect you by guaranteeing the signature on your request; it may not be provided by a notary public. Signature guarantee(s) will be accepted from banks, brokers, dealers, municipal securities dealers, municipal securities brokers, government securities dealers, government securities brokers, credit unions (if authorized under state law), national securities exchanges, registered securities associations, clearing agencies and savings associations.

REINSTATEMENT PRIVILEGE. If you have sold all or part of your Class B shares of a Fund you may reinvest an amount equal to all or a portion of the redemption proceeds in Class B shares of the Fund or in Class B shares of any of the other Fidelity Advisor Funds, at the NAV next determined after receipt of your investment order, provided that such reinvestment is made within 30 days of redemption. Under these circumstances, the dollar amount of the CDSC you paid will be reimbursed to you by reinvesting that amount in Class B shares. You must reinstate your Class B shares into an account with the same registration. This privilege may be exercised only once by a shareholder with respect to a Fund and certain restrictions may apply. For purposes of the CDSC schedule, the holding period of the Class B shares will continue as if the Class B shares had not been redeemed.

CONTINGENT DEFERRED SALES CHARGE. Class B shares may, upon redemption, be assessed a CDSC based on the following schedule:

CONTINGENT DEFERRED
FROM DATE OF PURCHASE SALES CHARGE
Less than 1 year 4%
1 year to less than 2 years 3%
2 year s to less than 3 years 3%
3 years to less than 4 years 2%
4 years to less than 5 years 1%
5 years to less than 6 years* 0%
* UP TO A MAXIMUM HOLDING PERIOD OF 6 YEARS, CLASS B SHARES WILL CONVERT AUTOMATICALLY TO CLASS A SHARES OF THE SAME FIDELITY ADVISOR FUND. SEE "CONVERSION FEATURE" BELOW FOR MORE INFORMATION.

The CDSC will be calculated based on the lesser of the cost of Class B shares at the initial date of purchase or the value of Class B shares at redemption, not including any reinvested dividends or capital gains. In determining the applicability and rate of any CDSC at redemption, Class B shares representing reinvested dividends and capital gains, if any, will be redeemed first, followed by Class B shares that have been held for the longest period of time. Class B shares acquired through distributions (dividends or capital gains) will not be subject to a CDSC.

CONVERSION FEATURE. Up to a maximum holding period of 6 years from the initial date of purchase, Class B shares convert automatically to Class A shares of the same Fidelity Advisor Fund. Conversion to Class A shares will be made at NAV. At the time of conversion, a portion of the Class B shares purchased through the reinvestment of dividends or capital gains (Dividend Shares) will also convert to Class A shares. The portion of Dividend Shares that will convert is determined by the ratio of your converting Class B non-Dividend Shares to your total Class B non-Dividend Shares. (A portion of Class B shares acquired previously by exchange also may convert, representing the appreciated value of, and/or reinvested dividends or capital gains earned on, Class B shares prior to their exchange.)

CONTINGENT DEFERRED SALES CHARGE WAIVERS. The CDSC may be waived (I) in cases of disability or death, provided that the redemption is made within one year following the death or initial determination of disability, or (II) in connection with a total or partial redemption made in connection with required distributions made after age 70 1/2 from retirement plans or accounts.

FOR MORE INFORMATION ABOUT THE CDSC, INCLUDING THE CONVERSION FEATURE AND THE PERMITTED CIRCUMSTANCES FOR CDSC WAIVERS, CONTACT YOUR INVESTMENT PROFESSIONAL.

DISTRIBUTION OPTIONS

When you fill out your account application, you can choose from four Distribution Options:

1. REINVESTMENT OPTION. Dividends and capital gain distributions will be automatically reinvested in additional Class B shares of a Fund. If you do not indicate a choice on your account application, you will be assigned this option.
2. INCOME-EARNED OPTION. Capital gain distributions will be automatically reinvested, but a check will be sent for each dividend distribution.
3. CASH OPTION. A check will be sent for each dividend and capital gain distribution.
4. DIRECTED DIVIDENDS(Registered trademark) PROGRAM. Dividends and capital gain distributions will be automatically invested in Class B shares of another identically registered Fidelity Advisor Fund.

You may change your Distribution Option at any time by notifying the Transfer Agent in writing. Distribution checks for fixed-income funds will be mailed no later than seven days after the last day of the month. On the day a Fund goes ex-dividend, the amount of the distribution is deducted from its share price. Reinvestment of distributions will be made at that day's NAV. If you select option 2 or 3 and the U.S. Postal Service cannot deliver your checks, or if your checks remain uncashed for six months, distribution checks will be reinvested in your account at the current NAV and your election may be converted to the Reinvestment Option. CLASS B S HARES ACQUIRED THROUGH DISTRIBUTIONS WILL NOT BE SUBJECT TO A CDSC.

DISTRIBUTIONS AND TAXES

DISTRIBUTIONS. The Funds distribute substantially all of their net investment income and capital gains, if any, to shareholders each year pursuant to the following schedule. Each Fund may pay capital gains in December. In addition, Equity Portfolio Income, Limited Term Bond and Limited Term Tax-Exempt may pay capital gains in January as well. Emerging Markets Income also may pay capital gains in February. Emerging Markets Income, High Yield, Limited Term Bond, Government Investment, High Income Municipal, and Limited Term Tax-Exempt declare dividends daily and pay monthly . Equity Portfolio Income declare s dividends in March, June, September, and December and pays the following month.

CAPITAL GAINS. You may realize a gain or loss when you sell (redeem) or exchange shares. For most types of accounts, a Fund will report the proceeds of your redemptions to you and the IRS annually. However, because the tax treatment also depends on your purchase price and your personal tax position, YOU SHOULD KEEP YOUR REGULAR ACCOUNT STATEMENTS TO USE IN DETERMINING YOUR TAX.

"BUYING A DIVIDEND." On the record date for a distribution from a Fund, the Fund's share price is reduced by the amount of the distribution. If you buy shares just before the record date (buying a dividend), you will pay the full price for the shares, and then receive a portion of the price back as a taxable distribution.

FEDERAL TAXES. Distributions from each Fund's income and short-term capital gains are taxed as dividends, and long-term capital gain distributions are taxed as long-term capital gains. Gains on the sale of tax-free bonds results in a taxable distribution. Short-term capital gains and a portion of the gain on bonds purchased at a discount are taxed as dividends. Distributions are taxable when they are paid, whether you take them in cash or reinvest them in additional shares, except that distributions declared in December and paid in January are taxable as if paid on December 31. Each Fund will send you a tax statement by January 31 showing the tax status of the distributions you received in the past year. A copy will be filed with the Internal Revenue Service (IRS).

High Income Municipal and Limited Term Tax-Exempt may each invest in municipal obligations whose interest is subject to the federal alternative minimum tax for individuals (AMT bonds) . T o the extent that the Funds invest in AMT bonds, individuals who are subject to the AMT will be required to report a portion of the Fund's dividends as a "tax-preference item" in determining their federal tax. Federally tax-free interest earned by the Funds is federally tax-free when distributed as income dividends. During the most recent fiscal year ended, 100% of the income dividends for High Income Municipal and Limited Term Tax-Exempt were free from federal tax. If the Funds earn taxable income from any of their investments, it will be distributed as a taxable dividend. Some of the Funds may be eligible for the dividends-received deduction for corporations.

EFFECT OF FOREIGN TAXES. A Fund may pay withholding or other taxes to foreign governments during the year. These taxes would reduce the Fund's dividends, but would be included in the taxable income reported on your tax statement. You may be able to claim an offsetting tax credit or itemized deduction for foreign taxes paid by the Fund. Your tax statement will generally show the amount of foreign tax for which a credit or deduction will be available.

STATE AND LOCAL TAXES. Mutual fund dividends from U.S. government securities generally are free from state and local income taxes. However, particular states may limit this benefit, and some types of securities, such as repurchase agreements and some agency backed securities, may not qualify for the benefit. Ginnie mae securities and other mortgage-backed securities are notable exceptions in most states. Some states may impose intangible property taxes.

OTHER TAX INFORMATION. The information above is only a summary of some of the federal tax consequences generally affecting the Funds and their shareholders, and no attempt has been made to discuss individual tax consequences. In addition to federal tax, shareholders may be subject to state or local taxes on their investments. Investors should consult their tax advisors for details and up-to-date information on the tax laws in their state to determine whether a fund is suitable to their particular tax situation.

When you sign your account application, you will be asked to certify that your social security or taxpayer identification number is correct and that you are not subject to 31% backup withholding for failing to report income to the IRS. If you violate IRS regulations, the IRS can require a Fund to withhold 31% of your taxable distributions and redemptions.

FEES

MANAGEMENT AND OTHER SERVICES. For managing its investments and business affairs, each Fund pays a monthly fee to FMR.

Each Fund (with the exception of Equity Portfolio Income, see below) pays a monthly fee to FMR based on a basic fee rate, which is the sum of two components:

1. A group fee rate based on the monthly average net assets of all of the mutual funds advised by FMR. This rate for Equity Funds cannot rise above .52% and it drops (to as low as a marginal rate of .31%*) as total assets in all of these funds rise. The effective Equity Fund group fee rate for September 1993, October 1993 and November 1993 was .3262%, .3254% and .3250%, respectively. The group fee rate for Fixed-Income Funds cannot rise above .37% and it drops (to as low as a marginal rate of .15%*) as total assets in all of these funds rise. The effective Fixed-Income group fee rate for October 1993 and November 1993 was .1631% and .1627%, respectively.
2. An individual fund fee rate, which varies for each Fund.

* FMR VOLUNTARILY AGREED TO ADOPT REVISED GROUP FEE RATE SCHEDULES WHICH PROVIDE FOR A MARGINAL RATE AS LOW AS .285% (EQUITY FUNDS) AND .1325% (FIXED-INCOME FUNDS) WHEN AVERAGE GROUP NET ASSETS EXCEED $336 BILLION. (THE MANAGEMENT CONTRACT FOR EMERGING MARKETS INCOME AND HIGH YIELD CONTAIN THE REVISED GROUP FEE RATE SCHEDULE.) A NEW MANAGEMENT CONTRACT WITH A REVISED GROUP FEE RATE SCHEDULE WILL BE PRESENTED FOR APPROVAL AT EACH FUND'S NEXT SHAREHOLDER MEETING.

One-twelfth of the annual basic fee rate is applied to each Fund's net assets averaged over the most recent month, giving a dollar amount which is the management fee for that month.

Equity Portfolio Income pays FMR a monthly management fee at an annual rate of .50% of its average net assets. The following are the individual fund fee rates and total management fees for each Fund's most recent fiscal year end.

TOTAL
MANAGEMENT FEE
INDIVIDUAL (AS A PERCENT OF AVERAGE
FUND FEE RATE NET ASSETS)
(AS A PERCENTAGE OF BEFORE REIMBURSEMENTS
AVERAGE NET ASSETS) IF ANY

	INDIVIDUAL FUND FEE RATE	TOTAL MANAGEMENT FEE
INTERNATIONAL FUND:		
Emerging Markets Income	0.55%	0.71%*
EQUITY FUNDS:		
Strategic Opportunities	0.30%	0.54%
Equity Portfolio Income	NA	0.50%
FIXED-INCOME FUNDS:		
High Yield	0.45%	0.51%
Limited Term Bond	0.25%	0.42%
Government Investment	0.30%	0.46%
MUNICIPAL/TAX-EXEMPT FUNDS:		
High Income Municipal	0.25%	0.42%
Limited Term Tax-Exempt	0.25%	0.42%

*PROJECTION FOR FIRST YEAR OF OPERATIONS. TOTAL MANAGEMENT FEES ARE HIGHER THAN THOSE CHARGED BY MOST MUTUAL FUNDS, BUT NOT NECESSARILY HIGHER THAN THOSE OF A TYPICAL INTERNATIONAL FUND, DUE TO THE GREATER COMPLEXITY, EXPENSE AND COMMITMENT OF RESOURCES INVOLVED IN INTERNATIONAL INVESTING.

In addition to the basic fee, the management fee for Strategic Opportunities varies based on performance. The performance adjustment is added to or subtracted from the management fee and is calculated monthly. It is based on a comparison of the Fund's performance to that of an index, over the most recent 36-month period. The difference is converted into a dollar amount that is added to or subtracted from the management fee. This adjustment rewards FMR when the Fund outperforms the index and reduces FMR's fee when the Fund underperforms the index. The maximum annualized performance index adjustment rate for Strategic Opportunities is +/-.20%. Strategic Opportunities compares itself to the S&P 500. See "The Trusts and the Fidelity Organization" on page 20 for information regarding performance calculations for Strategic Opportunities.

FMR may, from time to time, agree to reimburse a Fund for expenses (excluding interest, taxes, brokerage commissions, and extraordinary expenses) above a specified percentage of average net assets. FMR retains the ability to be repaid by a Fund for these expense reimbursements in the amount that expenses fall below the limit prior to the end of the fiscal year. Fee reimbursements by FMR will increase a Fund's yield and total return, and repayment by a Fund will lower its yield and total return. FMR has voluntarily agreed to reimburse expenses of the Class B shares of Emerging Markets Income, Government Investment , (effective July 1, 1994) Limited Term Bond, and Limited Term Tax-Exempt and to the extent that total expenses exceed 2.25%, 1.70%, 1.65%, and 1.65%, respectively, of average net assets of Class B shares .

FMR has entered into sub-advisory agreements on behalf of certain Funds. Sub-advisors provide research and investment advice and research services with respect to issuers based outside the U.S. and FMR may grant sub-advisers investment management authority to buy and sell securities if FMR believes it would be beneficial to a Fund.

Strategic Opportunities, Equity Portfolio Income, Emerging Markets Income and High Yield each have entered into sub-advisory agreements with Fidelity Management & Research (U.K.) Inc. (FMR U.K.) , in London, England, and Fidelity Management & Research (FMR Far East) Inc. (FMR Far East) in Tokyo, Japan. FMR U.K. focuses primarily on issuers based in Europe, and FMR Far East focuses primarily on issuers based in Asia and the Pacific Basin. Under the sub-advisory agreements, FMR, not the Fund, pay s FMR U.K. and FMR Far East fees equal to 110% and 105%, respectively, of each sub-advisor's costs incurred in connection with its sub-advisory agreement.

In addition, FMR on behalf of Emerging Markets Income has entered into a sub-advisory agreement with Fidelity International Investment Advisors (FIIA) , in Pembroke, Bermuda, and Fidelity Investments Japan Limited (FIJ), in Tokyo, Japan. FIJ and FIIA are both Bermuda-based subsidiaries of Fidelity International Limited (FIL). FIIA, in turn, has entered into a sub-advisory agreement with its wholly owned subsidiary Fidelity International Investment Advisors (U.K.) Limited (FIIAL U.K.) , in Kent, England . Currently, FIIAL U.K. focuses on issuers based in countries other than the United States , including countries in Europe, Asia, and the Pacific Basin. Under the sub-advisory agreement, FMR pays FIIA 30% of its monthly management fee with respect to the average market value of investments held by the Fund for which FIJ and FIIA , respectively have provided FMR with investment advice. FIIA, in turn, pays FIIAL U.K. a fee equal to 110% of FIIAL U.K.'s costs incurred in connection with providing investment advice and research service s. For providing investment management services, the sub-advisers are compensated as follows: (a) FMR pays FMR (U.K.), FMR Far East, FIJ and FIIA 50% of its monthly management fee with respect to Emerging Markets Income's average net assets managed by the sub-advisers on a discretionary basis; and (b) FIIA pays FIIAL U.K.'s costs incurred in connection with providing investment management services.

FIIOC , ZR5, P.O. Box 1182, Boston, MA 02103-1182, an affiliate of FMR, provides transfer and dividend paying services for Class B shares of each Fund. FIIOC is paid transfer agent fees based on the type, size and number of accounts in Class B shares of a Fund , and the number of transactions made by Class B shareholders. The Transfer Agent has a sub-arrangement with State Street Bank and Trust Company (State Street), P.O. Box 8331, Boston, Massachusetts 02266-8302 for certain transfer, dividend paying and shareholder services.

The fees for pricing and bookkeeping services are based on a Fund's average net assets, but must fall within a range of $45,000 to $750,000 per year. Fidelity Service Co. (Service), 82 Devonshire Street, Boston, Massachusetts 02109, an affiliate of FMR, calculates each Fund's Class B daily share price, and maintains its general accounting records (with the exception of High Income Municipal and Limited Term Tax-Exempt, see below). For those Funds which can engage in securities lending, Service also administers its securities lending program. For the most recent fiscal year, each Fund's fees for pricing and bookkeeping services (including related out-of-pocket expenses) amounted to: $145,494 (Strategic Opportunities); $113,026 (Equity Portfolio Income); $121,204 (High Yield); $81,106 (Limited Term Bond); and $46,457 (Government Investment).

For High Income Municipal and Limited Term Tax-Exempt, United Missouri Bank, N.A. (United Missouri), 1010 Grand Avenue, Kansas City, Missouri 64106, acts as the custodian, transfer agent and pricing and bookkeeping agent for Class B shares . United Missouri has a sub-arrangement with the Transfer Agent for transfer agent services and a sub-arrangement with Service for pricing and bookkeeping services. For the most recent fiscal year ended, fees paid to Service (including related out-of-pocket expenses) amounted to $157,559 (High Income Municipal) and $45,724 (Limited Term Tax-Exempt). All of the fees are paid to the Transfer Agent and Service by United Missouri, which is reimbursed by the Funds for such payments.

DISTRIBUTION AND SERVICE PLANS . The Board of Trustees of each Trust has adopted a Distribution and Service Plan (the Plan s) on behalf of each f und's Class B shares pursuant to Rule 12b-1 under the 1940 Act (the Rule). The Rule provides in substance that a mutual fund may not engage directly or indirectly in financing any activity that is intended primarily to result in the sale of shares of a fund except pursuant to a plan adopted by the fund under the Rule. The Boards of Trustees have adopted the Plan s to allow Class B shares of each Fund and FMR to incur certain expenses that might be considered to constitute direct or indirect payment by Class B shares of distribution expenses.

Under each Plan, Class B shares are authorized to pay Distributors a monthly distribution fee as compensation for its services and expenses in connection with the distribution of Class B shares of the Fund . The Class B shares of each Fund pay Distributors a distribution fee at an annual rate of .75% of the average net assets of Class B shares of that Fund determined as of the close of business on each day throughout the month. In addition, pursuant to each Plan, investment professionals are compensated at an annual rate of .25% of the average net assets of that Fund's Class B shares for providing ongoing shareholder support services to investors in Class B shares.

Each Plan also provides that, through Distributors, FMR may make payments from its management fee or other resources to investment professionals in connection with the distribution of Class B shares.

Class B shares of each Fund bear the fees paid pursuant to their Plan. Such fees are not paid by individual accounts, and will comply with the restrictions imposed by the NASD rule regarding asset based sales charges. Distribution fees and shareholder service fees will reduce the net investment income and total return of a Fund's Class B shares.

Distributors will, at its expense, provide promotional incentives such as sales contests and luxury trips to investment professionals who support the sale of shares of the Funds . In some instances, these incentives will be offered only to certain types of investment professionals, such as bank-affiliated or non-bank affiliated broker-dealers, or to investment professionals whose representatives provide services in connection with the sale or expected sale of significant amounts of shares.

The Glass-Steagall Act generally prohibits federally and state chartered or supervised banks from engaging in the business of underwriting, selling or distributing securities. Although the scope of this prohibition under the Glass-Steagall Act has not been fully defined, in Distributors' opinion it should not prohibit banks from being paid for shareholder servicing and recordkeeping. If, because of changes in law or regulation, or because of new interpretations of existing law, a bank or a Fund were prevented from continuing these arrangements, it is expected that the Board would make other arrangements for these services and that shareholders would not suffer adverse financial consequences. In addition, state securities laws on this issue may differ from the interpretations of federal law expressed herein, and banks and other financial institutions may be required to register as dealers pursuant to state law.

VALUATION

A Fund's shares are valued at NAV. NAV for Class B shares of each Fund is determined by adding Class B's pro rata share of the value of all security holdings and other assets of the Fund, deducting Class B's pro rata share of the liabilities of the Fund, deducting the liabilities allocated to Class B (when appropriate), and then dividing the result by the number of Class B shares of the Fund outstanding.

NAV normally is calculated as of the close of business of the NYSE (normally 4:00 p.m. Eastern time). The Funds are open for business and NAV is calculated each day the NYSE is open for trading. Fund securities and other assets are valued primarily on the basis of market quotations furnished by pricing services, or if quotations are not available, by a method that the Board of Trustees believes accurately reflects fair value. Foreign securities are valued based on quotations from the primary market in which they are traded and are converted from the local currency into U.S. dollars using current exchange rates.

PERFORMANCE

Each Fund's performance may be quoted in advertising in terms of total return. All performance information is historical and is not intended to indicate future performance. Share price and total return fluctuate in response to market conditions and other factors, and the value of a Fund's shares when sold may be worth more or less than their original cost. Excluding a sales charge from a performance calculation produces a higher total return figure. TOTAL RETURN is the change in value of an investment in a Fund over a given period, assuming reinvestment of any dividends and capital gains. A CUMULATIVE TOTAL RETURN reflects actual performance over a stated period of time. An AVERAGE ANNUAL TOTAL RETURN is a hypothetical rate of return that, if achieved annually, would have produced the same cumulative total return if performance had been constant over the entire period. Average annual total returns smooth out variations in performance; they are not the same as actual year-by-year results. When an average annual return covers a period of less than one year, the calculation assumes that performance will remain constant for the rest of the year. Since this may or may not occur, the average annual returns should be viewed as a hypothetical rather than actual performance figure. Average annual and cumulative total returns usually will include the effect of paying the applicable sales charge.

The Funds also may quote performance in terms of yield. YIELD refers to the income generated by an investment in a Fund over a given period of time, expressed as an annual percentage rate. Yields are calculated according to a standard that is required for all stock and bond funds. High Income Municipal Fund and Limited Term Tax-Exempt Fund may quote a TAX-EQUIVALENT YIELD, which shows the taxable yield an investor would have to earn before taxes to equal the Fund's tax-free yield. A tax-equivalent yield is calculated by dividing a Fund's yield by the result of one minus a stated federal or state tax rate. Because yield calculations differ from other accounting methods, the quoted yield may not equal the income actually paid to shareholders. This difference may be significant for funds whose investments are denominated in foreign currencies. In calculating yield, the Funds may from time to time use a security's coupon rate instead of its yield to maturity in order to reflect the risk premium on that security. This practice will have the effect of reducing a Fund's yield.

For additional performance information, please contact your investment professional or Distributors for a free Annual Report and SAI.

PORTFOLIO TRANSACTIONS

FMR uses various brokerage firms to carry out each Fund's equity security transactions Fixed-income securities are generally traded in the over-the-counter market through broker-dealers. A broker-dealer is a securities firm or bank which makes a market for securities by offering to buy at one price and sell at a slightly higher price. The difference is known as a spread. Foreign securities are normally traded in foreign countries since the best available market for foreign securities is often on foreign markets. In transactions on foreign stock exchanges, brokers' commissions are generally fixed and are often higher than in the U.S., where commissions are negotiated. Since FMR, directly or through affiliated sub-advisers, places a large number of transactions, including those of Fidelity's other funds, the Funds pay lower commissions than those paid by individual investors, and broker-dealers are willing to work with the Funds on a more favorable spread.

The Funds have authorized FMR to allocate transactions to some broker-dealers who help distribute the Fund's shares or the shares of Fidelity's other funds to the extent permitted by law, and on an agency basis to Fidelity Brokerage Services, Inc. (FBSI) and Fidelity Brokerage Services Ltd. (FBSL), affiliates of FMR. FMR will make such allocations if commissions are comparable to those charged by non-affiliated qualified broker-dealers for similar services.

FMR may also allocate brokerage transactions to a Fund's custodian, acting as a broker-dealer, or other broker-dealers, so long as transaction quality and commission rates are comparable to those of other broker-dealers, where the broker-dealer will allocate a portion of the commissions paid toward payment of a Fund's expenses. These expenses currently include transfer agent fees and custodian fees.

Higher commissions may be paid to those firms that provide research, valuation and other services to the extent permitted by law. FMR also is authorized to allocate brokerage transactions to FBSI in order to secure from FBSI research services produced by third party, independent entities. FMR may use this research information in managing each Fund's assets, as well as assets of other clients.

When consistent with its investment objective, each fund may engage in short-term trading. Also, a security may be sold and another of comparable quality simultaneously purchased to take advantage of what FMR believes to be a temporary disparity in the normal yield relationship of the two

securities.
The frequency of portfolio transactions - the turnover rate - will vary from year to year depending on market conditions. Each Fund's turnover rate for the most recent fiscal year ended was: 183% (Strategic Opportunities) ; 120% (Equity Portfolio Income); 79% (High Yield); 59% (Limited Term Bond); 333% (Government Investment); 27% (High Income Municipal); and 46% Limited Term Tax-Exempt. The annualized portfolio turnover rate of Emerging Markets Income is not expected to exceed 200% for its first fiscal period ended December 31, 1994. Because a high portfolio turnover rate increases transaction costs and may increase taxable capital gains, FMR carefully weighs the anticipated benefits of short-term investing against these consequences.

THE TRUSTS AND THE FIDELITY ORGANIZATION

Each Trust is an open-end management investment company. Each Trust was established by a separate Declaration of Trust as a Massachusetts business trust as follows: April 24, 1986, (Fidelity Advisor Series II) ; May 17, 1982, (Fidelity Advisor Series III) ; May 6, 1983, (Fidelity Advisor Series IV) ; April 24, 1986, (Fidelity Advisor Series V) ; June 1, 1983, (Fidelity Advisor Series VI) ; and September 23, 1983, (Fidelity Advisor Series VIII) . Each Trust has its own Board of Trustees that supervises Fund activities and reviews the Funds ' contractual arrangements with companies that provide the Funds with services. As Massachusetts business trusts, the Trusts are not required to hold annual shareholder meetings, although special meetings may be called for a class of shares, a Fund, or a Trust as a whole for purposes such as electing or removing Trustees, changing fundamental investment policies or limitations, or approving a management contract or plan of distribution. As a shareholder, you receive one vote for each share and fractional votes for fractional shares of the Fund you own. For shareholders of Equity Portfolio Income, the number of votes to which you are entitled is based on the dollar value of your investment. Separate votes are taken by each class of shares or each Fund if a matter affects just that class of shares or Fund, respectively. There is a remote possibility that one Fund might become liable for any misstatement in the prospectus about another Fund. Each class of shares is offered through a separate prospectus.
CLASS A. Each Fund offers a class of shares with a maximum 4.75% front-end sales charge to retail investors who engage an investment professional for investment advice (Class A shares). The initial and subsequent investment minimums for Class A shares are $2,500 and $250, respectively. The minimum account balance for Class A investors is $1,000. Reduced sales charges are applicable to purchases of $50,000 or more of Class A shares of one Fund alone or in combination with purchases of shares of other Class A or Class B Fidelity Advisor Funds. Class A investors also may qualify for a reduction in sales charge under the Rights of Accumulation or Letter of Intent programs. Sales charges on Class A shares are waived for certain groups of investors. In addition, Class A investors may participate in various investment programs. Class A shares of each Fund may be exchanged for Class A shares of other Fidelity Advisor Funds. Transfer agent and shareholder services for Class A shares of Fidelity Advisor Strategic Opportunities, Fidelity Advisor Equity Portfolio Income, Fidelity Advisor Emerging Markets Income, Fidelity Advisor High Yield, Fidelity Advisor Limited Term Bond and Fidelity Advisor Government Investment are performed by State Street Bank and Trust Company; and for Class A shares of Fidelity Advisor High Income Municipal and Fidelity Advisor Limited Term Tax-Exempt through a sub-contractual arrangement. For e ach Fund's respective fiscal year ended, total operating expenses as a percentage of average net assets for Class A shares were as follows: 1.57% for Fidelity Advisor Strategic Opportunities; 1.77% for Fidelity Advisor Equity Portfolio Income; 1.11% for Fidelity Advisor High Yield; 1.23% for Fidelity Advisor Limited Term Bond; .6 8 % for Fidelity Advisor Government Investment; .92% for High Income Municipal; and .90% , after reimbursement, for Fidelity Advisor Limited Term Tax- Exempt. Class A shares of Fidelity Advisor Emerging Markets Income ha ve an estimated total operating expense of 1.50% for the first year.
Under the Class A Distribution and Service Plans, the Class A shares of Fidelity Advisor Strategic Opportunities, Fidelity Advisor Equity Portfolio Income and Fidelity Advisor Emerging Markets Income each pay a nnually a distribution fee of .65% of average net assets; Fidelity Advisor High Yield, Fidelity Advisor Government Investment, Fidelity Advisor High Income Municipal, Fidelity Advisor Limited Term Bond Fund and Fidelity Advisor Limited Term Tax-Exempt Fund each pay annually a distribution fee of .25% of average net assets . Up to the full amount of the distribution fee paid by Class A of each Fund to Distributors may be reallowed to investment professionals based upon the level of marketing and distribuiton services provided. Class A shares do not pay a shareholder service fee in addition to the distribution fee. Investment professionals may receive different levels of compensation with respect to one particular class of shares over another class of shares in the Funds.

INSTITUTIONAL SHARES. Fidelity Advisor Equity Portfolio Income, Fidelity Advisor Limited Term Bond Fund and Fidelity Advisor Limited Term Tax-Exempt Fund each offers shares to institutional and retail investors. Shares offered to institutional investors (Institutional shares) are offered continuously at NAV to (I) banks and trust institutions investing for their own accounts or for accounts of their trust customers, (II) plan sponsors meeting the ERISA definition of fiduciary, (III) government entities or authorities and (IV) corporations with at least $100 million in annual revenues. The initial and subsequent investment minimums for Institutional shares are $100,000 and $2,500, respectively. The minimum account balance is $40,000. Institutional shares of one Fund may be exchanged for Institutional shares of another Fidelity Advisor Fund. Transfer agent and shareholder services for Institutional shares are performed by FIIOC. For the fiscal year ended November 30, 1993, total operating expenses for Institutional shares as a percent of average net assets were as follows: .79% for Fidelity Advisor Equity Portfolio Income, .64% for Fidelity Advisor Limited Term Bond and .65% for Fidelity Advisor Limited Term Tax-Exempt. Institutional shares have Distribution and Service Plans that do not provide for payment of a separate distribution fee; rather the Plans recognize that FMR may use its management fee and other resources to pay expenses for distribution-related activities and may make payments to investment professionals that provide shareholder support services or sell Institutional shares. Institutional shares also do not bear a shareholder service fee. Investment professionals currently do not receive compensation in connection with distribution and/or shareholder servicing of Institutional shares.

Strategic Opportunities offers a class of shares with a maximum 4.75% front-end sales charge to current holders of such shares (Initial Shares). New investors may not purchase Initial Shares. Current shareholders may make additional investments in Initial Shares of $250 or more. The minimum account balance for Initial Shares is $1,000. Reduced sales charges apply to purchases of $50,000 or more of Initial Shares. An investor in Initial Shares also may qualify for a reduction of the sales charge under the Rights of Accumulation or Letter of Intent programs. Sales charges on Initial Shares are waived for certain groups of investors. Transfer agent and shareholer services for Initial Shares are performed by Service. For the fiscal year ended September 30, 1993, total operating expenses as a percentage of net asset value for Initial Shares were .89%.

Strategic Opportunities offers three classes of shares, Initial Shares, Class A shares and Class B shares. Class B shares are offered through this prospectus. Initial Shares and Class A shares are described above and offered through separate prospectuses. Investment performance will be measured separately for Initial Shares, Class A shares and Class B shares and the least of the three results obtained will be used in calculating the performance adjustment to the management fee paid by Strategic Opportunities.

Fidelity Investments is one of the largest investment management organizations in the U.S. and has its principal business address at 82 Devonshire Street, Boston, MA 02109. It includes a number of different companies that provide a variety of financial services and products. The Trusts employ various Fidelity companies to perform certain activities required to operate the Funds.

Fidelity Management & Research Company is the original Fidelity company founded in 1946. It provides a number of mutual funds and other clients with investment research and portfolio management services. It maintains a large staff of experienced investment personnel and a full complement of related support facilities. As of April 30 , 1994, FMR advised funds having approximately 1 6 million shareholder accounts with a total value of more than $225 billion. Fidelity Distributors Corp. distributes shares for the Fidelity funds.

FMR Corp. is the parent company for the Fidelity companies. Through ownership of voting common stock, Edward C. Johnson 3d (President and a Trustee of the Trust), Johnson family members, and various trusts for the benefit of Johnson family members form a controlling group with respect to FMR Corp.

Peter J. Allegrini is manager of Advisor High Income Municipal, which he has managed since February 1992. Mr. Allegrini also manages Spartan Connecticut Municipal High Yield, Michigan Tax-Free High Yield and Ohio Tax-Free High Yield. Mr. Allegrini joined Fidelity in 1982.

Robert K. Citrone is manager of Advisor Emerging Markets Income. He also manages Fidelity New Markets Income F und, which he has managed since May 1993 and serves as strategist for Fidelity's emerging market fixed-income investments. Mr. Citrone joined Fidelity in 1990.

Bettina E. Doulton has been manager of Advisor Equity Portfolio Income since August 1993, and VIP Equity-Income since July 1993. Previously, she managed Select Automotive Portfolio and assisted on Equity-Income Portfolio and Magellan. Ms. Doulton also served as an analyst following the domestic and European automotive and tire manufacturing industry as well as the gaming and lodging industry. She joined Fidelity in 1985.

Margaret L. Eagle is vice president and manager of Advisor High Yield, which she has managed since it began in January 1987. Ms. Eagle also manages several pension fund accounts. Previously, she managed Spartan High Income, and High Income (now Capital & Income). She also managed the bond portion of Puritan (Registered trademark) . Ms. Eagle joined Fidelity in 1980.

Daniel R. Frank is vice president and manager of Advisor Strategic Opportunities , which he has managed since December 1983. Previously, he was an assistant to Peter Lynch on Magellan. Mr. Frank joined Fidelity in 1979.

Michael S. Gray is vice president and manager of Advisor Limited Term Bond, which he has managed since August 1987. Mr. Gray also manages Investment Grade Bond, Spartan Investment Grade Bond, and Intermediate Bond. Mr. Gray joined Fidelity in 1982.

John (Jack) F. Haley Jr. is vice president and manager of Advisor Limited Term Tax-Exempt, which he has managed since September 1985. Mr. Haley also manages California Tax-Free Insured, California Tax-Free High Yield, and Spartan California Municipal High Yield. Mr. Haley joined Fidelity in 1981.

Curtis Hollingsworth is vice president and manager of Advisor Government Investment, which he has managed since January 1992. Mr. Hollingsworth also manages Short-Intermediate Government, Government Securities, Institutional Short-Intermediate Government, Spartan Limited Maturity Government Bond, Spartan Long-Term Government Bond and Spartan Short-Intermediate Government. He joined Fidelity in 1983.

APPENDIX

The following paragraphs provide a brief description of securities in which the Funds may invest and transactions they may make . The Funds are not limited by this discussion , however, and may purchase other types of securities and enter into other types of transactions if they are consistent with the Fund's investment objective and policies.

DELAYED-DELIVERY TRANSACTIONS. Securities may be bought and sold on a when-issued or delayed-delivery basis, with payment and delivery taking place at a future date. The market value of securities purchased in this way may change before the delivery date which could increase fluctuations in a Fund's yield. Ordinarily, a Fund will not earn interest on securities purchased until they are delivered.

EQUITY SECURITIES include common stocks, preferred stocks, convertible securities, and warrants. While FMR believes that these types of investments in emerging markets present the possibility for significant capital appreciation over the long term, they also entail a high degree of risk. The prices of emerging market equities can fluctuate dramatically in response to company, market, economic, or political news.

FOREIGN CURRENCIES. The value of investments and the value of dividends and interest earned may be significantly affected by changes in currency exchange rates. Some foreign currency values may be volatile, and there is the possibility of governmental controls on currency exchange or governmental intervention in currency markets, which could adversely affect a Fund. Although FMR may attempt to manage currency exchange rate risks, there is no assurance that FMR will do so at an appropriate time or that FMR will be able to predict exchange rates accurately. For example, if FMR increases a Fund's exposure to a foreign currency, and that currency's value subsequently falls, FMR's currency management may result in increased losses to the Fund. Similarly, if FMR hedges the Fund's exposure to a foreign currency, and that currency's value rises, the Fund will lose the opportunity to participate in the currency's appreciation.

CURRENCY MANAGEMENT. The relative performance of foreign currencies is an important factor in a Fund's performance. FMR may manage a Fund's exposure to various currencies to take advantage of different yield, risk, and return characteristics that different currencies can provide for United States investors.

To manage exposure to currency fluctuations, a Fund may enter into currency exchange contracts (agreements to exchange one currency for another at a future date) or currency swap agreements, buy and sell options and futures contracts relating to foreign currencies, and purchase securities indexed to foreign currencies. A Fund will use currency exchange contracts in the normal course of business to lock in an exchange rate in connection with purchase and sales of securities denominated in foreign currencies. Other currency management strategies allow FMR to hedge portfolio securities, to shift investment exposure from one currency to another, or to attempt to profit from anticipated declines in the value of a foreign currency relative to the anticipated declines in the value of a foreign currency relative to the U.S. dollar. There is no limitation on the amount of a Fund's assets that may be committed to currency strategies.

FOREIGN INVESTMENTS involve additional risks. Foreign securities and securities denominated in or indexed to foreign currencies may be affected by the strength of foreign currencies relative to the U.S. dollar, or by political or economic developments in foreign countries. Foreign companies may not be subject to accounting standards or governmental supervision comparable to U.S. companies, and there may be less public information about their operations. In addition to the political and economic factors that can affect foreign securities, a governmental issuer may be unwilling to repay principal and interest when due, and may require that the conditions for payment be renegotiated. These factors could make foreign investments, especially those in developing countries, more volatile. FMR considers these factors in making investments for the Funds.

A Fund may enter into currency exchange contracts (agreements to exchange one currency for another at a future date) to manage currency risks and to facilitate transactions in foreign securities. Although currency forward contracts can be used to protect the Fund from adverse exchange rate changes, they involve a risk of loss if FMR fails to predict foreign currency values correctly.

ILLIQUID INVESTMENTS. Under the supervision of the Board of Trustees, FMR determines the liquidity of each Fund's investments. The absence of a trading market can make it difficult to ascertain a market value for illiquid investments. Disposing of illiquid investments may involve time-consuming negotiation and legal expenses, and it may be difficult or impossible for a Fund to sell them promptly at an acceptable price.

INDEXED SECURITIES. Indexed securities values are linked to currencies, interest rates, commodities, indices, or other financial indicators. Most indexed securities are short to intermediate term fixed-income securities whose values at maturity or interest rates rise or fall according to the change in one or more specified underlying instruments. Indexed securities may be positively or negatively indexed (i.e., their value may increase or decrease if the underlying instrument appreciates), and may have return characteristics similar to direct investments in the underlying instrument or to one or more options on the underlying instrument. Indexed securities may be more volatile than the underlying instrument itself.

INTERFUND BORROWING PROGRAM. Interfund loans and borrowings normally will extend overnight, but can have a maximum duration of seven days. A Fund will lend through the program only when the returns are higher than those available at the same time from other short-term instruments (such as repurchase agreements), and will borrow through the program only when the costs are equal to or lower than the cost of bank loans. Each Fund will not lend more than 5% (Equity Funds) or 7.5% (Fixed-Income Funds) of its assets to other funds, and will not borrow through the program if, after doing so, total outstanding borrowings would exceed 15% of total assets. Loans may be called on one day's notice, and a Fund may have to borrow from a bank at a higher interest rate if an interfund loan is called or not renewed. Any delay in repayment to a lending fund could result in a lost investment opportunity or additional borrowing costs.

LOANS AND OTHER DIRECT DEBT INSTRUMENTS are interests in amounts owed by a corporate, governmental or other borrower to another party. They may represent amounts owed to lenders or lending syndicates (loans and loan participations), to suppliers of goods or services (trade claims or other receivables), or to other parties. Direct debt instruments involve the risk of loss in case of default or insolvency of the borrower and may offer less legal protection to a Fund in the event of fraud or misrepresentation. In addition, loan participations involve a risk of insolvency of the lending bank or other financial intermediary. Direct debt instruments may also include standby financing commitments that obligate a Fund to supply additional cash to the borrower on demand.

LOWER-QUALITY DEBT SECURITIES are those rated Ba or lower by Moody's or BB or lower by S&P that have poor protection against default in the payment of principal and interest or may be in default. These securities are often considered to be speculative and involve greater risk of loss or price changes due to changes in the issuer's capacity to pay. The market prices of lower-rated debt securities may fluctuate more than those of higher-rated debt securities, and may decline significantly in periods of general economic difficulty, which may follow periods of rising interest rates. See "Debt Obligations" on page .

SOVEREIGN DEBT OBLIGATIONS are debt instruments issued or guaranteed by foreign governments or their agencies, including debt of Latin American nations or other developing countries. Sovereign debt may be in the form of conventional securities or other types of debt instruments such as loans or loan participations. Sovereign debt of developing countries may involve a high degree of risk, and may be in default or present the risk of default. Governmental entities responsible for repayment of the debt may be unable or unwilling to repay principal and interest when due, and may require renegotiation or rescheduling of debt payments. In addition, prospects for repayment of principal and interest may depend on political as well as economic factors.

MORTGAGE-BACKED SECURITIES are issued by government entities and non-government entities such as banks, mortgage lenders, or other financial institutions.

A mortgage-backed security may be an obligation of the issuer backed by a mortgage or pool of mortgages or a direct interest in an underlying pool of mortgages. Some mortgage-backed securities, such as collateralized mortgage obligations (CMOs), make payments of both principal and interest at a variety of intervals; others make semiannual interest payments at a predetermined rate and repay principal at maturity (like a typical bond). Mortgage-backed securities are based on different types of mortgages including those on commercial real estate or residential properties. Other types of mortgage-backed securities will likely be developed in the future, and a Fund may invest in them if FMR determines they are consistent with a Fund's investment objective and policies.

The value of mortgage-backed securities may change due to shifts in the market's perception of issuers. In addition, regulatory or tax changes may adversely affect the mortgage securities market as a whole. Non-government mortgage-backed securities may offer higher yields than those issued by government entities, but also may be subject to greater price changes than government issues. Mortgage-backed securities are subject to prepayment risk. Prepayment, which occurs when unscheduled or early payments are made on the underlying mortgages, may shorten the effective maturities of these securities and may lower their total returns.

STRIPPED MORTGAGE-BACKED SECURITIES are created when a U.S. government agency or a financial institution separates the interest and principal components of a mortgage-backed security and sells them as individual securities. The holder of the "principal-only" security (PO) receives the principal payments made by the underlying mortgage-backed security, while the holder of the "interest-only" security (IO) receives interest payments from the same underlying security. The prices of stripped mortgage-backed securities may be particularly affected by changes in interest rates. As interest rates fall, prepayment rates tend to increase, which tends to reduce prices of IOs and increase prices of POs. Rising interest rates can have the opposite effect.

ASSET-BACKED SECURITIES represent interests in pools of consumer loans (generally unrelated to mortgage loans) and most often are structured as pass-through securities. Interest and principal payments ultimately depend on payment of the underlying loans by individuals, although the securities may be supported by letters of credit or other credit enhancements. The value of asset-backed securities may also depend on the creditworthiness of the servicing agent for the loan pool, the originator of the loans, or the financial institution providing the credit enhancement.

A Fund may purchase units of beneficial interest in pools of purchase contracts, financing leases, and sales agreements entered into by municipalities. These municipal obligations may be created when a municipality enters into an installment purchase contract or lease with a vendor and may be secured by the assets purchased or leased by the municipality. However, except in very limited circumstances, there will be no recourse against the vendor if the municipality stops making payments. The market for tax-exempt asset-backed securities is still relatively new. These obligations are likely to involve unscheduled prepayments of principal.

OPTIONS AND FUTURES CONTRACTS are bought and sold to manage a Fund's exposure to changing interest rates, security prices, and currency exchange rates. Some options and futures strategies, including selling futures, buying puts, and writing calls, tend to hedge a Fund's investment against price fluctuations. Other strategies, including buying futures, writing puts, and buying calls, tend to increase market exposure. Options and futures may be combined with each other or with forward contracts in order to adjust the risk and return characteristics of the overall strategy. A Fund may invest in options and futures based on any type of security, index, or currency, including options and futures traded on foreign exchanges and options not traded on exchanges.

Options and futures can be volatile investments and involve certain risks. If FMR applies a hedge at an inappropriate time or judges market conditions incorrectly, options and futures strategies may lower a Fund's return. A Fund could also experience losses if the prices of its options and futures positions were poorly correlated with its other investments, or if it could not close out its positions because of an illiquid secondary market. Options and futures do not pay interest, but may produce taxable capital gains.

Each Fund will not hedge more than 25% of its total assets by selling futures, buying puts, and writing calls under normal conditions. In addition each Fund will not buy futures or write puts whose underlying value exceeds 25% of its total assets, and will not buy calls with a value exceeding 5% of its total assets.

REAL ESTATE BACKED SECURITIES. Real estate industry companies may include among others: real estate investment trusts; brokers or real estate developers; and companies with substantial real estate holdings, such as paper and lumber producers and hotel and entertainment companies. Companies engaged in the real estate industry may be subject to certain risks including: declines in the value of real estate, risks related to general and local conditions, overbuilding and increased competition, increases in property taxes and operating expenses, and variations in rental income.

REPURCHASE AGREEMENTS AND SECURITIES LOANS. In a repurchase agreement, a Fund buys a security at one price and simultaneously agrees to sell it back at a higher price. A Fund may also make securities loans to broker-dealers and institutional investors, including FBSI. In the event of the bankruptcy of the other party to either a repurchase agreement or a securities loan, a Fund could experience delays in recovering its cash or the securities it lent. To the extent that, in the meantime, the value of the securities purchased had decreased or the value of the securities lent had increased, a Fund could experience a loss. In all cases, FMR must find the creditworthiness of the other party to the transaction satisfactory.

FOREIGN REPURCHASE AGREEMENTS may be less well secured than U.S. repurchase agreements, and may be denominated in foreign currencies. They also involve greater risk of loss if the counterparty defaults. Some counterparties in these transactions may be less creditworthy than those in U.S. markets.

RESTRICTED SECURITIES are securities which cannot be sold to the public without registration under the Securities Act of 1933. Unless registered for sale, these securities can only be sold in privately negotiated transactions or pursuant to an exemption from registration.

REVERSE REPURCHASE AGREEMENTS. In a reverse repurchase agreement, a Fund temporarily transfers possession of a portfolio instrument to another party, such as a bank or broker-dealer, in return for cash. At the same time, the Fund agrees to repurchase the instrument at an agreed-upon price and time. A Fund expects that it will engage in reverse repurchase agreements for temporary purposes such as to fund redemptions. Reverse repurchase agreements may increase the risk of fluctuation in the market value of a Fund's assets or in its yield.

SHORT SALES. If a Fund enters into short sales with respect to stocks underlying its convertible security holdings, the transaction may help to hedge against the effect of stock price declines, but may result in losses if a convertible security's price does not track the price of its underlying equity. Under normal conditions convertible securities hedged with short sales are not currently expected to exceed 15% of a Fund's total assets.

SWAP AGREEMENTS. As one way of managing its exposure to different types of investments, a Fund may enter into interest rate swaps, currency swaps, and other types of swap agreements such as caps, collars, and floors. In a typical interest rate swap, one party agrees to make regular payments equal to a floating interest rate times a "notional principal amount," in return for payments equal to a fixed rate times the same amount, for a specified period of time. If a swap agreement provides for payments in different currencies, the parties might agree to exchange the notional principal amount as well. Swaps may also depend on other prices or rates, such as the value of an index or mortgage prepayment rates.

In a typical cap or floor agreement, one party agrees to make payments only under specified circumstances, usually in return for payment of a fee by the other party. For example, the buyer of an interest rate cap obtains the right to receive payments to the extent that a specified interest rate exceeds an agreed-upon level, while the seller of an interest rate floor is obligated to make payments to the extent that a specified interest rate falls below an agreed-upon level. An interest rate collar combines elements of buying a cap and selling a floor.

Swap agreements will tend to shift a Fund's investment exposure from one type of investment to another. For example, if a Fund agreed to exchange payments in dollars for payments in foreign currency, the swap agreement would tend to decrease the Fund's exposure to U.S. interest rates and increase its exposure to foreign currency and interest rates. Caps and floors have an effect similar to buying or writing options. Depending on how they are used, swap agreements may increase or decrease the overall volatility of a Fund's investments and its share price and yield.

Swap agreements are sophisticated hedging instruments that typically involve a small investment of cash relative to the magnitude of risks assumed. As a result, swaps can be highly volatile and may have a considerable impact on a Fund's performance. Swap agreements are subject to risks related to the counterparty's ability to perform, and may decline in value if the counterparty's creditworthiness deteriorates. A Fund may also suffer losses if it is unable to terminate outstanding swap agreements or reduce its exposure through offsetting transactions.

VARIABLE OR FLOATING RATE OBLIGATIONS, including certain participation interests in municipal obligations, have interest rate adjustment formulas that help to stabilize their market values. Many variable and floating rate instruments also carry demand features that permit the fund to sell them at par value plus accrued interest on short notice.

WARRANTS entitle the holder to buy equity securities at a specific price for a specific period of time. Warrants tend to be more volatile than their underlying securities. Also, the value of the warrant does not necessarily change with the value of the underlying securities and a warrant ceases to have value if it is not exercised prior to the expiration date.

ZERO COUPON BONDS do not make interest payments; instead, they are sold at a deep discount from their face value and are redeemed at face value when they mature. Because zero coupon bonds do not pay current income, their prices can be very volatile when interest rates change. In calculating its daily dividend, a Fund takes into account as income a portion of the difference between a zero coupon bond's purchase price and its face value.

A broker-dealer creates a DERIVATIVE ZERO by separating the interest and principal components of a U.S. Treasury security and selling them as two individual securities. CATS (Certificates of Accrual on Treasury Securities), TIGRS (Treasury Investment Growth Receipts), and TRS (Treasury Receipts) are examples of derivative zeros. Government Investment Fund has been advised that the staff of the Division of Investment Management of the SEC does not consider these instruments U.S. government securities as defined by the 1940 Act. Therefore, Government Investment Fund will not treat these obligations as U.S. government securities for purposes of the 65% portfolio composition test mentioned on page 11 .

The Federal Reserve Bank creates STRIPS (Separate Trading of Registered Interest and Principal of Securities) by separating the interest and principal components of an outstanding U.S. Treasury bond and selling them as individual securities. Bonds issued by the Resolution Funding Corporation (REFCORP) and the Financing Corporation (FICO) can also be separated in this fashion. ORIGINAL ISSUE ZEROS are zero coupon securities originally issued by the U.S. government or a government agency.

DEBT OBLIGATIONS. The table below provides a summary of ratings assigned to debt holdings (not including money market instruments) in Funds which have the ability to invest over 5% in lower-rated debt securities. These figures are dollar-weighted averages of month-end portfolio holdings during the thirteen months ended September 30, 1993 (Strategic Opportunities) October 31, 1993 (High Yield and High Income Municipal,) and November 30, 1993 (Equity Portfolio Income), presented as a percentage of total investments. These percentages are historical and are not necessarily indicative of the quality of current or future portfolio holdings, which may vary. As of December 31, 1993, Emerging Markets Income had no investments below Baa/BBB.

The dollar-weighted average of debt securities not rated by either Moody's or S&P amounted to .89% (Strategic Opportunities) .57% (Equity Portfolio Income), 18.74% (High Yield), and 25.23% (High Income Municipal) of total investments. This may include securities rated by other nationally recognized rating organizations, as well as unrated securities. Unrated securities are not necessarily lower-quality securities.

MOODY'S RATING & PERCENTAGE OF INVESTMENTS

MOODY'S RATING	STRATEGIC OPPORTUNITIES	EQUITY PORTFOLIO INCOME	HIGH YIELD	HIGH INCOME MUNICIPAL
Aaa/Aa/A	15.99%	1.02%	.02%	27.39%
Baa	--	.77%	--	20.40%
Ba	.18%	1.25%	6.60%	8.10%
B	.22%	1.27%	34.26%	.63%
Caa	1.63%	.06%	9.09%	--
Ca/C	--	--	4.50%	--

S&P RATING & PERCENTAGE OF INVESTMENTS

S&P RATING	STRATEGIC OPPORTUNITIES	EQUITY PORTFOLIO INCOME	HIGH YIELD	HIGH INCOME MUNICIPAL
AAA/AA/A	15.99%	1.03%	.97%	29.05%
BBB	--	.84%	1.09%	18.73%
BB	--	.98%	6.94%	4.37%
B	.80%	1.35%	33.28%	1.75%
CCC	--	.15%	7.62%	.04%
CC/C	--	--	1.55%	--
D	.89%	.03%	5.58%	--

THE FOLLOWING DESCRIBES MUNICIPAL INSTRUMENTS:

MUNICIPAL SECURITIES include GENERAL OBLIGATION SECURITIES, which are backed by the full taxing power of a municipality, and REVENUE SECURITIES, which are backed by the revenues of a specific tax, project, or facility. INDUSTRIAL REVENUE BONDS are a type of revenue bond backed by the credit and security of a private issuer and may involve greater risk. PRIVATE ACTIVITY MUNICIPAL SECURITIES, which may be subject to the federal alternative minimum tax, include securities issued to finance housing projects, student loans, and privately owned solid waste disposal and water and sewage treatment facilities.

TAX AND REVENUE ANTICIPATION NOTES are issued by municipalities in expectation of future tax or other revenues, and are payable from those specific taxes or revenues. BOND ANTICIPATION NOTES normally provide interim financing in advance of an issue of bonds or notes, the proceeds of which are used to repay the anticipation notes. TAX-EXEMPT COMMERCIAL PAPER is issued by municipalities to help finance short-term capital or operating needs.

MUNICIPAL LEASE OBLIGATIONS are issued by a state or local government or authority to acquire land and a wide variety of equipment and facilities. These obligations typically are not fully backed by the municipality's credit, and their interest may become taxable if the lease is assigned. If funds are not appropriated for the following year's lease payments, the lease may terminate, with the possibility of significant loss to a Fund. CERTIFICATES OF PARTICIPATION in municipal lease obligations or installment sales contracts entitle the holder to a proportionate interest in the lease-purchase payments made.

RESOURCE RECOVERY BONDS are a type of revenue bond issued to build facilities such as solid waste incinerators or waste-to-energy plants. Typically, a private corporation will be involved, at least during the construction phase, and the revenue stream will be secured by fees or rents paid by municipalities for use of the facilities. The viability of a resource recovery project, environmental protection regulations, and project operator tax incentives may affect the value and credit quality of resource recovery bonds.

A DEMAND FEATURE is a put that entitles the security holder to repayment of the principal amount of the underlying security, upon notice at any time or at specified intervals. A STANDBY COMMITMENT is a put that entitles the security holder to same-day settlement at amortized cost plus accrued interest.

Issuers or financial intermediaries who provide demand features or standby commitments often support their ability to buy securities on demand by obtaining LETTERS OF CREDIT (LOCS) or other guarantees from domestic or foreign banks. LOCs also may be used as credit supports for other types of municipal instruments. FMR may rely upon its evaluation of a bank's credit in determining whether to purchase an instrument supported by an LOC. In evaluating a foreign bank's credit, FMR will consider whether adequate public information about the bank is available and whether the bank may be subject to unfavorable political or economic developments, currency controls, or other governmental restrictions that might affect the bank's ability to honor its credit commitment.

INVERSE FLOATERS are instruments whose interest rates bear an inverse relationship to the interest rate on another security or the value of an index. Changes in the interest rate on the other security or index inversely affect the residual interest rate paid on the inverse floater, with the result that the inverse floater's price will be considerably more volatile than that of a fixed-rate bond. For example, a municipal issuer may decide to issue two variable rate instruments instead of a single long-term, fixed-rate bond. The interest rate on one instrument reflects short-term interest rates, while the interest rate on the other instrument (the inverse floater) reflects the approximate rate the issuer would have paid on a fixed-rate bond, multiplied by two, minus the interest rate paid on the short-term instrument. Depending on market availability, the two portions may be recombined to form a fixed-rate municipal bond. The market for inverse floaters is relatively new.

REFUNDING CONTRACTS. A Fund may purchase securities on a when-issued basis in connection with the refinancing of an issuer's outstanding indebtedness. Refunding contracts require the issuer to sell and the Fund to buy refunded municipal obligations at a stated price and yield on a settlement date that may be several months or several years in the future.

DESCRIPTION OF MOODY'S INVESTORS SERVICE, INC.'S CORPORATE BOND RATINGS:

AAA - Bonds rated Aaa are judged to be of the best quality. They carry the smallest degree of investment risk and are generally referred to as "gilt edge." Interest payments are protected by a large or by an exceptionally stable margin and principal is secure. While the various protective elements are likely to change, such changes as can be visualized are most unlikely to impair the fundamentally strong position of such issues.

AA - Bonds rated Aa are judged to be of high quality by all standards. Together with the Aaa group they comprise what are generally known as high-grade bonds. They are rated lower than the best bonds because margins of protection may not be as large as in Aaa securities or fluctuation of protective elements may be of greater amplitude or there may be other elements present which make the long-term risks appear somewhat larger than in Aaa securities.

A - Bonds rated A possess many favorable investment attributes and are to be considered as upper - medium - grade obligations. Factors giving security to principal and interest are considered adequate but elements may be present which suggest a susceptibility to impairment sometime in the future.

BAA - Bonds rated Baa are considered as medium-grade obligations, i.e., they are neither highly protected nor poorly secured. Interest payments and principal security appear adequate for the present but certain protective elements may be lacking or may be characteristically unreliable over any great length of time. Such bonds lack outstanding investment characteristics and in fact have speculative characteristics as well.

BA - Bonds rated Ba are judged to have speculative elements. Their future cannot be considered as well assured. Often the protection of interest and principal payments may be very moderate and thereby not well safeguarded during both good and bad times over the future. Uncertainty of position characterizes bonds in this class.

B - Bonds rated B generally lack characteristics of the desirable investment. Assurance of interest and principal payments or maintenance of other terms of the contract over any long period of time may be small.

CAA - Bonds rated Caa are of poor standing. Such issues may be in default or there may be present elements of danger with respect to principal or interest.

CA - Bonds rated Ca represent obligations which are speculative in a high degree. Such issues are often in default or have other marked short-comings.

C - Bonds rated C are the lowest - rated class of bonds and issued so rated can be regarded as having extremely poor prospects of ever attaining any real investment standing.

Moody's applies numerical modifiers, 1, 2, and 3, in each generic rating classification from Aa through C in its corporate bond rating system. The modifier 1 indicates that the security ranks in the higher end of its generic rating category; the modifier 2 indicates a mid - range ranking; and the modifier 3 indicates that the issue ranks in the lower end of its generic rating category.

DESCRIPTION OF STANDARD & POOR'S CORPORATION'S CORPORATE BOND RATINGS:

AAA - Debt rated AAA has the highest rating assigned by Standard & Poor's to a debt obligation. Capacity to pay interest and repay principal is extremely strong.

AA - Debt rated AA has a very strong capacity to pay interest and repay principal and differs from the higher - rated issues only in small degree.

A - Debt rated A has a strong capacity to pay interest and repay principal, although it is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions.

BBB - Debt rated BBB is regarded as having an adequate capacity to pay interest and repay principal. Whereas it normally exhibits adequate protection parameters, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity to pay interest and repay principal for debt in this category than in higher - rated categories.

BB - Debt rated BB has less near - term vulnerability to default than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions which could lead to inadequate capacity to meet timely interest and principal payments.

B - Debt rated B has a greater vulnerability to default but currently has the capacity to meet interest payments and principal repayments. Adverse business, financial, or economic conditions will likely impair capacity or willingness to pay interest and repay principal. The B rating category is also used for debt subordinated to senior debt that is assigned an actual or implied BB rating.

CCC - Debt rated CCC has a currently identifiable vulnerability to default, and is dependent upon favorable business, financial, and economic conditions to meet timely payment of interest and repayment of principal. In the event of adverse business, financial, or economic conditions, it is not likely to have the capacity to pay interest and repay principal.

CC - Debt rated CC is typically applied to debt subordinated to senior debt which is assigned an actual or implied CCC debt rating.

C - The rating C is typically applied to debt subordinated to senior debt which is assigned an actual or implied CCC debt rating. The C rating may be used to cover a situation where a bankruptcy petition has been filed but debt service payments are continued.

CI - The rating CI is reserved for income bonds on which no interest is being paid.

D - Debt rated D is in payment default. The D rating category is used when interest payments or principal payments are not made on the date due even if the applicable grace period has not expired, unless S&P believes that such payments will be made during such grace period. The D rating will also be used upon the filing of a bankruptcy petition if debt service payments are jeopardized.

The ratings from AA to D may be modified by the addition of a plus or minus to show relative standing within the major rating categories.

No dealer, sales representative or any other person has been authorized to give any information or to make any representations, other than those contained in this Prospectus and in the related SAIs, in connection with the offer contained in this Prospectus. If given or made, such other information or representations must not be relied upon as having been authorized by the Fund or Distributors. This Prospectus and the related SAIs do not constitute an offer by a Fund or by Distributors to sell or to buy shares of a Fund to any person to whom it is unlawful to make such offer.

FIDELITY ADVISOR STRATEGIC
OPPORTUNITIES FUND - INITIAL SHARES

82 Devonshire Street
Boston, Massachusetts 02109

A FUND OF
FIDELITY ADVISOR SERIES VIII

PROSPECTUS

June 30, 1994

Fidelity Advisor Strategic Opportunities Fund (the " Fund ") seeks capital appreciation by investing primarily in securities of companies believed by Fidelity Management & Research Company (FMR) to involve a "special situation."

TABLE OF CONTENTS

The Fund is comprised of three classes of shares, Initial Shares (formerly, Special Situations: Initial Class), Class A (formerly Special Situations: Advisor Class) and Class B. Initial Shares are available only to current shareholders of Initial Shares. Class A and Class B shares are offered to new investors through separate prospectuses.

Please read this Prospectus before investing. It is designed to provide you with information and to help you decide if the Fund's goals match your own. Retain this document for future reference.

A Statement of Additional Information (dated June 30, 1994) for the Fund has been filed with the Securities and Exchange Commission (SEC) and is incorporated herein by reference. This free Statement and the Annual Report for the fiscal year ended September 30, 1993 are available upon request from Fidelity Distributors Corporation (Distributors) , 82 Devonshire Street, Boston, MA 02109.

MUTUAL FUND SHARES ARE NOT DEPOSITS OR OBLIGATIONS OF, OR GUARANTEED BY, ANY DEPOSITORY INSTITUTION. SHARES ARE NOT INSURED BY THE FDIC, THE FEDERAL RESERVE BOARD OR ANY OTHER AGENCY, AND ARE SUBJECT TO INVESTMENT RISK, INCLUDING THE POSSIBLE LOSS OF PRINCIPAL.

FIDELITY DISTRIBUTORS CORPORATION
Nationwide 1-800-544-8888

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION, NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

22.THE FUND

23.SUMMARY OF FUND EXPENSES

The expenses summary format below was developed for use by all mutual funds to help you make your investment decisions. Of course, you should consider this expense information along with other important information, including the Fund's investment objective and its past performance.

For information regarding expenses of Class A and Class B Shares, see " The Fund and the Fidelity Organization ," on page .

SHAREHOLDER TRANSACTION EXPENSES

Maximum Sales Load on Purchases (as a percentage of the offering price)	4.75%
Sales Load on Reinvested Di stribution s	None
Deferred Sales Load Imposed on Redemptions	None
Redemption Fee	None
Administrative Fee	None

Shareholder Transaction Expenses represent charges paid when you purchase, redeem or exchange Initial S hares of the Fund. See "How to Buy Additional Shares," beginning on page , and "Exchange Privilege" on page .

ANNUAL FUND OPERATING EXPENSES (AS A PERCENTAGE OF AVERAGE NET ASSETS)

Management Fees	.54%
Other Expenses	.35%
TOTAL OPERATING EXPENSES	.89%

Annual Fund operating expenses are based on the Fund's historical expenses. Management fees are paid by the Fund to FMR for managing its investments and business affairs and will vary based on performance. The Initial Shares incur other expenses for maintaining shareholder records, furnishing shareholder statements and reports and other services. The Initial Shares operating expenses include custodial, legal and accounting fees, charges to register Initial Shares of the Fund with federal and state regulatory authorities and other miscellaneous expenses. The Initial Shares operating expenses for the fiscal year ended September 30, 1993 were .89% of average net assets. Management fees and other expenses already have been reflected in the Fund's Initial S hare 's share price and are not charged directly to individual shareholder accounts. Please refer to the section "Management and Service Fees" on page .

EXAMPLE

	1 YEAR	3 YEARS	5 YEARS	10 YEARS
You would pay the following expenses, including the maximum 4.75% sales charge, on a $1,000 investment in Initial Shares assuming (1) a 5% annual return and (2) redemption at the end of each time period:	$56	$75	$94	$152

The above hypothetical example illustrates the expenses, including the maximum 4.75% sales charge, associated with a $1,000 investment in Initial Shares over periods of one, three, five and ten years, based on the expenses in the table and an assumed annual return of 5%. THE RETURN OF 5% AND EXPENSES SHOULD NOT BE CONSIDERED INDICATIONS OF ACTUAL OR EXPECTED INITIAL SHARE PERFORMANCE OR EXPENSES, BOTH OF WHICH MAY VARY.

24.SUMMARY

INVESTMENT OBJECTIVE. The Fund's investment objective is to seek capital appreciation by investing primarily in securities of companies believed by

FMR to involve a "special situation.'' The Fund also may invest in companies not involving a special situation whose securities are believed by FMR to be undervalued. The Fund may purchase common stocks, securities convertible into common stocks and debt securities. The Fund may not always achieve its investment objective.

INVESTMENT POLICIES. At least 65% of the Fund's assets normally will be invested in companies involving a special situation. A special situation refers to FMR's identification of an unusual and possibly non-repetitive development taking place in a company or a group of companies in an industry. Typically, these securities will pay little, if any, income, which will be entirely incidental to the objective of capital growth. The Fund expects to be fully invested under most market conditions, and may make substantial temporary investments in high quality debt securities for defensive purposes. The Fund may purchase foreign securities and may buy and sell stock index futures contracts, options and options on futures with respect to a portion of its assets.

INVESTMENT ADVISER AND GENERAL DISTRIBUTOR. FMR, 82 Devonshire Street, Boston, MA 02109, is the investment adviser to the Fund. FMR, one of the largest investment management organizations in the U nited S tates , serves as investment adviser to investment companies that had aggregate net assets of more than $2 25 billion and approximately 1 6 million shareholder accounts as of April 30, 199 4 . Distributors is the general distributor for shares of the Fund.

INVESTING IN THE FUND. N ew investors may not purchase Initial Shares . Current shareholders may make additional investments in the I nitial S hares of the Fund of $250 or more. Initial Shares may be purchased at the net asset value next determined after your order to purchase is received plus a maximum 4.75% sales charge (as a percentage of the offering price). See "How to Buy Additional Shares,'' page .

DIVIDEND AND CAPITAL GAIN DISTRIBUTIONS. Dividends from the Fund's net investment income and capital gain distributions on the Fund's securities transactions are distributed annually. Dividends and capital gain distributions are reinvested automatically in additional Initial S hares at net asset value (without a sales charge) unless you elect otherwise. You also may elect to reinvest the dividend and capital gain distributions into another Fidelity fund.

REDEMPTION OF INVESTMENT. You may redeem all or any part of the value of your account by mail, Fidelity Money Line or by exchange as described under "How to Redeem Shares,'' page . The price at which your order will be effected is the net asset value next determined after your order to redeem is received.

RISK FACTORS. The value of the Fund's securities will fluctuate in response to stock market developments and interest rate movements. Securities of companies involved in a special situation may have speculative characteristics. In addition, investing in securities of foreign companies may involve currency and other risks not associated with domestic investments. The Fund may enter into repurchase agreements and lend its portfolio securities which may involve credit risks. The Fund also may invest in lower-quality high-yielding debt securities which may present certain credit risks, and it may also invest in futures and options . S ee " Appendix " on page . Investors should review the investment objective and policies of the Fund carefully and consider their ability to assume any risk involved in purchasing Initial S hares of the Fund.

25.FINANCIAL HIGHLIGHTS

The table that follows (with the exception of the unaudited information) is included in the Initial Shares' Annual Report and has been audited by Coopers & Lybrand, independent accountants. Their report on the financial statements and financial highlights is included in the Annual Report. The financial statements and financial highlights are incorporated by reference into the Fund's Statement of Additional Information.

	Six Month s Ended March 31, 1994 (Unaudited)	Years Ended September 30, 1993	1992(dagger)(dagger)	1991	1990	1989	1988	1987	1986	1985	December 31, 1983, (Commencement of Operations) to September 30, 1984
SELECTED PER-SHARE DATA											
Net asset value, beginning of period	$ 22.72	$ 19.72	$ 21.55	$ 17.37	$ 19.77	$ 15.65	$ 19.13	$ 16.71	$ 12.70	$ 11.05	$ 10.01
Income from Investment Operations											
Net investment income	(.17)	.45	.73	.77	.80	.64	.48	.53	.36	.35	.16
Net realized and unrealized gain (loss) on investments	(.68)	4.46	.58	4.26	(2.49)	4.08	(1.80)	2.95	5.05	1.56	.88
Total from investment operations	(.85)	4.91	1.31	5.03	(1.69)	4.72	(1.32)	3.48			

5.41 1.91 1.04
Less Distributions
From net investment
income (.51) (.70) (.72) (.85) (.71) (.60) (.25) (.09)
(.24) (.06) --
From net realized gain on
investments (1.71) (1.21) (2.42) - -- - (1.91)
(.97) (1.16) (.20) --
Total Distributions (2.22) (1.91) (3.14) (.85) (.71) (.60)
(2.16) (1.06) (1.40) (.26) --
Net asset value, end
of period $ 19.65 $ 22.72 $ 19.72 $ 21.55 $ 17.37 $ 19.77 $ 15.65
$ 19.13 $ 16.71 $ 12.70 $ 11.05
TOTAL RETURN (dagger) (4.33)% 26.98% 7.89% 30.01% (8.96)%
31.19% (4.63)% 21.87% 46.10% 17.64% 10.39%
RATIOS AND SUPPLEMENTAL DATA
Net assets, end of period
(000 omitted) $ 18,964 $ 20,707 $ 17,933 $ 19,193 $ 15,988 $
19,780 $19,221 $27,809 $31,991 $ 13,602 $ 8,078
Ratio of expenses to average
net assets 1.13%* .89%(h diamond) .87% 1.00% 1.03% .64%#
1.49% 1.30% 1.50% 1.50% 1.50%
Ratio of investment income
- net to average net
assets 2.25%* 2.74% 3.78% 4.12% 4.21% 4.08% 3.31% 2.88%
2.40% 2.87% 2.03%
Portfolio turnover rate 241% 183% 211% 223% 114% 89% 160%
255% 225% 214% 284%

(dagger) TOTAL RETURN DOES NOT INCLUDE THE ONE TIME SALES CHARGE AND FOR PERIODS LESS THAN ONE YEAR ARE NOT ANNUALIZED .
(dagger)(dagger) AS OF OCTOBER 1, 1991, THE FUND DISCONTINUED THE USE OF EQUALIZATION ACCOUNTING.
INCLUDES REIMBURSEMENT OF $.08 PER SHARE FROM FIDELITY SERVICE COMPANY FOR ADJUSTMENTS TO PRIOR PERIODS' FEES. IF THIS REIMBURSEMENT HAD NOT EXISTED THE RATIO OF EXPENSES TO AVERAGE NET ASSETS WOULD HAVE BEEN 1.04%.
(h diamond) INCLUDES REIMBURSEMENT OF $.03 PER SHARE FROM FMR FOR ADJUSTMENTS TO PRIOR PERIODS' FEES. IF THIS REIMBURSEMENT HAD NOT EXISTED THE RATIO OF EXPENSES TO AVERAGE NET ASSETS WOULD HAVE BEEN 1.05%.
* ANNUALIZED

26.HOW THE FUND WORKS

27.INVESTMENT OBJECTIVE

Fidelity Advisor Strategic Opportunities Fund's investment objective is to seek capital appreciation by investing primarily in securities of companies believed by FMR to involve a "special situation.'' As used in this Prospectus, the term special situation refers to FMR's identification of an unusual, and possibly non-repetitive, development taking place in a company or a group of companies in an industry. The Fund may not always achieve its objective, but FMR will follow the investment style described in the following paragraphs.

THE FUND'S INVESTMENT OBJECTIVE, POLICIES, AND LIMITATIONS, EXCEPT AS NOTED, ARE FUNDAMENTAL AND MAY BE CHANGED ONLY BY VOTE OF A MAJORITY OF THE OUTSTANDING SHARES OF THE FUND.

28.INVESTMENT POLICIES, RISKS, AND LIMITATIONS

A special situation may involve one or more of the following characteristics:
(bullet) a technological advance or discovery, the offering of a new or unique product or service, or changes in consumer demand or consumption forecasts.

THE FUND NORMALLY WILL INVEST AT LEAST 65% OF ITS ASSETS IN COMPANIES INVOLVING A SPECIAL SITUATION.

(bullet) changes in the competitive outlook or growth potential of an industry or a company within an industry, including changes in the scope or nature of foreign competition or the development of an emerging industry.
(bullet) new or changed management or material changes in management policies or corporate structure.
(bullet) significant economic or political occurrences abroad, including changes in foreign or domestic import and tax laws or other regulations.
(bullet) other events, including natural disasters, favorable litigation settlements, or a major change in demographic patterns.

In seeking capital appreciation, the Fund also may invest in securities of companies not involving a special situation, but which are companies with valuable fixed assets and whose securities are believed by FMR to be undervalued in relation to the companies' assets, earnings, or growth potential. As a non-fundamental policy, the Fund normally will invest at least 65% of its total assets in companies involving a special situation.

FMR intends to invest primarily in common stocks and securities that are convertible into common stocks; however, i t also may invest in debt securities of all types and quality if FMR believes that investing in these securities will result in capital appreciation. As a non-fundamental investment policy, the Fund may invest in lower rated, high-yielding debt securities (sometimes referred to as "junk bonds''), although it intends to limit its investments in these securities to 35% of its assets.

The Fund also may invest in unrated securities. Unrated securities are not necessarily of lower quality than rated securities, but they may not be attractive to as many buyers. The Fund may invest up to 30% of its assets in foreign securities of all types and may enter into foreign currency exchange contracts for the purpose of managing exchange rate risks. The Fund may purchase indexed securities, illiquid instruments, loans and other direct debt instruments, options and futures contracts, repurchase agreements, and securities l oans, restricted securities, swap agreements , warrants and zero coupon bonds. These practices are described in the Appendix on page . Further information about the Fund's investment policies can be found in its Statement of Additional Information.

THE FUND EXPECTS TO BE FULLY INVESTED UNDER MOST MARKET CONDITIONS.

FMR normally invests the Fund's assets according to its investment strategy. The Fund also reserves the right to invest without limitation in preferred stocks and investment grade debt instruments for temporary, defensive purposes.

29.MATCHING THE FUND TO YOUR INVESTMENT NEEDS

By itself, the Fund does not constitute a balanced investment plan; the Fund stresses capital appreciation and does not emphasize current income. It is also important to point out that the Fund makes most sense for you if you can afford to ride out changes in the stock market, as it invests primarily in common stocks and securities convertible into common stock. There are greater risks involved in investing in securities of smaller companies rather than companies operating according to established patterns and having longer operating histories. Additionally, larger well-established companies experiencing a special situation may involve, to a certain extent, breaks with past experience, which also may pose risks. The Fund's portfolio securities may be ones in which other investors have not shown significant interest or confidence and may be regarded as speculative.

AN INVESTMENT IN THE FUND MAY BE CONSIDERED MORE SPECULATIVE THAN AN INVESTMENT IN OTHER FUNDS WHICH SEEK CAPITAL APPRECIATION.

30.LIMITING INVESTMENT RISKS

The Fund has adopted the following investment limitations designed to reduce investment risk:

WHILE AN INVESTMENT IN THE FUND IS NOT WITHOUT RISK, FMR FOLLOWS CERTAIN POLICIES IN MANAGING THE FUND'S PORTFOLIO WHICH MAY HELP TO REDUCE RISK.

1. The Fund may not purchase a security if, as a result: (a) more than 5% of its total assets would be invested in the securities of any issuer; or (b) it would hold more than 10% of the outstanding voting securities of any issuer.
2. The Fund may not purchase the securities of any issuer if, as a result, more than 25% of the Fund's total assets would be invested in securities of companies having their principal business activities in the same industry.
3. The Fund (a) may borrow money for temporary or emergency purposes in an amount not exceeding 33 1/3% of the value of its total assets from a bank or mutual fund advised by FMR or an affiliate; (b) may engage in reverse repurchase agreements; and (c) may not purchase any security while borrowings representing 5% or more of its total assets are outstanding.
4. The Fund (a) may lend securities to a broker-dealer or institution when the loan is fully collateralized, and (b) lend money to other funds advised by FMR or an affiliate. The Fund will limit all loans in the aggregate to 33 1/3% of its total assets.

Limitations 1 and 2 do not apply to U.S. government securities. The Fund's investment objective, limitations 1 and 2 and the percentage limitations on borrowings and loans in limitations 3 and 4 are fundamental policies and may be changed only by vote of a majority of the Fund's outstanding shares. Non-fundamental policies may be changed without shareholder approval. In addition, these limitations and the policies discussed in "How the Fund Works'' on page , are considered at the time of purchase. With the exception of the percentage limitations on borrowing, the sale of portfolio securities is not required in the event of a subsequent change in circumstances.

The Fund may borrow money from and lend money to other mutual funds advised by FMR, or its affiliates, subject to certain restrictions (see the Appendix on page). If the Fund borrows money, its share price may be subject to greater fluctuation until the borrowing is paid off. To this extent, purchasing securities when borrowings are outstanding may involve an element of leverage.

31.PORTFOLIO TRANSACTIONS
FMR uses various brokerage firms to carry out the Fund's portfolio transactions. Since FMR places a large number of transactions, including those of Fidelity's other funds, the Fund pays commissions lower than those paid by individual investors. Also, the Fund incurs lower costs than those incurred by individuals when purchasing debt securities.

FMR CHOOSES BROKER-DEALERS
BY JUDGING PROFESSIONAL
ABILITY AND QUALITY OF SERVICE.

The Fund has authorized FMR to allocate transactions to some broker-dealers who help distribute the Fund's shares or shares of Fidelity's other funds to the extent permitted by law, and on an agency basis to an affiliate, Fidelity Brokerage Services Inc. (FBSI). FMR will also allocate brokerage transactions to Fidelity Portfolio Services, Ltd., a wholly-owned subsidiary of Fidelity International Limited (FIL). FMR may also allocate brokerage transactions to the fund's custodian, acting as a broker-dealer, or to other broker-dealers, so long as transaction quality and commission rates are comparable to those of other broker-dealers, where the broker-dealers will allocate a portion of the commissions paid toward payment of the fund expenses. These expenses currently include transfer agent and custodian fees.

Higher commissions may be paid to those firms that provide research services to the extent permitted by law. FMR also is authorized to allocate brokerage transactions to FBSI in order to secure from FBSI research services produced by third party, independent entities. FMR may use this research information in managing the Fund's assets, as well as assets of other clients.

The frequency of portfolio transactions - the Fund's turnover rate - will vary from year to year depending on market conditions. The Fund's turnover rate for fiscal 1993 was 241 %. Because a higher turnover rate increases brokerage costs and may increase taxable capital gains, FMR carefully weighs the anticipated benefits of short-term investment s against these consequences.

32.PERFORMANCE
The Fund's performance may be quoted in advertising in terms of total return. All performance information is historical and is not intended to indicate future performance. Share price and total return fluctuate in response to market and other factors, and the value of the Fund's shares when redeemed may be worth more or less than original cost. For additional performance information, please call 1-800-544-8888 for a free annual report .

TOTAL RETURN shows the overall dollar or percentage change in value including changes in share price and assuming all the Fund's dividends and capital gain distributions are reinvested. A CUMULATIVE TOTAL RETURN reflects the Fund's performance over a stated period of time. An AVERAGE ANNUAL TOTAL RETURN reflects the hypothetical annually compounded return that would have produced the same cumulative total return if the Fund's performance had been constant over the entire period. Average annual returns tend to smooth out variations in the Fund's return and are not the same as actual year-by-year results. Average annual and cumulative total returns usually will include the effect of paying the maximum sales charge. Excluding the sales charge from a total return calculation produces a higher total return figure. To illustrate the components of overall performance, the Fund may separate its cumulative and average annual returns into income results and capital gain or loss. The Fund may quote its total returns on a before-tax or after-tax basis.

Other illustrations of performance may show moving averages over specified periods.

The following chart compares each class's year-by-year total returns to the record of the Standard & Poor's 500 Composite Stock Price Index (S&P 500), a widely recognized, unmanaged index of common stock prices. Figures for the S&P 500 include the change in value of the S&P 500 and assume reinvestment of all dividends paid by the S&P 500 stocks. Tax consequences are not included in the illustration, nor are brokerage or other fees calculated in the S&P 500 figures.

33.COMPARE THE PERFORMANCE OF EACH CLASS OF STRATEGIC OPPORTUNITIES TO THE RECORD OF THE S&P 500.

YEARS ENDED SEPTEMBER 30	INITIAL SHARES TOTAL RETURN	CLASS A TOTAL RETURN	CLASS B TOTAL RETURN	S&P 500 TOTAL RETURN
1984 *	5.15	5.15	6.39	4.52
1985	12.05	12.05	13.64	14.39
1986	39.16	39.16	42.10	31.51
1987	16.08	15.66	17.43	43.27
1988	-9.16	-9.50	-8.24	-12.54
1989	24.96	24.25	26.45	32.97
1990	-13.29	-13.79	-13.02	-9.23
1991	23.83	23.36	25.51	31.17
1992	2.77	2.17	3.61	11.05
1993	20.95	20.33	22.33	13.00

* From fund commencement date, December 31, 1983 through September 30, 1984.

Total returns for Initial Shares and Class A Shares include the effect of the maximum 4.75% front-end sales charge. Total returns for Class B Shares include the effect of the maximum contingent deferred sales charge applicable at the end of the stated period. The initial offering of Class A shares was August 20, 1986. On January 1, 1987, Class A imposed a .65% 12b-1 fee, which is not reflected in returns prior to that date. The initial offering of Class B shares, which will carry a 1.00% 12b-1 fee (inclusive of a .25% shareholder service fee) is expected on or about June 30, 1994. Class B total returns calculated for periods prior to that date, reflect the effects of Class A's .65% 12b-1 fee and of the applicalbe maximum contingent deferred sales charge. Actual Class B total returns, would have been lower due to higher 12b-1 fees.

When considering the Fund's performance you should bear in mind these additional factors:

(bullet) The Fund's emphasis is on stocks, so performance is related strongly to stock market performance, including short-term market swings.

(bullet) Stock prices fluctuated widely over the periods shown.

34.DISTRIBUTIONS AND TAXES

The Fund distributes substantially all of its net investment income and capital gains to shareholders each year, normally in December.

YOU SHOULD KEEP ALL STATEMENTS YOU RECEIVE TO ASSIST IN YOUR PERSONAL RECORDKEEPING.

FEDERAL TAXES. Distributions from the Fund's income and short-term capital gains are taxed as dividends, and long-term capital gain distributions are taxed as long-term capital gains. A portion of the Fund's dividends may qualify for the dividends received deduction for corporations. The Fund's distributions are taxable when they are declared, whether you take them in cash or reinvest them in additional Initial S hares, except that distributions declared in December and paid in January are taxable as if paid on December 31. The Fund will send you a tax statement by January 31 showing the tax status of the distributions you received in the past year, and will file a copy with the Internal Revenue Service (IRS).

CAPITAL GAINS. You may realize a capital gain or loss when you redeem (sell) or exchange Initial S hares. For most types of accounts, the Fund will report the proceeds of your redemptions to you and the IRS annually. However, because the tax treatment also depends on your purchase price and your personal tax position, you also should keep your regular account statements to use in determining your tax.

"BUYING A DIVIDEND." On the record date for a distribution, the Fund's Initial Share value is reduced by the amount of the distribution. If you buy Initial S hares just before the record date ("buying a dividend"), you will pay the full price for the shares, and then receive a portion of the price back as a taxable distribution.

OTHER TAX INFORMATION. In addition to federal taxes, you may be subject to state or local taxes on your investment, depending on the laws in your area.

When you sign your account application, you will be asked to certify that your social security or taxpayer identification number is correct and that you are not subject to 31% backup withholding for failing to report income to the IRS. If you violate IRS regulations, the IRS can require the Fund to withhold 31% of your taxable distributions and redemptions.

35.THE FUND AND THE FIDELITY ORGANIZATION

The Fund is a series of Fidelity Advisor Series VIII (the Trust), an open-end, management investment company organized as a Massachusetts business trust on September 23, 1983. As a Massachusetts business trust, the Trust is not required to hold annual shareholder meetings, although special meetings may be called for a specific class , the Fund or the Trust as a whole for purposes such as electing or removing Trustees, changing fundamental investment policies or limitations or approving a management contract or plan of distribution. As a shareholder you receive one vote for each share you own and fractional votes for each fractional share you own. Initial shareholders , Class A shareholders and Class B shareholders vote separately on those matters which pertain only to Initial Shares , Class A Shares or Class B Shares, respectively. There is a possibility that claims asserted against Class A shares or Class B s hares may subject Initial Shares to certain liabilities. Performance calculations will be made separately for Initial Shares , Class A shares and Class B s hares.

THE TRUST'S BOARD OF TRUSTEES SUPERVISES FUND ACTIVITIES AND REVIEWS CONTRACTUAL ARRANGEMENTS WITH COMPANIES THAT PROVIDE THE FUND WITH SERVICES.

CLASS A shares are offered to retail investors who engage an investment professional for investment advice, with a maximum 4.75% sales charge . The initial and subsequent investment minimums for Class A shares are $2,500 and $250, respectively. The minimum account balance for Class A investors is $1,000. Reduced sales charges are applicable to purchases of $50,000 or more of Class A shares of the Fund or in combination with purchases of shares of certain other Fidelity Advisor Funds. Class A investors also may qualify for a reduction in sales charge under the Rights of Accumulation or Letter of Intent programs. Sales charges are waived for certain groups of investors. In addition, Class A investors may participate in various investment programs.

Class A shares of the Fund may be exchanged for Class A shares of other

Fidelity Advisor Funds. Transfer agent and shareholder services for Class A shares are performed by State Street Bank and Trust Company. For the fiscal year ended September 30, 1993, total operating expenses for the Class A shares was 1.57% of average net assets.

Under the Class A Distribution and Service Plan, the Class A shares pay an annual distribution fee at the rate of .65% of the average daily net assets of Class A . Up to the full amount of the distribution fee paid by Class A to Distributors may be reallowed to investment professionals based upon the level of marketing and distribution services provided.

CLASS B shares are offered to retail investors who engage an investment professional for investment advice, with a contingent deferred sales charge. Class B shares are subject to a n annual distribution fee at the rate of .75% of the average daily net assets of Class B , a n annual service fee at the rate of .25% of the average daily net assets of Class B, and a contingent deferred sales charge upon redemption within five years of purchase, which decreases from a maximum of 4% to 0%. At the end of five year s , Class B shares automatically convert to Class A shares. The initial and subsequent investment minimums for Class B are identical to those for Class A. Class B shares may be exchanged only for Class B shares of certain other Fidelity Advisor Funds, as well as for Class B shares of Daily Money Fund: U.S. Treasury Portfolio. Transfer agent and shareholder services for Class B shares are performed by Fidelity Investments Institutional Operations Company (FIIOC) . For the current fiscal year, total operating expenses for Class B shares are estimated to be 1.92 %.

I nvestment professionals may receive different levels of compensation with respect to one particular class of shares over another class of shares of the Fund.

Fidelity Investments is one of America's largest investment management organizations and has its principal business address at 82 Devonshire Street, Boston, MA 02109. It includes a number of different companies that provide a variety of financial services and products. The Fund employs various Fidelity companies to perform certain activities required to operate the Fund.

FMR is the original Fidelity company, founded in 1946. It provides a number of mutual funds and other clients with investment research and portfolio management services. It maintains a large staff of experienced investment personnel and a full complement of related support facilities. Distributors distributes shares for the Fidelity funds. FMR Corp. is the parent company for the Fidelity companies. Through ownership of voting common stock, Edward C. Johnson 3d, (President and a Trustee of the Trust), Johnson family members, and various trusts for the benefit of the Johnson family form a controlling group with respect to FMR Corp.

AS OF APRIL 30, 199 4 , FMR
ADVISED FUNDS HAVING MORE
THAN 16 MILLION SHAREHOLDER
ACCOUNTS WITH A TOTAL VALUE OF
MORE THAN $ 225 BILLION.

Daniel R. Frank is portfolio manager and vice president of Fidelity Strategic Opportunities Fund which he has managed since December 1983. Previously, he was assistant to Peter Lynch on Fidelity Magellan Fund. Mr. Frank joined Fidelity in 1979.

36.MANAGEMENT AND SERVICE FEES

The Fund, pursuant to its management contract, pays FMR a monthly fee for managing its investments and business affairs made up of a basic fee and a performance adjustment. The annual basic fee rate is the sum of two components:

1. A group fee rate based on the monthly average net assets of all the mutual funds advised by FMR. This rate cannot rise above .52%, and drops (to as low as a marginal rate of . 31%*) as total assets in all these funds rise. The effective group fee rate for September 1993 was .3262%.

2. An individual fund fee rate, which varies.

* FMR voluntarily agreed to adopt revised group fee rate schedules which provide for a marginal rate as low as .285% when average group net assets exceed $336 billion. A new management contract with a revised group fee rate schedule will be presented for approval at the next shareholder meeting.

One-twelfth of the annual basic fee rate is applied to the Fund's net assets averaged over the most recent month, giving a dollar amount which is the basic fee for that month.

The performance adjustment, also calculated monthly, is based on a comparison of the Fund's performance to that of the S&P 500 over the most recent 36-month period. The difference is converted into a dollar amount that is added to or subtracted from the basic fee. This adjustment rewards FMR when the Fund outperforms the S&P 500 and reduces FMR's fee when the Fund underperforms the S&P 500. The maximum annualized performance adjustment rate is + or - .20%. The Fund is comprised of three classes of shares: Initial Shares, Class A Shares and Class B Shares. Investment performance will be measured separately for each class, and the least of the three results obtained will be used in calculating the performance adjustment to the management fee paid by the Fund.

For the fiscal period ended September 30, 1993, FMR's management fee was

0.54% of the Fund's average net assets.
FMR has entered into sub-advisory agreements with Fidelity Management & Research (U.K.) Inc. (FMR U.K.) in London, England, and Fidelity Management & Research (Far East) Inc. (FMR Far East) in Tokyo, Japan. FMR has entered into sub-advisory agreements on behalf of the Fund. Sub-advisors provide research and investment advice and research services with respect to issuers based outside the United States and FMR may grant sub-advisors investment management authority to buy and sell securities if FMR believes it would be beneficial to the Fund. FMR U.K. focuses primarily on issuer s based in Europe, and FMR Far East focuses primarily on issuers based in Asia and the Pacific Basin. Under the sub-advisory agreements, FMR, not the Fund, pays FMR U.K. and FMR Far East fees equal to 110% and 105%, respectively, of each sub-adviser's costs incurred in connection with its sub-advisory agreement.
FMR may, from time to time, agree to reimburse the Fund for expenses above a specified percentage of average net assets. FMR retains the ability to be repaid by the Fund for those expense reimbursements in the amount that expenses fall below the limit prior to the end of the fiscal year. Fee reimbursements by FMR will increase the Fund's total return, and reimbursement by the Fund will lower its total return.
Initial Shares of the Fund pay Service, an affiliate of FMR, transfer agent fees based on the type, size and number of accounts in the Initial Shares of the Fund, and the number of monetary transactions made by shareholders. For the 1993 fiscal year, the transfer agent fees for Initial Shares amounted to $38,794.
FIDELITY SERVICE CO. (SERVICE)
ACTS AS THE TRANSFER AND
DIVIDEND-PAYING AGENT FOR
INITIAL SHARES AND MAINTAINS
ITS SHAREHOLDER RECORDS FOR
INITIAL SHARES .
Initial Shares of t he Fund also pays Service to calculate its daily Initial S hare price, to maintain its general accounting records, and to administer its securities lending program. The fees for pricing and bookkeeping services are based on the Fund's average net assets, but must fall within a range of $45,000 to $750,000 per year. The fees for securities lending services are based on the number and duration of individual securities loans. For fiscal 1993, the fees for pricing and bookkeeping and securities lending services for Initial Shares (including related out-of-pocket expenses) amounted to $145,494.
The Fund's total operating expenses for the fiscal year ended September 30, 1993 were .89% of average net assets.
37.HOW TO BUY ADDITIONAL SHARES

<TABLE>
<CAPTION>

<S> METHOD	<C> Additional (minimum) Investment
BY MAIL -	$250 Please make your check payable to the name of the Fund, with your account number on the check, and mail to: the address printed on your account statement.
AT AN INVESTOR CENTER -	Visit the Investor Center nearest you to make investments by check.
FOR ALL OPTIONS BELOW, PLEASE CALL 1-800-544-7777.	
BY EXCHANGE -	$250 from your account with an identical registration in certain of Fidelity's other funds.
BY WIRE -	$250 Federal funds should be wired to: Bankers Trust Company, Bank Routing No. 021001033, Account No. 00163053, together with the name of the Fund, your account number and name(s). Call 1-800-544-6666 for additional information.
BY FIDELITY MONEY LINE -	$250 You must have received prior notification by mail from Service that your Fidelity Money Line is active. The maximum transaction amount is $50,000.

</TABLE>

38.SHARE PRICE
The price of one Initial S hare (the offering price) is its net asset value per share (NAV) plus a sales charge, which is a variable percentage of the offering price depending upon the amount of the purchase. The table below shows total sales charges.
SALES CHARGES AS % OF

AMOUNT OF PURCHASE IN SINGLE TRANSACTION	OFFERING PRICE	NET AMOUNT INVESTED
Less than $50,000	4.75%	4.99%
$50,000 to less than $100,000	4.50%	4.71%
$100,000 to less than $250,000	3.50%	3.63%
$250,000 to less than $500,000	2.50%	2.56%
$500,000 to less than $1,000,000	2.00%	2.04%
$1,000,000 or more	None	None

CALCULATING NAV. Service calculates the NAV of Initial Shares which is computed by adding the Initial Shares pro rata share of the value of all security holdings and other assets of the Fund, deducting the Initial Shares pro rata share of the liabilities of the Fund, deducting the Initial Shares liabilities, and dividing the result by the number of Initial S hares of the Fund outstanding. NAV is calculated at the close of trading, which coincides with the close of business of the New York Stock Exchange (NYSE) (normally 4:00 p.m. Eastern time). The Fund is open for business each day the NYSE is open for trading. Portfolio securities and other assets are valued on the basis of market quotations or, if quotations are not available, by a method that the Board of Trustees believes accurately reflects fair value. Foreign securities are valued based on quotations from the primary market in which they are traded, and are translated from the local currency into U.S. dollars using current exchange rates.

Reduced sales charges are applicable to purchases of $50,000 or more of Initial Shares. To obtain the reduction of the sales charge, Service must be notified at the time of purchase whenever a quantity discount is applicable to your purchase. Upon such notification, you will receive the lowest applicable sales charge.

In addition you may qualify for a reduction of the sales charge under the Rights of Accumulation or Letter of Intent if your total investment in Initial Shares amounts to at least $50,000. Please see the sales charge schedule above to determine the sales charge for investments totaling more than $50,000. Please refer to the Application or to the Fund's Statement of Additional Information for details about each of these investment programs.

SALES CHARGE WAIVERS. Sales charges do not apply to Initial S hares of the Fund purchased: (1) by registered representatives, bank trust officers and other employees (and their immediate families) of investment professionals having agreements with Fidelity Distributors Corporation; (2) by a current or former Trustee or officer of a Fidelity fund or a current or retired officer, director or regular employee of FMR Corp. or its direct or indirect subsidiaries (a "Fidelity Trustee or employee"), the spouse of a Fidelity Trustee or employee, a Fidelity Trustee or employee acting as custodian for a minor child, or a person acting as trustee of a trust for the sole benefit of the minor child of a Fidelity Trustee or employee; (3) by a charitable organization (as defined in Section 501(c)(3) of the Internal Revenue Code) investing $100,000 or more; (4) by a charitable remainder trust or life income pool established for the benefit of a charitable organization (as defined in Section 501(c)(3) of the Internal Revenue Code); (5) by trust institutions investing on their own behalf or on behalf of their clients; (6) in accounts as to which a bank or broker-dealer charges an investment management fee, provided the bank or broker-dealer has an agreement with Fidelity Distributors Corporation; (7) as part of an employee benefit plan (including Fidelity-sponsored 403(b) and Corporate IRA programs, but otherwise as defined in the Employee Retirement Income Security Act (ERISA) maintained by a U.S. employer having more than 200 eligible employees or a minimum of $3,000,000 in plan assets invested in Fidelity mutual funds, or as part of an employee benefit plan maintained by a U.S. employer that is a member of a parent-subsidiary group of corporations (within the meaning of Section 1563(a)(1) of the Internal Revenue Code, with "50%" substituted for "80%") any member of which maintains an employee benefit plan having more than 200 eligible employees, or a minimum of $3,000,000 in plan assets invested in Fidelity mutual funds, and the assets of which are held in a bona fide trust for the exclusive benefit of employees participating therein; (8) by any state, county, or city, or any governmental instrumentality, department, authority or agency; (9) with redemption proceeds from other mutual fund complexes on which the investor has paid a front-end sales charge only; and (10) by an insurance company separate account used to fund annuity contracts purchased by employee benefit plans (including 403(b) programs, but otherwise as defined in ERISA), which, in the aggregate, have either more than 200 eligible employees or a minimum of $3,000,000 in assets invested in Fidelity mutual funds.

YOU MAY BE ELIGIBLE FOR A SALES CHARGE REDUCTION IF YOUR PURCHASE MEETS CERTAIN

CONDITIONS.
The Glass-Steagall Act generally prohibits federally and state chartered or supervised banks from engaging in the business of underwriting, selling or distributing securities. Although the scope of this prohibition under the Glass-Steagall Act has not been fully defined, in Distributors' opinion it should not prohibit banks from being paid for shareholder servicing and recordkeeping. If, because of changes in law or regulation, or because of new interpretations of existing law, a bank or the Fund were prevented from continuing these arrangements, it is expected that the Trust's Board would make other arrangements for these services and that shareholders would not suffer adverse financial consequences. In addition, state securities laws on this issue may differ from the interpretations of federal law expressed herein, and banks and other financial institutions may be required to register as dealers pursuant to state law.

39.INVESTMENT REQUIREMENTS TO REMEMBER

Your purchase will be processed at the next offering price based on the next NAV calculated after your order is received and accepted. All your purchases must be made in U.S. dollars and checks must be drawn on U.S. banks. No cash will be accepted. If you make a purchase with more than one check, each check must have a value of at least $50, and the minimum investment requirement shown on the chart still applies. The Fund reserves the right to limit the number of checks processed at one time. If your check does not clear, your purchase will be canceled and you could be liable for any losses or fees incurred. When you purchase by check or via Fidelity Money Line, the Fund may hold payment on redemptions until it is reasonably satisfied that the investment is collected (which can take up to seven days).

BEFORE YOU BUY ADDITIONAL SHARES, PLEASE READ THE FOLLOWING INFORMATION TO MAKE SURE YOUR INVESTMENT IS ACCEPTED AND CREDITED PROPERLY.

To avoid this collection period, you can wire federal funds from your bank, which may charge you a fee. "Wiring federal funds'' means that your bank sends money to the Fund's bank through the Federal Reserve System. You may initiate many transactions by telephone. Note that Fidelity will not be responsible for any losses resulting from unauthorized transactions if it follows reasonable procedures designed to verify the identity of the caller. Fidelity will request personalized security codes or other information, and may also record calls. You should verify the accuracy of your confirmation statements immediately after you receive them. If you do not want the ability to redeem and exchange by telephone, call Fidelity for instructions.

The Fund reserves the right to suspend the offering of shares for a period of time. The Fund also reserves the right to reject any specific purchase orders, including certain purchases by exchange (see the "Exchange Privilege," page). Purchase orders may be refused if, in FMR's opinion, they are of a size that would disrupt management of the Fund.

40.SHAREHOLDER SERVICES

41.CHOOSING A DISTRIBUTION OPTION.

A. The SHARE OPTION reinvests your income dividends and capital gain distributions in additional Initial S hares.

WHEN YOU FILL OUT YOUR ACCOUNT APPLICATION, YOU CAN CHOOSE FROM FOUR DIFFERENT DISTRIBUTION OPTIONS.

B. The INCOME-EARNED OPTION reinvests your capital gain distributions and pays your income dividends in cash.

C. With the CASH OPTION, you receive income dividends and capital gain distributions in cash.

D. You may choose the DIRECTED DIVIDENDS OPTION to have income dividends and capital gain distributions automatically invested into another Fidelity fund. Note that distributions can only be directed to an existing account with an identical registration as your account in the Fund. The 4.75% load will not apply to Initial S hares of the Fund purchased through the Directed Dividends Option if the originating Fidelity fund has an equal or higher sales load. Certain restrictions apply. Call or write Fidelity to learn more or to change your distribution option.

You may change your distribution option at anytime. If no distribution option is selected when you open an account, you automatically will be assigned the Share Option. On the day the Fund goes ex-dividend, the amount of the distribution is deducted from its share price. Reinvestment of distributions will be made at that day's NAV. Cash distribution checks will be mailed within seven days or longer for a December ex-dividend date .

42.EXCHANGE PRIVILEGE

The exchange privilege is a convenient way to buy shares in certain of Fidelity's other funds that are registered in your state. To protect the Fund's performance and shareholders, Fidelity discourages frequent trading in response to short-term market fluctuations. You may make four exchanges out of the Fund per calendar year; if you exceed this limit, your future purchases of (including exchanges into) Fidelity funds may be permanently refused. To make an exchange, follow the procedures indicated in the "How

to Buy Additional Shares of the Fund" and "How to Redeem Shares'' charts.
Before you make an exchange from this Fund please note the following:
YOU MAY EXCHANGE BETWEEN
FIDELITY FUNDS AS YOUR NEEDS
CHANGE.

(bullet) You will not have to pay any sales charge on the shares of another Fidelity fund you acquire by exchange of Initial Shares of this Fund.

(bullet) Call Fidelity for information and a free prospectus for the fund into which you want to exchange.

(bullet) You may only exchange between accounts that are registered in the same name, address, and taxpayer identification number as your existing Fidelity accounts.

(bullet) The exchange limit may be modified for accounts in certain institutional retirement plans to conform to the plan exchange limits and Department of Labor regulations.

(bullet) TAXES: Ea ch exchange actually represents the sale of shares of one fund and the purchase of shares in another, which may produce a gain or loss for tax purposes. Service will send written confirmation for each exchange transaction.

FIDELITY'S INVESTOR CENTERS
CAN PROVIDE INFORMATION AND
A PROSPECTUS FOR ANY OF
FIDELITY'S OTHER FUNDS
REGISTERED IN YOUR STATE.

(bullet) RESTRICTIONS: Although the exchange privilege is an important benefit, Fund performance and shareholders can be hurt by excessive trading. To protect the interests of shareholders, the Fund reserves the right to temporarily or permanently terminate the exchange privilege for any person who makes more than four exchanges out of the Fund per calendar year. Accounts under common ownership or control, including accounts having the same taxpayer identification number, will be aggregated for the purpose of the four exchange limit. In addition, the Fund reserves the right at any time without prior notice to refuse exchange purchases by any person or group if, in FMR's judgment, the Fund would be unable to invest effectively in accordance with its investment objective and policies or would otherwise potentially be adversely affected. Your exchanges may be restricted or refused if the Fund receives or anticipates simultaneous orders affecting significant portions of the Fund ' s assets. In particular, a pattern of exchanges that coincide with a "market timing'' strategy may be disruptive to the Fund. Although the Fund will attempt to give you prior notice whenever it is reasonably able to do so, it may impose these restrictions at any time. The Fund reserves the right to terminate or modify the exchange privilege in the future. Other funds may have different exchange restrictions and may impose administrative fees of up to $7.50 and redemption fees of up to 1.50% on exchanges. Check each fund's prospectus for details.

43.FIDELITY TELEPHONE CONNECTION

Use your touch-tone phone for quick, confidential access to frequently requested information. Call 1-800-544-8544 for Fidelity mutual fund quotes and 1-800-544-7544 for account balances and last transaction information. See the back of your quarterly statement for a complete list of Fidelity's telephone numbers.

44.FIDELITY MONEY LINE (registered trademark)

You can use Fidelity Money Line to move money between your bank account and your account with one phone call. Allow two to three business days after the call for the transfer to take place; for money recently invested, allow normal check-clearing time (up to seven days) before redemption proceeds are sent to your bank.

FIDELITY MONEY LINE LETS YOU
AUTHORIZE ELECTRONIC TRANSFERS
OF MONEY TO BUY OR SELL INITIAL
S HARES OF THE FUND.

FIDELITY AUTOMATIC ACCOUNT BUILDER offers a simple way to maintain a regular investment program. You may arrange automatic transfers (minimum $250) from your bank account to your Fund account on a periodic basis. Service will send you written confirmation for every transaction, and a debit entry will appear on your bank statement.

YOU MAY CHANGE THE AMOUNT
OF YOUR INVESTMENT, SKIP AN
INVESTMENT, OR STOP
AUTOMATIC ACCOUNT BUILDER
BY CALLING FIDELITY
(1-800-544-6666) THREE
BUSINESS DAYS PRIOR TO YOUR
NEXT SCHEDULED INVESTMENT
DATE.

45.STATEMENTS AND REPORTS

Service will send you a statement after every transaction (except a reinvestment of dividends or capital gains) that affects your Initial S hare balance or your account registration. In addition, an account statement will be mailed to you quarterly. To reduce expenses, only one copy of most Fund reports (such as the Fund's Annual Report) may be mailed to your household. Please call Fidelity if you need any additional reports sent each time. The Fund does not issue share certificates.

The Fund pays for shareholder services but not for special services, such as a request for a historical transcript of an account. You may be required to pay a fee for these special services.

If you are purchasing Initial S hares of the Fund through a program of services offered by a securities dealer or financial institution, you should read the additional materials pertaining to that program in conjunction with this Prospectus. Certain features of the Fund, such as subsequent investments, may be modified in these programs, and administrative charges may be imposed for the services rendered.

AT LEAST TWICE A YEAR YOU WILL
RECEIVE THE FUND'S FINANCIAL
STATEMENTS WITH A SUMMARY OF
ITS INVESTMENTS AND
PERFORMANCE.

46.HOW TO REDEEM SHARES

You may redeem all or a portion of your Initial S hares on any business day. Your Initial S hares will be redeemed at the next NAV calculated after the Fund has received and accepted your redemption request. Provided that your account registration has not changed within the last 3 0 days, you may redeem Initial S hares of the Fund worth $100,000 or less by calling 1-800-544-7777. For your protection, if you redeem Initial S hares of the Fund having a value of more than $100,000, if you are sending the proceeds of a redemption of any amount to an address other than the address of record listed on the account, if you have requested a change of address within the preceding 3 0 days or if you wish to have the proceeds wired to a non-predesignated bank account, you must send a letter of instruction signed by all registered owners with signature(s) guaranteed to Service . A signature guarantee is a widely recognized way to protect you by guaranteeing the signature or your request; it may not be provided by a notary public. Signature guarantee(s) will be accepted from banks, brokers, dealers, municipal securities dealers, municipal securities brokers, government securities dealers, government securities brokers, credit unions (if authorized under state law), national securities exchanges, registered securities associations, clearing agencies and savings associations. Redemption proceeds will be sent to the record address. Remember that the Fund may hold payment until the Fund is reasonably satisfied that investments which were made by check or via Fidelity Money Line have been collected (which may take up to seven days).

47.REDEMPTION REQUIREMENTS TO REMEMBER

Remember that if you should redeem all of your Initial S hares, your account will be closed and you will not be able to purchase Initial Shares of the Fund. Once your Initial S hares are redeemed, you normally will be sent the proceeds on the next business day, but if making immediate payment could adversely affect the Fund, it may take up to seven days to pay you. Fidelity Money Line redemptions generally will be credited to your bank account on the second or third business day after your phone call. When the NYSE is closed (or when trading is restricted) for any reason other than its customary weekend or holiday closings, or under any emergency circumstances as determined by the SEC to merit such action, redemptions may be suspended or payment dates postponed.

TO ENSURE ACCEPTANCE OF YOUR
REDEMPTION REQUEST, PLEASE
FOLLOW THE PROCEDURES
DESCRIBED HERE AND ON THE
CHART ON PAGE .

If you are unable to execute your transactions by telephone (for example, during times of unusual market activity) consider placing your order by mail or by visiting one of the Fidelity Investor Centers. The value of Initial S hares redeemed may be more or less than your cost, depending on portfolio performance during the period you owned your shares. If you want to keep your account open, please leave Initial S hares with a value of $1,000 in it. If your account balance falls below $1,000 due to redemption, your account may be closed and the proceeds mailed to you at the address on record. You will be given 30 days' notice that your account will be closed unless you make an additional investment to increase your account balance to the $1,000 minimum. Please note that your Initial S hares will be redeemed at the NAV next determined on the day your account is closed.

48.HOW TO REDEEM SHARES

49.BY MAIL -

TO: FIDELITY INVESTMENTS
P.O. BOX 878
BOSTON, MA 02103-0878

Send a "letter of instruction'' specifying the name of the Fund, the number of Initial S hares to be sold, your name, your account number, and the additional requirements listed below that apply to your particular account.

50.TYPE OF REGISTRATION

Individual, Joint Tenant, Sole Proprietorship, Custodial (Uniform Gifts or Transfers To Minors Act), General Partners.

51.REQUIREMENTS

Letter of instruction signed by all person(s) required to sign for the account, exactly as it is registered, accompanied by signature guarantee(s).

52.CORPORATIONS, ASSOCIATIONS:
Letter of instruction and a corporate resolution, signed by person(s) required to sign for the account accompanied by signature guarantee(s).
53.TRUSTS:
Letter of instruction signed by the Trustee(s), with a signature guarantee. (If the Trustee's name is not registered on your account, also provide a copy of the Trust document, certified within the last 3 0 days.)
54.FOR ALL OPTIONS BELOW, PLEASE CALL 1-800-544-7777.
BY FIDELITY MONEY LINE - You must have received prior notification by mail from Service that your Fidelity Money Line is active. The minimum redemption amount is $2,500, and the maximum is $ 10 0,000. (Accounts cannot be closed by this service.)
BY EXCHANGE - You must meet the minimum investment requirement of the other fund. You can only exchange between accounts with identical names, addresses and taxpayer identification numbers.
55.APPENDIX
The following paragraphs provide a brief description of securities in which the fund may invest and transactions it may make. The fund is not limited by this discussion, however, and may purchase other types of securities and enter into other types of transactions if they are consistent with the fund's investment objective and policies.
FOREIGN INVESTMENTS. Investment in foreign securities involve s additional risks. Foreign securities and securities denominated in or indexed to foreign currencies may be affected by the strength of foreign currencies relative to the U.S. dollar, or by political or economic developments in foreign countries. Foreign companies may not be subject to accounting standards or governmental supervision comparable to U.S. companies, and there may be less public information about their operations. F oreign markets may be less liquid or more volatile than U.S. markets, and may offer less protection to investors . In addition to the political and economic factors that can affect foreign securities, a governmental issuer may be unwilling to repay principal and interest when due, and may require that the conditions for payment be renegotiated. These factors could make foreign investments, especially those in developing countries, more volatile.
The Fund may enter into forward currency contracts (agreements to exchange one currency for another at a future date) to manage currency risks and to facilitate transactions in foreign securities. Although currency forward contracts can be used to protect the Fund from adverse exchange rate changes, they involve a risk of loss if FMR fails to predict foreign currency values correctly.
REPURCHASE AGREEMENTS AND SECURITIES LOANS. In a repurchase agreement the Fund buys a security and simultaneously agrees to sell it back at a higher price. The Fund may also make securities loans to broker-dealers and institutional investors, including FBSI. In the event of the bankruptcy of the other party to either a repurchase agreement or a securities loan, the Fund could experience delays in recovering its cash or the securities it lent. To the extent that, in the meantime, the value of the securities purchased had decreased, or the value of the securities lent had increased, the Fund could experience a loss. In all cases, FMR must find the creditworthiness of the other party to the transaction satisfactory.
OPTIONS AND FUTURES CONTRACTS. The Fund may buy and sell options and futures contracts to manage its exposure to changing interest rates, security prices, and currency exchange rates. Some options and futures strategies, including selling futures, buying puts and writing calls, tend to hedge the Fund's investments against price fluctuations. Other strategies, including buying futures, writing puts and buying calls, tend to increase market exposure. Options and futures may be combined with each other or with forward contracts in order to adjust the risk and return characteristics of the overall strategy. The Fund may invest in options and futures based on any type of security, index, or currency, including options and futures traded on foreign exchanges and options not traded on exchanges.
Options and futures can be volatile investments and involve certain risks. If FMR applies a hedge at an inappropriate time or judges market conditions incorrectly, options and futures strategies may lower the Fund's return. The Fund could also experience losses if the prices of its options and futures positions were poorly correlated with its other investments, or if it could not close out its positions because of an illiquid secondary market. Options and futures do not pay interest, but may produce taxable capital gains.
The Fund will not hedge more than 25% of its total assets by selling futures, writing calls, and buying puts under normal conditions. In addition, the Fund will not buy futures or write puts whose underlying value exceeds 25% of its total assets, and will not buy calls with a value exceeding 5% of its total assets.
ILLIQUID INVESTMENTS. Under the supervision of the Board of Trustees, FMR determines the liquidity of the Fund's investments. The absence of a trading market can make it difficult to ascertain a market value for illiquid investments. Disposing of illiquid investments may involve time-consuming negotiation and legal expenses, and it may be difficult or impossible for the Fund to sell them promptly at an acceptable price.
INDEXED SECURITIES. The Fund may invest in indexed securities whose value is linked to currencies, interest rates, commodities, indices, or other financial indicators. Most indexed securities are short to

intermediate term debt securities whose value at maturity or interest rates rise or fall according to the change in one or more specified underlying instruments. Indexed securities may be positively or negatively indexed (i.e., their value may increase or decrease if the underlying instrument appreciates), and may have return characteristics similar to direct investments in the underlying instrument or to one or more options on the underlying instrument. Indexed securities may be more volatile than the underlying instrument itself.

SWAP AGREEMENTS. As one way of managing its exposure to different types of investments, the Fund may enter into interest rate swaps, currency swaps, and other types of swap agreements such as caps, collars, and floors. In a typical interest rate swap, one party agrees to make regular payments equal to a floating interest rate times a "notional principal amount," in return for payments equal to a fixed rate times the same amount, for a specified period of time. If a swap agreement provides for payments in different currencies, the parties might agree to exchange the notional principal amount as well. Swaps may also depend on other prices or rates, such as the value of an index or mortgage prepayment rates.

Swap agreements are sophisticated hedging instruments that typically involve a small investment of cash relative to the magnitude of risks assumed. As a result, swaps can be highly volatile and may have a considerable impact on the Fund's performance. Swap agreements are subject to risks related to the counterparty's ability to perform, and may decline in value if the counterparty's creditworthiness deteriorates. The Fund may also suffer losses if it is unable to terminate outstanding swap agreements or reduce its exposure through offsetting transactions.

RESTRICTED SECURITIES. The Fund may purchase securities which cannot be sold to the public without registration under the Securities Act of 1933 (restricted securities). Unless registered for sale, these securities can only be sold in privately negotiated transactions or pursuant to an exemption from registration.

INTERFUND BORROWING PROGRAM. The Fund has received permission from the SEC to lend money to and borrow money from other funds advised by FMR or its affiliates. Interfund loans and borrowings normally will extend overnight, but can have a maximum duration of seven days. The Fund will lend through the program only when the returns are higher than those available at the same time from other short-term investments (such as repurchase agreements), and will borrow through the program only when the costs are equal to or lower than the cost of bank loans. The Fund will not lend more than 5% of its assets to other funds, and will not borrow through the program if, after doing so, total outstanding borrowings would exceed 15% of total assets. Loans may be called on one day's notice, and the Fund may have to borrow from a bank at a higher interest rate if an interfund loan is called or not renewed. Any delay in repayment to a lending fund could result in a lost investment opportunity or additional borrowing costs.

ZERO COUPON BONDS. Zero coupon bonds do not make interest payments; instead, they are sold at a deep discount from their face value and are redeemed at face value when they mature. Because zero coupon bonds do not pay current income, their prices can be very volatile when interest rates change. In calculating its daily dividend, the Fund takes into account as income a portion of the difference between a zero coupon bond's purchase price and its face value.

A broker-dealer creates a DERIVATIVE ZERO by separating the interest and principal components of a U.S. Treasury security and selling them as two individual securities. CATS (Certificates of Accrual on Treasury Securities), TIGRs (Treasury Investment Growth Receipts), and TRs (Treasury Receipts) are examples of derivative zeros.

The Federal Reserve Bank creates STRIPS (Separate Trading of Registered Interest and Principal of Securities) by separating the interest and principal components of an outstanding U.S. Treasury bond and selling them as individual securities. Bonds issued by the Resolution Funding Corporation (REFCORP) and the Financing Corporation (FICO) can also be separated in this fashion. ORIGINAL ISSUE ZEROS are zero coupon securities originally issued by the U.S. government, a government agency, or a corporation in zero coupon form.

LOANS AND OTHER DIRECT DEBT INSTRUMENTS are interests in amounts owed by a corporate, governmental or other borrower to another party. They may represent amounts owed to lenders or lending syndicates (loans and loan participations), to suppliers of goods or services (trade claims or other receivables), or to other parties. Direct debt instruments involve the risk of loss in case of default or insolvency of the borrower. Direct debt instruments may offer less legal protection to the Fund in the event of fraud or misrepresentation. In addition, loan participations involve a risk of insolvency of the lending bank or other financial intermediary. Direct debt instruments also may include standby financing commitments that obligate the Fund to supply additional cash to the borrower on demand.

LOWER- RATED DEBT SECURITIES. The Fund may purchase lower-rated debt securities (those rated Ba or lower by Moody's or BB or lower by S&P) that have poor protection against default in the payment of principal and interest, or may be in default. These securities are often considered to be speculative and involve greater risk of loss or price changes due to changes in the issuer's capacity to pay. The market prices of lower-rated debt securities may fluctuate more than those of higher-rated debt securities, and may decline significantly in periods of general economic difficulty which may follow periods of rising interest rates.

DEBT OBLIGATIONS. The table below provides a summary of ratings assigned to debt holdings (not including money market instruments) in the Fund's portfolio. These figures are dollar-weighted averages of month-end portfolio holdings during the thirteen months ended September 30, 1993, presented as a percentage of total investments. These percentages are historical and are not necessarily indicative of the quality of current or future portfolio holdings, which may vary.

S&P RATING	AVERAGE	MOODY'S RATING	AVERAGE	DESCRIPTION
INVESTMENT GRADE				
AAA/AA/A	15.99%	Aaa/Aa/A	15.99%	Highest quality/ high quality upper medium grade
BBB	-- %	Baa	-- %	Medium grade
LOWER QUALITY				
BB	-- %	Ba	.18%	Moderately speculative
B	.80%	B	.22%	Speculative
CCC	-- %	Caa	1.63%	Highly speculative
CC/C	-- %	Ca/C	-- %	Poor quality/lowest quality, no interest
D	.89%	___		In default, in arrears

The dollar-weighted average of debt securities not rated by either S&P or Moody's amounted to .89%. This may include securities rated by other nationally recognized rating organizations, as well as unrated securities. Unrated securities are not necessarily lower-quality securities. Please refer to the Fund's Statement of Additional Information for a more complete discussion of these ratings.

FIDELITY ADVISOR STRATEGIC OPPORTUNITIES FUND -INITIAL CLASS

A FUND OF FIDELITY ADVISOR SERIES VIII

STATEMENT OF ADDITIONAL INFORMATION

JUNE 30, 1994

This Statement is not a prospectus but should be read in conjunction with the current Fidelity Advisor Strategic Opportunities Fund -Initial Class (the Fund) (formerly Fidelity Special Situations: Initial Class) Prospectus (dated June 30 , 1994). Please retain this document for future reference. The Fund's Annual Report for the fiscal year ended September 30, 1993 a separate report supplied with this Statement of Additional Information , is incorporated herein by reference. Additional copies of either Prospectus, Statement of Additional Information or Annual Report are available without charge upon request from Fidelity Distributors Corporation, 82 Devonshire Street, Boston, Massachusetts 02109.

NATIONWIDE 800- 544-8888

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INVESTMENT POLICIES AND LIMITATIONS

The following policies and limitations supplement those set forth in the Prospectus. Unless otherwise noted, whenever an investment policy or limitation states a maximum percentage of a Fund's assets which may be invested in any security or other asset, or sets forth a policy regarding quality standards, such standard or percentage limitation shall be determined immediately after and as a result of the acquisition of such security or other asset. Accordingly, any subsequent change in values, net assets or other circumstances will not be considered when determining whether the investment complies with the Fund's investment policies and limitations.

The Fund's fundamental investment policies and limitations cannot be changed without approval by a "majority of the outstanding voting securities" (as defined in the Investment Company Act of 1940 (1940 Act)) of the Fund. THE FOLLOWING ARE THE FUND'S FUNDAMENTAL INVESTMENT

LIMITATIONS SET FORTH IN THEIR ENTIRETY. THE FUND MAY NOT:

(1) purchase the securities of any issuer (other than obligations issued or guaranteed by the government of the United States, its agencies, or instrumentalities) if, as a result thereof, more than 5% of the Fund's total assets (taken at current value) would be invested in the securities of such issuer;

(2) purchase the securities of any issuer, if such purchase, at the time thereof, would cause more than 10% of the outstanding voting securities of such issuer to be held in the Fund's portfolio;

(3) issue senior securities (except to the extent that issuance of one or more classes of shares of the Fund in accordance with an Order issued by the Securities and Exchange Commission (SEC) may be deemed to constitute issuance of a senior security);

(4) make short sales of securities, (unless it owns, or by virtue of its ownership of other securities has the right to obtain, at no additional cost, securities equivalent in kind and amount to the securities sold); provided, however, that the Fund may enter into forward foreign currency exchange transactions; and further provided that the Fund may purchase or sell futures contracts;

(5) purchase any securities or other property on margin, (except for such short-term credits as are necessary for the clearance of transactions); provided, however, that the Fund may make initial and variation margin payments in connection with purchases or sales of futures contracts or options on futures contracts;

(6) borrow money except that the Fund may borrow money for temporary or emergency purposes (not for leveraging or investment) in an amount not exceeding 33 1/3% of the value of the Fund's total assets (including the amount borrowed) less liabilities (not including borrowings). Any borrowings that come to exceed 33 1/3% of the Fund's total assets by reason of a decline in net assets, will be reduced within three days (exclusive of Sundays and holidays) to the extent necessary to comply with the 33 1/3% limitation. The Fund will not purchase securities for investment while borrowings equaling 5% or more of its total assets are outstanding;

(7) underwrite any issue of securities (except to the extent that the Fund may be deemed to be an underwriter within the meaning of the Securities Act of 1933 in the disposition of "restricted securities");

(8) purchase the securities of any issuer (other than obligations issued or guaranteed by the government of the United States, its agencies, or instrumentalities) if, as a result thereof, more than 25% of the Fund's total assets would be invested in the securities of one or more issuers having their principal business activities in the same industry;

(9) purchase or sell real estate (but this shall not prevent the Fund from investing in marketable securities issued by companies such as real estate investment trusts which deal in real estate or interests therein and participation interests in pools of real estate mortgage loans);

(10) purchase or sell physical commodities unless acquired as a result of ownership of securities or other instruments (but this shall not prevent the Fund from purchasing or selling options and futures contracts or from investing in securities or other instruments backed by physical commodities);

(11) lend any security or make any other loan if as a result, more than 33 1/3% of the Fund's total assets would be lent to other parties except (i) through the purchase of a portion of an issue of debt securities in accordance with its investment objective, policies, and limitations, or (ii) by engaging in repurchase agreements with respect to portfolio securities;

(12) purchase securities of other investment companies (except in the open market where no commission other than the ordinary broker's commission is paid, or as part of a merger or consolidation, and in no event may investments in such securities exceed 10% of the value of total assets of the Fund). The Fund may not purchase or retain securities issued by other open-end investment companies;

(13) invest more than 5% of the Fund's total assets (taken at market value) in the securities of companies which, including predecessors, have a record of less than three years' continuous operation; or

(14) invest in oil, gas, or other mineral exploration or development programs.

THE FOLLOWING INVESTMENT LIMITATIONS ARE NOT FUNDAMENTAL AND MAY BE CHANGED WITHOUT SHAREHOLDER APPROVAL.

(i) The Fund may borrow money only (a) from a bank or from a registered investment company or portfolio for which FMR or an affiliate serves as investment adviser or (b) by engaging in reverse repurchase agreements with any party (reverse repurchase agreements are treated as borrowings for purposes of fundamental investment limitation (6)). The Fund will not borrow from other funds advised by FMR or its affiliates if total outstanding borrowings immediately after such borrowing would exceed 15% of the Fund's total assets.

(ii) The Fund does not currently intend to purchase any security if, as a result, more than 10% of its net assets would be invested in securities that are deemed to be illiquid because they are subject to legal or contractual restrictions on resale or because they cannot be sold or disposed of in the ordinary course of business at approximately the prices at which they are valued.

(i ii) The Fund does not currently intend to invest in securities of real estate investment trusts that are not readily marketable, or to invest in securities of real estate limited partnerships that are not listed on the New York Stock Exchange (NYSE) or the American Stock Exchange (AMEX) or traded on the NASDAQ National Market System.

(i v) The Fund does not currently intend to lend assets other than securities to other parties, except by (i) lending money (up to 5% of the Fund's net assets) to a registered investment company or portfolio for which FMR or an affiliate serves as investment adviser, or (ii) acquiring loans, loan participations, or other forms of direct debt instruments and, in connection therewith, assuming any associated unfunded commitments of the sellers. (This limitation does not apply to purchases of debt securities or to repurchase agreements.)

(v) The Fund does not currently intend to purchase warrants, valued at the lower of cost or market, in excess of 5% of the Fund's net assets. Included in that amount, but not to exceed 2% of the Fund's net assets, may be warrants that are not listed on the NYSE or the AMEX. Warrants acquired by the Fund in units or attached to securities are not subject to these restrictions.

(vi) The Fund does not currently intend to invest in oil, gas, or other mineral exploration or development programs or leases.

(vii) The Fund does not currently intend to purchase the securities of any issuer if those officers and Trustees of the Trust and those officers and directors of FMR who individually own more than 1/2 of 1% of the securities of such issuer together own more than 5% of such issuer's securities.

For the Fund's limitations on futures and options transactions, see "Limitations on Futures and Options Transac tions" beginning on page 9.

AFFILIATED BANK TRANSACTIONS. The Fund may engage in transactions with financial institutions that are, or may be considered to be, "affiliated persons" of the fund under the 1940 Act. These transactions may include repurchase agreements with custodian banks; short-term obligations of, and repurchase agreements with, the 50 largest U.S. banks (measured by deposits); municipal securities; U.S. government securities with affiliated financial institutions that are primary dealers in these securities; short-term currency transactions; and short-term borrowings. In accordance with exemptive orders issued by the Securities and Exchange Commission, the Board of Trustees has established and periodically reviews procedures applicable to transactions involving affiliated financial institutions.

FUND'S RIGHTS AS A SHAREHOLDER. The Fund does not intend to direct or administer the day-to-day operations of any company. The Fund, however, may exercise its rights as a shareholder and may communicate its views on important matters of policy to management, the Board of Directors, and shareholders of a company when FMR determines that such matters could have a significant effect on the value of the Fund's investment in the company. The activities that the Fund may engage in, either individually or in conjunction with others, may include, among others, supporting or opposing proposed changes in a company's corporate structure or business activities; seeking changes in a company's directors or management; seeking changes in company's direction or policies; seeking the sale or reorganization of the company or a portion of its assets; or supporting or opposing third party takeover efforts. This area of corporate activity is increasingly prone to litigation and it is possible that the Fund could be involved in lawsuits related to such activities. FMR will monitor such activities with a view to mitigating, to the extent possible, the risk of litigation against the Fund and the risk of actual liability if the Fund is involved in litigation. No guarantee can be made, however, that litigation against the Fund will not be undertaken or liabilities incurred.

DELAYED-DELIVERY TRANSACTIONS. The Fund may buy and sell securities on a delayed-delivery or when-issued basis. These transactions involve a commitment by the Fund to purchase or sell specific securities at a predetermined price and/or yield, with payment and delivery taking place after the customary settlement period for that type of security (and more than seven days in the future). Typically, no interest accrues to the purchaser until the security is delivered. The Fund may receive fees for entering into delayed-delivery transactions.

When purchasing securities on a delayed-delivery basis, the Fund assumes the rights and risks of ownership, including the risk of price and yield fluctuations. Because the Fund is not required to pay for securities until the delivery date, these risks are in addition to the risks associated with the Fund's other investments. If the Fund remains substantially fully invested at a time when delayed-delivery purchases are outstanding, the delayed-delivery purchases may result in a form of leverage. When delayed-delivery purchases are outstanding, the Fund will set aside appropriate liquid assets in a segregated custodial account to cover its purchase obligations. When the Fund has sold a security on a delayed-delivery basis, the Fund does not participate in further gains or losses with respect to the security. If the other party to a delayed-delivery transaction fails to deliver or pay for the securities, the Fund could miss a favorable price or yield opportunity, or could suffer a loss.

The Fund may renegotiate delayed-delivery transactions after they are entered into, and may sell underlying securities before they are delivered, which may result in capital gains or losses.

INTERFUND BORROWING PROGRAM. The Fund has received permission from the SEC to lend money to and borrow money from other funds advised by FMR or its affiliates. Interfund loans and borrowing normally will extend overnight, but can have a maximum duration of seven days. The Fund will lend through the program only when the returns are higher than those available at the same time from other short-term instruments (such as repurchase agreements), and will borrow through the program only when the costs are equal to or lower than the cost of bank loans. The Fund will not lend more than 5% of its assets to other funds, and will not borrow through the program if, after doing so, total outstanding borrowings would exceed 15% of total assets. Loans may be called on one day notice, and the Fund may have to borrow from a bank at a higher interest rate if an interfund loan is called or not renewed. Any delay in repayment to a lending fund could result in a lost investment opportunity or additional borrowing costs.

FOREIGN INVESTMENTS. Foreign investments can involve significant risks in addition to the risks inherent in U.S. investments. The value of securities denominated in or indexed to foreign currencies, and of dividends and interest from such securities, can change significantly when foreign currencies strengthen or weaken relative to the U.S. dollar. Foreign securities markets generally have less trading volume and less liquidity than U.S. markets, and prices on some foreign markets can be highly volatile. Many foreign countries lack uniform accounting and disclosure standards comparable to those applicable to U.S. companies, and it may be more difficult to obtain reliable information regarding an issuer's financial condition and operations. In addition, the costs of foreign investing, including withholding taxes, brokerage commissions, and custodial costs, are generally higher than for U.S. investments.

Foreign markets may offer less protection to investors than U.S. markets. Foreign issuers, brokers, and securities markets may be subject to less government supervision. Foreign security trading practices, including those involving the release of assets in advance of payment, may involve increased risks in the event of a failed trade or the insolvency of a broker-dealer, and may involve substantial delays. It may also be difficult to enforce legal rights in foreign countries.

Investing abroad also involves different political and economic risks. Foreign investments may be affected by actions of foreign governments adverse to the interests of U.S. investors, including the possibility of expropriation or nationalization of assets, confiscatory taxation, restrictions on U.S. investment or on the ability to repatriate assets or convert currency into U.S. dollars, or other government intervention. There may be a greater possibility of default by foreign governments or foreign government-sponsored enterprises. Investments in foreign countries also involve a risk of local political, economic, or social instability, military action or unrest, or adverse diplomatic developments. There is no assurance that FMR will be able to anticipate these potential events or counter their effects.

The considerations noted above generally are intensified for investments in developing countries. Developing countries may have relatively unstable governments, economies based on only a few industries, and securities markets that trade a small number of securities.

The Fund may invest in foreign securities that impose restrictions on transfer within the U.S. or to U.S. persons. Although securities subject to transfer restrictions may be marketable abroad, they may be less liquid than foreign securities of the same class that are not subject to such restrictions.

The Fund may invest in American Depositary Receipts and European Depositary Receipts (ADRs and EDRs), which are certificates evidencing ownership of shares of a foreign-based issuer held in trust by a bank or similar financial institution. Designed for use in U.S. and European securities markets, respectively, ADRs and EDRs are alternatives to the purchase of the underlying securities in their national markets and currencies.

FOREIGN CURRENCY TRANSACTIONS. The fund may conduct foreign currency transactions on a spot (i.e., cash) basis or by entering into forward contracts to purchase or sell foreign currencies at a future date and price. The fund will convert currency on a spot basis from time to time, and investors should be aware of the costs of currency conversion. Although foreign exchange dealers generally do not charge a fee for conversion, they do realize a profit based on the difference between the prices at which they are buying and selling various currencies. Thus, a dealer may offer to sell a foreign currency to the fund at one rate, while offering a lesser rate of exchange should the fund desire to resell that currency to the dealer. Forward contracts are generally traded in an interbank market conducted directly between currency traders (usually large commercial banks) and their customers. The parties to a forward contract may agree to offset or terminate the contract before its maturity, or may hold the contract to maturity and complete the contemplated currency exchange.

The fund may use currency forward contracts for any purpose consistent with its investment objective. The following discussion summarizes the principal currency management strategies involving forward contracts that could be used by the fund. The fund may also use swap agreements, indexed securities, and options and futures contracts relating to foreign currencies for the same purposes.

When the fund agrees to buy or sell a security denominated in a foreign currency, it may desire to "lock in" the U.S. dollar price of the security. By entering into a forward contract for the purchase or sale, for a fixed amount of U.S. dollars, of the amount of foreign currency involved in the underlying security transaction, the fund will be able to protect itself against an adverse change in foreign currency values between the date the security is purchased or sold and the date on which payment is made or received. This technique is sometimes referred to as a "settlement hedge" or "transaction hedge." The fund may also enter into forward contracts to purchase or sell a foreign currency in anticipation of future purchases or sales of securities denominated in foreign currency, even if the specific investments have not yet been selected by FMR.

The fund may also use forward contracts to hedge against a decline in the value of existing investments denominated in foreign currency. For example, if the fund owned securities denominated in pounds sterling, it could enter into a forward contract to sell pounds sterling in return for U.S. dollars to hedge against possible declines in the pound's value. Such a hedge, sometimes referred to as a "position hedge," would tend to offset both positive and negative currency fluctuations, but would not offset changes in security values caused by other factors. The fund could also hedge the position by selling another currency expected to perform similarly to the pound sterling - for example, by entering into a forward contract to sell Deutschemarks or European Currency Units in return for U.S. dollars. This type of hedge, sometimes referred to as a "proxy hedge," could offer advantages in terms of cost, yield, or efficiency, but generally would not hedge currency exposure as effectively as a simple hedge into U.S. dollars. Proxy hedges may result in losses if the currency used to hedge does not perform similarly to the currency in which the hedged securities are denominated.

The fund may enter into forward contracts to shift its investment exposure from one currency into another. This may include shifting exposure from U.S. dollars to a foreign currency, or from one foreign currency to another foreign currency. For example, if the fund held investments denominated in Deutschemarks, the fund could enter into forward contracts to sell Deutschemarks and purchase Swiss Francs. This type of strategy, sometimes known as a "cross-hedge," will tend to reduce or eliminate exposure to the currency that is sold, and increase exposure to the currency that is purchased, much as if the fund had sold a security denominated in one currency and purchased an equivalent security denominated in another. Cross-hedges protect against losses resulting from a decline in the hedged currency, but will cause the fund to assume the risk of fluctuations in the value of the currency it purchases.

Under certain conditions, SEC guidelines require mutual funds to set aside appropriate liquid assets in a segregated custodial account to cover currency forward contracts. As required by SEC guidelines, the fund will segregate assets to cover currency forward contracts, if any, whose purpose is essentially speculative. The fund will not segregate assets to cover forward contracts entered into for hedging purposes, including settlement hedges, position hedges, and proxy hedges.

Successful use of currency management strategies will depend on FMR's skill in analyzing and predicting currency values. Currency management strategies may substantially change the fund's investment exposure to changes in currency exchange rates, and could result in losses to the fund if currencies do not perform as FMR anticipates. For example, if a currency's value rose at a time when FMR had hedged the fund by selling that currency in exchange for dollars, the fund would be unable to participate in the currency's appreciation. If FMR hedges currency exposure through proxy hedges, the fund could realize currency losses from the hedge and the security position at the same time if the two currencies do not move in tandem. Similarly, if FMR increases the fund's exposure to a foreign currency, and that currency's value declines, the fund will realize a loss. There is no assurance that FMR's use of currency management strategies will be advantageous to the fund or that it will hedge at an appropriate time.

ILLIQUID INVESTMENTS are investments that cannot be sold or disposed of in the ordinary course of business at approximately the prices at which they are valued. Under the supervision of the Board of Trustees, FMR determines the liquidity of the f und's investments and, through reports from FMR, the Board monitors investments in illiquid instruments. In determining the liquidity of the f und's investments, FMR may consider various factors including (1) the frequency of trades and quotations, (2) the number of dealers and prospective purchasers in the marketplace, (3) dealer undertakings to make a market, (4) the nature of the security (including any demand or tender features) and (5) the nature of the marketplace for trades (including the ability to assign or offset the f und's rights and obligations relating to the investment). Investments currently considered by the f und to be illiquid include repurchase agreements not entitling the holder to payment of principal and interest within seven days, over-the-counter options, and non-government stripped fixed-rate mortgage-backed securities. Also, FMR may determine some restricted securities, government-stripped fixed-rate mortgage-backed securities, loans and other direct debt instruments, emerging market securities and swap agreements to be illiquid. However, with respect to over-the-counter options the f und writes, all or a portion of the value of the underlying instrument may be illiquid depending on the assets held to cover the option and the nature and terms of any agreement the f und may have to close out the option before expiration.

RESTRICTED SECURITIES generally can be sold in privately negotiated transactions, pursuant to an exemption from registration under the Securities Act of 1933, or in a registered public offering. Where registration is required, the Fund may be obligated to pay all or part of the registration expense and a considerable period may elapse between the time it decides to seek registration and the time the Fund may be permitted to sell a security under an effective registration statement. If, during such a period, adverse market conditions were to develop, the Fund might obtain a less favorable price than prevailed when it decided to seek registration of the security.

LOANS AND OTHER DIRECT DEBT INSTRUMENTS. Direct debt instruments are interests in amounts owed by a corporate, governmental, or other borrower to lenders or lending syndicates (loans and loan participations), to suppliers of goods or services (trade claims or other receivables), or to other parties. Direct debt instruments are subject to the fund's policies regarding the quality of debt securities.

Purchasers of loans and other forms of direct indebtedness depend primarily upon the creditworthiness of the borrower for payment of principal and interest. Direct debt instruments may not be rated by any nationally recognized rating service. If the fund does not receive scheduled interest or principal payments on such indebtedness, the fund's share price and yield could be adversely affected. Loans that are fully secured offer the fund more protections than an unsecured loan in the event of non-payment of scheduled interest or principal. However, there is no assurance that the liquidation of collateral from a secured loan would satisfy the borrower's obligation, or that the collateral could be liquidated. Indebtedness of borrowers whose creditworthiness is poor involves substantially greater risks and may be highly speculative. Borrowers that are in bankruptcy or restructuring may never pay off their indebtedness, or may pay only a small fraction of the amount owed. Direct indebtedness of developing countries also involves a risk that the governmental entities responsible for the repayment of the debt may be unable, or unwilling, to pay interest and repay principal when due.

Investments in loans through direct assignment of a financial institution's interests with respect to a loan may involve additional risks to the fund. For example, if a loan is foreclosed, the fund could become part owner of any collateral, and would bear the costs and liabilities associated with owning and disposing of the collateral. In addition, it is conceivable that under emerging legal theories of lender liability, the fund could be held liable as a co-lender. Direct debt instruments may also involve a risk of insolvency of the lending bank or other intermediary. Direct debt instruments that are not in the form of securities may offer less legal protection to the fund in the event of fraud or misrepresentation. In the absence of definitive regulatory guidance, the fund relies on FMR's research in an attempt to avoid situations where fraud or misinterpretation could adversely affect the fund.

A loan is often administered by a bank or other financial institution that acts as agent for all holders. The agent administers the terms of the loan, as specified in the loan agreement. Unless, under the terms of the loan or other indebtedness, the fund has direct recourse against the borrower, it may have to rely on the agent to apply appropriate credit remedies against a borrower. If assets held by the agent for the benefit of the fund were determined to be subject to the claims of the agent's general creditors, the fund might incur certain costs and delays in realizing payment on the loan or loan participation and could suffer a loss of principal or interest.

Direct indebtedness purchased by the fund may include letters of credit, revolving credit facilities, or other standby financing commitments obligating the fund to pay additional cash on demand. These commitments may have the effect of requiring the fund to increase its investment in a borrower at a time when it would not otherwise have done so, even if the borrower's condition makes it unlikely that the amount will ever be repaid. The fund will set aside appropriate liquid assets in a segregated custodial account to cover its potential obligations under standby financing commitments.

The fund limits the amount of total assets that it will invest in any one issuer or issuers within the same industry (see limitations 1 and 8). For purposes of these limitations, the fund generally will treat the borrower as the "issuer" of indebtedness held by the fund. In the case of loan participations where a bank or other lending institution serves as financial intermediary between the fund and the borower, if the participation does not shift to the fund the direct debtor-creditor relationship with the borrower, SEC interpretations require the fund, in appropriate circumstances, to treat both the lending bank or other lending institution and the borrower as issuers for these purposes. Treating a financial intermediary as an issuer of indebtedness may restrict the fund's ability to invest in indebtedness related to a single financial intermediary, or a group of intermediaries engaged in the same industry, even if the underlying borrowers represent many different companies and industries.

LOWER-QUALITY DEBT SECURITIES. While the market for high-yield corporate debt securities has been in existence for many years and has weathered previous economic downturns, the 1980s brought a dramatic increase in the use of such securities to fund highly leveraged corporate acquisitions and restructurings. Past experience may not provide an accurate indication of the future performance of the high-yield bond market, especially during periods of economic recession. In fact, from 1989 to 1991, the percentage of lower-quality debt securities that defaulted rose significantly above prior levels, although the default rate decreased in 1992 and 1993.

The market for lower-rated debt securities may be thinner and less active than that for higher-quality debt securities, which can adversely affect the prices at which the former are sold. If market quotations are not available, lower-quality debt securities will be valued in accordance with procedures established by the Board of Trustees, including the use of outside pricing services. Judgment plays a greater role in valuing high-yield corporate debt securities than is the case for securities for which more external sources for quotations and last-sale information are available. Adverse publicity and changing investor perceptions may affect the ability of outside pricing services to value lower-quality debt securities and the Fund's ability to dispose of these securities.

Since the risk of default is higher for lower-quality debt securities, FMR's research and credit analysis are an especially important part of managing securities of this type held by the Fund. In considering investments for the Fund, FMR will attempt to identify those issuers of high-yielding securities whose financial condition is adequate to meet future obligations, has improved, or is expected to improve in the future. FMR's analysis focuses on relative values based on such factors as interest or dividend coverage, asset coverage, earnings prospects, and the experience and managerial strength of the issuer.

The Fund may choose, at its expense or in conjunction with others, to pursue litigation or otherwise to exercise its rights as a security holder to seek to protect the interests of security holders if it determines this to be in the best interest of the Fund's shareholders.

REPURCHASE AGREEMENTS. In a repurchase agreement, the Fund purchases a security and simultaneously commits to resell that security to the seller at an agreed-upon price on an agreed-upon date within a number of days from the date of purchase. The resale price reflects the purchase price plus an agreed-upon incremental amount of interest which is unrelated to the coupon rate or maturity of the purchased security. A repurchase agreement involves the obligation of the seller to pay the agreed-upon price, which obligation is in effect secured by the value (at least equal to the amount of the agreed upon resale price and marked to market daily) of the underlying security. The Fund may enter into a repurchase agreement with respect to any security in which it is authorized to invest. While it does not presently appear possible to eliminate all risks from these transactions (particularly the possibility of a decline in the market value of the underlying securities, as well as delay and costs to the Fund in connection with bankruptcy proceedings), it is the Fund's current policy to limit repurchase agreement transactions to those parties whose creditworthiness has been reviewed and found satisfactory to FMR.

REVERSE REPURCHASE AGREEMENTS. In a reverse repurchase agreement, the Fund sells a portfolio instrument to another party, such as a bank or broker-dealer, in return for cash and agrees to repurchase the instrument at a particular price and time. While a reverse repurchase agreement is outstanding, the Fund will maintain appropriate liquid assets in a segregated custodial account to cover its obligation under the agreement. The Fund will enter into reverse repurchase agreements only with parties whose creditworthiness has been found satisfactory by FMR. Such transactions may increase fluctuations in the market value of the Fund's assets and may be viewed as a form of leverage.

SECURITIES LENDING. The Fund may lend securities to parties such as broker-dealers or institutional investors, including Fidelity Brokerage Services, Inc. (FBSI). FBSI is a member of the NYSE and a subsidiary of FMR Corp.

Securities lending allows the Fund to retain ownership of the securities loaned and, at the same time, to earn additional income. Since there may be delays in the recovery of loaned securities, or even a loss of rights in collateral supplied should the borrower fail financially, loans will be made only to parties deemed by FMR to be of good standing. Furthermore, they will only be made if, in FMR's judgment, the consideration to be earned from such loans would justify the risk.

FMR understands that it is the current view of the SEC Staff that the Fund may engage in loan transactions only under the following conditions: (1) the Fund must receive 100% collateral in the form of cash or cash equivalents (e.g., U.S. Treasury bills or notes) from the borrower; (2) the borrower must increase the collateral whenever the market value of the securities loaned (determined on a daily basis) rises above the value of the collateral; (3) after giving notice, the Fund must be able to terminate the loan at any time; (4) the Fund must receive reasonable interest on the loan or a flat fee from the borrower, as well as amounts equivalent to any dividends, interest, or other distributions on the securities loaned and to any increase in market value; (5) the Fund may pay only reasonable custodian fees in connection with the loan; and (6) the Board of Trustees must be able to vote proxies on the securities loaned, either by terminating the loan or by entering into an alternative arrangement with the borrower.

Cash received through loan transactions may be invested in any security in which the Fund is authorized to invest. Investing this cash subjects that investment, as well as the security loaned, to market forces (i.e., capital appreciation or depreciation).

SHORT SALES "AGAINST THE BOX." If the Fund enters into a short sale against the box, it will be required to set aside securities equivalent in kind and amount to the securities sold short (or securities convertible or exchangeable into such securities) and will be required to hold such securities while the short sale is outstanding. The Fund will incur transaction costs, including interest expense, in connection with opening, maintaining, and closing short sales against the box.

SWAP AGREEMENTS. Swap agreements can be individually negotiated and structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swap agreements may increase or decrease the Fund's exposure to long- or short-term interest rates (in the U.S. or abroad), foreign currency values, mortgage securities, corporate borrowing rates, or other factors such as security prices or inflation rates. Swap agreements can take many different forms and are known by a variety of names. The Fund is not limited to any particular form of swap agreement if FMR determines it is consistent with the Fund's investment objective and policies.

In a typical cap or floor agreement, one party agrees to make payments only under specified circumstances, usually in return for payment of a fee by the other party. For example, the buyer of an interest rate cap obtains the rights to receive payments to the extent that a specified interest rate exceeds an agreed-upon level, while the seller of an interest rate floor is obligated to make payments to the extent that a specified interest rate falls below an agreed-upon level. An interest rate collar combines elements of buying a cap and selling a floor.

Swap agreements will tend to shift the Fund's investment exposure from one type of investment to another. For example, if the Fund agreed to exchange payments in dollars for payments in foreign currency, the swap agreement would tend to decrease the Fund's exposure to U.S. interest rates and increase its exposure to foreign currency and interest rates. Caps and floors have an effect similar to buying or writing options. Depending on how they are used, swap agreements may increase or decrease the overall volatility of the Fund's investments and its share price and yield.

The most significant factor in the performance of swap agreements is the change in the specific interest rate, currency, or other factors that determine the amounts of payments due to and from the Fund. If a swap agreement calls for payments by the Fund, the Fund must be prepared to make such payments when due. In addition, if the counterparty's creditworthiness declined, the value of a swap agreement would be likely to decline, potentially resulting in losses. The Fund expects to be able to reduce its exposure under swap agreements either by assignment or other disposition, or by entering into an offsetting swap agreement with the same party or a similarly creditworthy party.

The Fund will maintain appropriate liquid assets in a segregated custodial account to cover its current obligations under swap agreements. If the Fund enters into a swap agreement on a net basis, it will segregate assets with a daily value at least equal to the excess, if any, of the Fund's accrued obligations under the swap agreement over the accrued amount the Fund is entitled to receive under the agreement. If the Fund enters into a swap agreement on other than a net basis, it will segregate assets with a value equal to the full amount of the Fund's accrued obligations under the agreement.

INDEXED SECURITIES. The Fund may purchase securities whose prices are indexed to the prices of other securities, securities indices, currencies, precious metals or other commodities, or other financial indicators. Indexed securities typically, but not always, are debt securities or deposits whose value at maturity or coupon rate is determined by reference to a specific instrument or statistic. Gold-indexed securities, for example, typically provide for a maturity value that depends on the price of gold, resulting in a security whose price tends to rise and fall together with gold prices. Currency-indexed securities typically are short-term to intermediate-term debt securities whose maturity values or interest rates are determined by reference to the values of one or more specified foreign currencies, and may offer higher yields than U.S. dollar-denominated securities of equivalent issuers. Currency-indexed securities may be positively or negatively indexed; that is, their maturity value may increase when the specified currency value increases, resulting in a security that performs similarly to a foreign-denominated instrument, or their maturity value may decline when foreign currencies increase, resulting in a security whose price characteristics are similar to a put on the underlying currency. Currency-indexed securities may also have prices that depend on the values of a number of different foreign currencies relative to each other.

The performance of indexed securities depends to a great extent on the performance of the security, currency, or other instrument to which they are indexed, and may also be influenced by interest rate changes in the U.S. and abroad. At the same time, indexed securities are subject to the credit risks associated with the issuer of the security, and their values may decline substantially if the issuer's creditworthiness deteriorates. Recent issuers of indexed securities have included banks, corporations, and certain U.S. government agencies. Indexed securities may be more volatile than the underlying instruments.

WARRANTS. The Fund may invest in warrants which entitle the holder to buy equity securities at a specific price for a specific period of time. Warrants may be considered more speculative then certain other types of investments in that they do not entitle a holder to dividends or voting rights with respect to the securities which may be purchased, nor do they represent any rights in the assets of the issuing company. The value of a warrant may be more volatile than the value of the securities underlying the warrants. Also, the value of the warrant does not necessarily change with the value of the underlying securities and a warrant ceases to have value if it is not exercised prior to the expiration date.

LIMITATIONS ON FUTURES AND OPTIONS TRANSACTIONS. The Fund has filed a notice of eligibility for exclusion from the definition of the term " commodity pool operator" with the Commodity Futures Trading Commission (CFTC) and the National Futures Association, which regulate trading in the futures markets, before engaging in any purchases or sales of futures contracts or options on futures contracts. The Fund intends to comply with Rule 4.5 under the Commodity Exchange Act, which limits the extent to which the Fund can commit assets to initial margin deposits and option premiums.

In addition to the above limitations, the Fund will not: (a) sell futures contracts, purchase put options, or write call options if, as a result, more than 25% of the Fund's total assets would be hedged with futures and options under normal conditions; (b) purchase futures contracts or write put options if, as a result, the Fund's total obligations upon settlement or exercise of purchased futures contracts and written put options would exceed 25% of its total assets; or (c) purchase call options if, as a result, the current value of option premiums for call options purchased by the Fund would exceed 5% of the Fund's total assets. These limitations do not apply to options attached to or acquired or traded together with their underlying securities, and do not apply to securities that incorporate features similar to options.

The above limitations on the Fund's investments in futures contracts and options, and the Fund's policies regarding futures contracts and options discussed elsewhere in this Statement of Additional Information, are not fundamental policies and may be changed as regulatory agencies permit.

FUTURES CONTRACTS. When the Fund purchases a futures contract, it agrees to purchase a specified underlying instrument at a specified future date. When the Fund sells a futures contract, it agrees to sell the underlying instrument at a specified future date. The price at which the purchase and sale will take place is fixed when the Fund enters into the contract. Some currently available futures contracts are based on specific securities, such as U.S. Treasury bonds or notes, and some are based on indices of securities prices, such as the Standard & Poor's 500 Composite Index of 500 Stcoks (S&P 500). Futures can be held until their delivery dates, or can be closed out before then if a liquid secondary market is available.

The value of a futures contract tends to increase and decrease in tandem with the value of its underlying instrument. Therefore, purchasing futures contracts will tend to increase the Fund's exposure to positive and negative price fluctuations in the underlying instrument, much as if it had purchased the underlying instrument directly. When the Fund sells a futures contract, by contrast, the value of its futures position will tend to move in a direction contrary to the market. Selling futures contracts, therefore, will tend to offset both positive and negative market price changes, much as if the underlying instrument had been sold.

FUTURES MARGIN PAYMENTS. The purchaser or seller of a futures contract is not required to deliver or pay for the underlying instrument unless the contract is held until the delivery date. However, both the purchaser and seller are required to deposit " initial margin" with a futures broker, known as a futures commission merchant (FCM), when the contract is entered into. Initial margin deposits are typically equal to a percentage of the contract's value. If the value of either party's position declines, that party will be required to make additional " variation margin" payments to settle the change in value on a daily basis. The party that has a gain may be entitled to receive all or a portion of this amount. Initial and variation margin payments do not constitute purchasing securities on margin for purposes of the Fund's investment limitations. In the event of the bankruptcy of an FCM that holds margin on behalf of the Fund, the Fund may be entitled to return of margin owed to it only in proportion to the amount received by the FCM's other customers, potentially resulting in losses to the Fund.

PURCHASING PUT AND CALL OPTIONS. By purchasing a put option, the Fund obtains the right (but not the obligation) to sell the option's underlying instrument at a fixed strike price. In return for this right, the Fund pays the current market price for the option (known as the option premium). Options have various types of underlying instruments, including specific securities, indices of securities prices, and futures contracts. The Fund may terminate its position in a put option it has purchased by allowing it to expire or by exercising the option. If the option is allowed to expire, the Fund will lose the entire premium it paid. If the Fund exercises the option, it completes the sale of the underlying instrument at the strike price. The Fund may also terminate a put option position by closing it out in the secondary market at its current price, if a liquid secondary market exists.

The buyer of a typical put option can expect to realize a gain if security prices fall substantially. However, if the underlying instrument's price does not fall enough to offset the cost of purchasing the option, a put buyer can expect to suffer a loss (limited to the amount of the premium paid, plus related transaction costs).

The features of call options are essentially the same as those of put options, except that the purchaser of a call option obtains the right to purchase, rather than sell, the underlying instrument at the option's strike price. A call buyer typically attempts to participate in potential price increases of the underlying instrument with risk limited to the cost of the option if security prices fall. At the same time, the buyer can expect to suffer a loss if security prices do not rise sufficiently to offset the cost of the option.

WRITING PUT AND CALL OPTIONS. When the Fund writes a put option, it takes the opposite side of the transaction from the option's purchaser. In return for receipt of the premium, the Fund assumes the obligation to pay the strike price for the option's underlying instrument if the other party to the option chooses to exercise it. When writing an option on a futures contract the Fund will be required to make margin payments to an FCM as described above for futures contracts. The Fund may seek to terminate its position in a put option it writes before exercise by closing out the option in the secondary market at its current price. If the secondary market is not liquid for a put option the Fund has written, however, the Fund must continue to be prepared to pay the strike price while the option is outstanding, regardless of price changes, and must continue to set aside assets to cover its position.

If security prices rise, a put writer would generally expect to profit, although its gain would be limited to the amount of the premium it received. If security prices remain the same over time, it is likely that the writer will also profit, because it should be able to close out the option at a lower price. If security prices fall, the put writer would expect to suffer a loss. This loss should be less than the loss from purchasing the underlying instrument directly, however, because the premium received for writing the option should mitigate the effects of the decline.

Writing a call option obligates the Fund to sell or deliver the option's underlying instrument, in return for the strike price, upon exercise of the option. The characteristics of writing call options are similar to those of writing put options, except that writing calls generally is a profitable strategy if prices remain the same or fall. Through receipt of the option premium, a call writer mitigates the effects of a price decline. At the same time, because a call writer must be prepared to deliver the underlying instrument in return for the strike price, even if its current value is greater, a call writer gives up some ability to participate in security price increases.

COMBINED POSITIONS. The Fund may purchase and write options in combination with each other, or in combination with futures or forward contracts, to adjust the risk and return characteristics of the overall position. For example, the Fund may purchase a put option and write a call option on the same underlying instrument, in order to construct a combined position whose risk and return characteristics are similar to selling a futures contract. Another possible combined position would involve writing a call option at one strike price and buying a call option at a lower price, in order to reduce the risk of the written call option in the event of a substantial price increase. Because combined options positions involve multiple trades, they result in higher transaction costs and may be more difficult to open and close out.

CORRELATION OF PRICE CHANGES. Because there are a limited number of types of exchange-traded options and futures contracts, it is likely that the standardized contracts available will not match the Fund's current or anticipated investments exactly. The Fund may invest in options and futures contracts based on securities with different issuers, maturities, or other characteristics from the securities in which it typically invests, which involves a risk that the options or futures position will not track the performance of the Fund's other investments.

Options and futures prices can also diverge from the prices of their underlying instruments, even if the underlying instruments match the Fund's investments well. Options and futures prices are affected by such factors as current and anticipated short-term interest rates, changes in volatility of the underlying instrument, and the time remaining until expiration of the contract, which may not affect security prices the same way. Imperfect correlation may also result from differing levels of demand in the options and futures markets and the securities markets, from structural differences in how options and futures and securities are traded, or from imposition of daily price fluctuation limits or trading halts. The Fund may purchase or sell options and futures contracts with a greater or lesser value than the securities it wishes to hedge or intends to purchase in order to attempt to compensate for differences in volatility between the contract and the securities, although this may not be successful in all cases. If price changes in the Fund's options or futures positions are poorly correlated with its other investments, the positions may fail to produce anticipated gains or result in losses that are not offset by gains in other investments.

LIQUIDITY OF OPTIONS AND FUTURES CONTRACTS. There is no assurance a liquid secondary market will exist for any particular options or futures contract at any particular time. Options may have relatively low trading volume and liquidity if their strike prices are not close to the underlying instrument's current price. In addition, exchanges may establish daily price fluctuation limits for options and futures contracts, and may halt trading if a contract's price moves upward or downward more than the limit in a given day. On volatile trading days when the price fluctuation limit is reached or a trading halt is imposed, it may be impossible for the Fund to enter into new positions or close out existing positions. If the secondary market for a contract is not liquid because of price fluctuation limits or otherwise, it could prevent prompt liquidation of unfavorable positions, and potentially could require the Fund to continue to hold a position until delivery or expiration regardless of changes in its value. As a result, the Fund's access to other assets held to cover its options or futures positions could also be impaired.

OTC OPTIONS. Unlike exchange-traded options, which are standardized with respect to the underlying instrument, expiration date, contract size, and strike price, the terms of over-the-counter options (options not traded on exchanges) generally are established through negotiation with the other party to the option contract. While this type of arrangement allows the Fund greater flexibility to tailor an option to its needs, OTC options generally involve greater credit risk than exchange-traded options, which are guaranteed by the clearing organization of the exchanges where they are traded.

OPTIONS AND FUTURES RELATING TO FOREIGN CURRENCIES. Currency futures contracts are similar to forward currency exchange contracts, except that they are traded on exchanges (and have margin requirements) and are standardized as to contract size and delivery date. Most currency futures contracts call for payment or delivery in U.S. dollars. The underlying instrument of a currency option may be a foreign currency, which generally is purchased or delivered in exchange for U.S. dollars, or may be a futures contract. The purchaser of a currency call obtains the right to purchase the underlying currency, and the purchaser of a currency put obtains the right to sell the underlying currency.

The uses and risks of currency options and futures are similar to options and futures relating to securities or indices, as discussed above. The Fund may purchase and sell currency futures and may purchase and write currency options to increase or decrease its exposure to different foreign currencies. The Fund may also purchase and write currency options in conjunction with each other or with currency futures or forward contracts. Currency futures and options values can be expected to correlate with exchange rates, but may not reflect other factors that affect the value of the Fund's investments. A currency hedge, for example, should protect a Yen-denominated security from a decline in the Yen, but will not protect the Fund against a price decline resulting from deterioration in the issuer's creditworthiness. Because the value of the Fund's foreign-denominated investments changes in response to many factors other than exchange rates, it may not be possible to match the amount of currency options and futures to the value of the Fund's investments exactly over time.

ASSET COVERAGE FOR FUTURES AND OPTIONS POSITIONS. The Fund will comply with guidelines established by the SEC with respect to coverage of options and futures strategies by mutual funds, and if the guidelines so require will set aside appropriate liquid assets in a segregated custodial account in the amount prescribed. Securities held in a segregated account cannot be sold while the futures or option strategy is outstanding, unless they are replaced with other suitable assets. As a result, there is a possibility that segregation of a large percentage of the fund's assets could impede portfolio management or the Fund's ability to meet redemption requests or other current obligations.

PORTFOLIO TRANSACTIONS

All orders for the purchase or sale of portfolio securities are placed on behalf of the f und by FMR pursuant to authority contained in the m anagement c ontract. FMR is also responsible for the placement of transaction orders for other investment companies and accounts for which it or its affiliates act as investment advis e r. In selecting broker-dealers subject to applicable limitations of the federal securities laws, FMR will consider various relevant factors, including, but not limited to : the size and type of the transaction; the nature and character of the markets for the security to be purchased or sold; the execution efficiency, settlement capability, and financial condition of the broker-dealer firm; the broker-dealer's execution services rendered on a continuing basis; the reasonableness of any commissions ; and arrangements for payment of fund expenses . Commissions for foreign investments traded on foreign exchanges will generally be higher than for U.S. investments and may not be subject to negotiation.

The f und may execute portfolio transactions with broker-dealers who provide research and execution services to the f und or other accounts over which FMR or its affiliates exercise investment discretion. Such services may include advice concerning the value of securities; the advisability of investing in, purchasing or selling securities; the availability of securities or the purchasers or sellers of securities; furnishing analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy and performance of accounts; and effecting securities transactions and performing functions incidental thereto (such as clearance and settlement). The selection of such broker-dealers generally is made by FMR (to the extent possible consistent with execution considerations) in accordance with a ranking of broker-dealers determined periodically by FMR's investment staff based upon the quality of research and execution services provided.

The receipt of research from broker-dealers that execute transactions on behalf of the fund may be useful to FMR in rendering investment management services to the fund or its other clients, and conversely, such research provided by broker-dealers who have executed transaction orders on behalf of other FMR clients may be useful to FMR in carrying out its obligations to the fund. The receipt of such research has not reduced FMR's normal independent research activities; however, it enables FMR to avoid the additional expenses that could be incurred if FMR tried to develop comparable information through its own efforts.

Subject to applicable limitations of the federal securities laws, broker-dealers may receive commissions for agency transactions that are in excess of the amount of commissions charged by other broker-dealers in recognition of their research and execution services. In order to cause the fund to pay such higher commissions, FMR must determine in good faith that such commissions are reasonable in relation to the value of the brokerage and research services provided by such executing broker-dealers viewed in terms of a particular transaction or FMR's overall responsibilities to the fund and its other clients. In reaching this determination, FMR will not attempt to place a specific dollar value on the brokerage and research services provided, or to determine what portion of the compensation should be related to those services.

FMR is authorized to use research services provided by and to place portfolio transactions with brokerage firms that have provided assistance in the distribution of shares of the fund or shares of other Fidelity funds to the extent permitted by law. FMR may use research services provided by and place agency transactions with (FBSI), and Fidelity Brokerage Services, Ltd. (FBSL), subsidiaries of FMR Corp., if the commissions are fair, reasonable, and comparable to commissions charged by non-affiliated, qualified brokerage firms for similar services. Prior to September 4, 1992, FBSL operated under the name of Fidelity Portfolio Services, Ltd. (FPSL), as a wholly-owned subsidiary of Fidelity International Limited (FIL). Edward C. Johnson 3d is Chairman of FIL. Mr. Johnson 3d, Johnson family members, and various trusts for the benefit of the Johnson family own, directly or indirectly, more than 25% of the voting common stock of FIL.

FMR may allocate brokerage transactions to broker-dealers who have entered into arrangements with FMR under which the broker-dealer allocates a portion of the commissions paid by the fund toward payment of the fund's expenses, such as transfer agent fees or custodian fees. The transaction quality must, however, be comparable to those of other qualified broker-dealers.

Section 11(a) of the Securities Exchange Act of 1934 prohibits members of national securities exchanges from executing exchange transactions for accounts which they or their affiliates manage, unless certain requirements are satisfied. Pursuant to such requirements, the Board of Trustees has authorized FBSI to execute portfolio transactions on national securities exchanges in accordance with approved procedures and applicable SEC rules.

The Trustees periodically review FMR's performance of its responsibilities in connection with the placement of portfolio transactions on behalf of the fund and review the commissions paid by the fund over representative periods of time to determine if they are reasonable in relation to the benefits to the fund.

For the fiscal years ended September 30, 1993 and 1992, the Fund's annual portfolio turnover rate was 183%, and 211%, respectively.

For the fiscal years ended September 30, 1993, 1992, and 1991, the Fund paid brokerage commissions of $1,068,788, $1,087,115, and $1,079,734, respectively. During fiscal 1993, $872,596 or approximately 82% of these commissions were paid to brokerage firms that provided research services, although the providing of such services was not necessarily a factor in the placement of all of this business with such firms. The Fund pays both commissions and spreads in connection with the placement of portfolio transactions; FBSI is paid on a commission basis. During fiscal 1993, 1992, and 1991, the Fund paid brokerage commissions of $103,206, $126,298, and $165,047, respectively, to FBSI. During fiscal 1993 this amounted to approximately 9.7% of the aggregate brokerage commissions paid by the Fund for transactions involving 21.7% of the aggregate dollar amount of transactions in which the Fund paid brokerage commissions. The difference between percentage of brokerage commissions paid to, and the percentage of the dollar amount of transactions effected through FBSI is a result of the lower commission rates charged by FBSI.

From time to time the Trustees will review whether the recapture for the benefit of the fund of some portion of the brokerage commissions or similar fees paid by the Fund on portfolio transactions is legally permissible and advisable. The Fund seeks to recapture soliciting dealer fees on the tender of portfolio securities, but at present no other recapture arrangements are in effect. The Trustees intend to continue to review whether recapture opportunities are available and are legally permissible and, if so, to determine, in the exercise of their business judgment, whether it would be advisable for the Fund to seek such recapture.

Although the Trustees and officers of the Fund are substantially the same as those of other funds managed by FMR, investment decisions for the Fund are made independently from those of other funds manage d by FMR or accounts managed by FMR affiliates. It sometimes happens that the same security is held in the portfolio of more than one of these funds or accounts. Simultaneous transactions are inevitable when several funds or accounts are managed by the same investment adviser, particularly when the same security is suitable for the investment objective of more than one fund or account .

When two or more funds are simultaneously engaged in the purchase or sale of the same security, the prices and amounts are allocated in accordance with procedures believed to be appropriate and equitable to each fund. In some cases this system could have a detrimental effect on the price or value of the security as far as the Fund is concerned. In other cases, however, the ability of the Fund to participate in volume transactions will produce better executions and prices for the Fund. It is the current opinion of the Trustees that the desirability of retaining FMR as investment adviser to the Fund outweighs any disadvantages that may be said to exist from exposure to simultaneous transactions.

VALUATION OF PORTFOLIO SECURITIES

Portfolio securities are valued by various methods depending on the primary market or exchange on which they trade. Most equity securities for which the primary market is the U.S. are valued at last sale price or, if no sale has occurred, at the closing bid price. Most equity securities for which the primary market is outside the U.S. are valued using the official closing price or the last sale price in the principal market where they are traded. If the last sale price (on the local exchange) is unavailable, the last evaluated quote or last bid price is normally used. Short-term securities are valued either at amortized cost or at original cost plus accrued interest, both of which approximate current value. Convertible securities andfixed-income securities are valued primarily by a pricing service that uses a vendor security valuation matrix which incorporates both dealer-supplied valuations and electronic data processing techniques. This twofold approach is believed to more accurately reflect fair value because it takes into account appropriate factors such as institutional trading in similar groups of securities, yield, quality, coupon rate, maturity, type of issue, trading characteristics, and other market data, without exclusive reliance upon quoted, exchange, or over-the - counter prices. Use of pricing services has been approved by the Board of Trustees.

Securities and other assets for which there is no readily available market are valued in good faith by a committee appointed by the Board of Trustees. The procedures set forth above need not be used to determine the value of the securities owned by the Fund if, in the opinion of a committee appointed by the Board of Trustees, some other method (e.g., closing over-the-counter bid prices in the case of debt instruments traded on an exchange) would more accurately reflect the fair market value of such securities.

Generally, the valuation of foreign and domestic equity securities, as well as corporate bonds, U.S. government securities, money market instruments, and repurchase agreements, is substantially completed each day at the close of the NYSE. The values of any such securities held by the Fund are determined as of such time for the purpose of computing the Fund's net asset value (NAV). Foreign security prices are furnished by independent brokers or quotation services which express the value of securities in their local currency. Service gathers all exchange rates daily at the close of the NYSE using the last quoted price on the local currency and then translates the value of foreign securities from their local currency into U.S. dollars. Any changes in the value of forward contracts due to exchange rate fluctuations and days to maturity are included in the calculation of NAV. If an extraordinary event that is expected to materially affect the value of a portfolio security occurs after the close of an exchange on which that security is traded, then the security will be valued as determined in good faith by a committee appointed by the Board of Trustees.

PERFORMANCE

The Fund may quote its performance in various ways. All performance information supplied in advertising is historical and is not intended to indicate future returns. Share price and total return fluctuate in response to market conditions and other factors, and the value of shares when redeemed may be more or less than their original cost.

TOTAL RETURN CALCULATIONS. Total returns quoted in advertising reflect all aspects of return, including the effect of reinvesting dividends and capital gain distributions, and any change in the NAV over the period. Average annual total returns are calculated by determining the growth or decline in value of a hypothetical historical investment over a stated period, and then calculating the annually compounded percentage rate that would have produced the same result if the rate of growth or decline in value had been constant over the period. For example, a cumulative return of 100% over ten years would produce an average annual total return of 7.18%, which is the steady annual return that would equal 100% growth on a compounded basis in ten years. While average annual total returns are a convenient means of comparing investment alternatives, investors should realize that performance is not constant over time, but changes from year to year, and that average annual returns represent averaged figures as opposed to actual year-to-year performance.

In addition to average annual total returns, unaveraged or cumulative total returns reflecting the simple change in value of an investment over a stated period may be quoted. Average annual and cumulative total returns may be quoted as a percentage or as a dollar amount, and may be calculated for a single investment, a series of investments, and/or a series of redemptions, over any time period. Total returns may be broken down into their components of income and capital (including capital gains and changes in share price) in order to illustrate the relationship of these factors and their contributions to total return. An example of this type of illustration is given on page 17. Total returns may be quoted with or without taking the maximum sales charge into account. Total returns may be quoted on a before-tax or after-tax basis. Excluding the sales charge from a total return calculation produces a higher total return figure. Total returns and other performance information may be quoted numerically or in a table, graph or similar illustration.

The following chart shows total returns for Fidelity Advisor Strategic Opportunities Fund - Initial Class for the periods ended September 30, 1993.

Average Annual Total Returns**			Cumulative Total Returns**		
One Year	Five Year	Life of Fund*	One Year	Five Year	Life of Fund*
20.95%	15.17%	16.58%	26.98%	112.73%	369.11%

* Life of Fund: December 31, 1983 (commencement of operations) to September 30, 1993.

** Average Annual Total Returns include the effect of the Fund's maximum 4.75% sales charge. Cumulative total returns do not include effect of this charge and would have been lower if it had been taken into account.

The following charts show total returns for Class A and Class B shares for the periods ended September 30, 1993.

Fidelity Advisor Strategic Opportunities Fund - Class A**

Average Annual Total Returns**			Cumulative Total Returns**		
One Year	Five Year	Life of Fund*	One Year	Five Year	Life of Fund*
20.33%	14.56%	16.18%	26.33%	107.18%	353.53%

Fidelity Advisor Strategic Opportunities Fund - Class B***

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	Average Annual Total Returns**			Cumulative Total Returns**		
	One Year	Five Year	Life of Fund*	One Year	Five Year	Life of Fund*
	22.33%	15.57%	16.18%	26.33%	107.18%	353.53%

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* Life of Fund: December 31, 1983 (Commencement of Operations) to September 30, 1993

** Class A's average annual returns include the effect of the maximum sales charge. Cumulative returns do not include the effect of this charge and would have been lower if it had been taken into account. The total return figures are adjusted to show what total return would have been for the Class A shares had that been available since the Fund's commencement of operations on December 31, 1983. The Fidelity Advisor Strategic Opportunities Fund - Class A commenced operations on August 20, 1986. On January 1, 1987, Class A imposed a .65% 12b-1 fee, which is not reflected in returns prior to that date. Because it has higher expenses, total returns for the Fidelity Advisor Strategic Opportunities - Class A will be lower than for the Fidelity Advisor Strategic Opportunities Fund - Initial Class (which is closed to new shareholders) at any given time.

*** Average annual total returns include the effect of the maximum contingent deferred sales charge ("CDSC") applicable at the end of the stated period. Cumulative total returns do not include the effect of the CDSC and would have been lower if it had been taken into account. Initial offering of Class B shares is expected on or about June 30, 1994, at which time a 1.00% 12b-1 fee (inclusive of .25% shareholder service fee) wil be imposed and is not reflected in returns prior to that date. Returns will be lower when these fees are taken into account.

PERFORMANCE COMPARISONS. Performance may be compared to the performance of other mutual funds in general, or to the performance of particular types of mutual funds. The comparisons may be expressed as mutual fund rankings prepared by Lipper Analytical Services, Inc. (Lipper), an independent service located in Summit, New Jersey that monitors the performance of mutual funds. Lipper generally ranks funds on the basis of total return, assuming reinvestment of dividends, but does not take sales charges or redemption fees or tax consequences into consideration. Lipper may also rank funds based on yield. In addition to mutual fund rankings, performance may be compared to mutual fund performance indices prepared by Lipper.

From time to time, performance may also be compared to other mutual funds tracked by financial or business publications and periodicals. For example, Morningstar, Inc. may be quoted in advertising materials. Morningstar, Inc. is a mutual fund rating service that rates mutual funds on the basis of risk-adjusted performance. Rankings that compare the performance of Fidelity funds to one another in appropriate categories over specific periods of time may also be quoted in advertising.

Fidelity may provide information designed to help individuals understand their investment goals and explore various financial strategies. For example, Fidelity's Asset Allocation Program materials may include: computerized investment planning software; a workbook describing general principles of investing, such as asset allocation, diversification, risk tolerance, and goal setting; a questionnaire designed to help create a personal financial profile; and an action plan offering investment alternatives.

Ibbotson Associates of Chicago, Illinois (Ibbotson) provides historical returns of the capital markets in the United States, including common stocks, small capitalization stocks, long-term corporate bonds, intermediate-term government bonds, long-term government bonds, Treasury bills, the U.S. rate of inflation (based on the Consumer Price Index (CPI)), and combinations of various capital markets. The performance of these capital markets is based on the returns of different indices.

Fidelity funds may use the performance of these capital markets in order to demonstrate general risk-versus-reward investment scenarios. Performance comparisons may also include the value of a hypothetical investment in any of these capital markets. The risks associated with the security types in any capital market may or may not correspond directly to those of the Fund. Ibbotson calculates total returns in the same method as the Fund. Performance comparisons may also be made to that of other compilations or indices that may be developed and made available in the future.

Performance may also be compared to that of the S&P 500, the Dow Jones Industrial Average (the DOW or DJIA),the Dimensional Fund Advisors (DFA) Small Company Fund, and the NASDAQ Composite Index (NASDAQ). The S&P 500 and the DOW are widely recognized, unmanaged indices of common stock prices. The performance of the S&P 500 is based on changes in the prices of stocks comprising the index and assumes the reinvestment of all dividends paid on such stocks. Taxes, brokerage commissions and other fees are disregarded in computing the level of the S&P 500 and the DJIA. The DFA is a market-value-weighted index of the ninth and tenth deciles of the NYSE, plus stocks listed on the AMEX and over-the-counter (OTC) with the same or less capitalization as the upperbound of the NYSE ninth decile stocks.

In advertising materials, Fidelity may reference or discuss its products and services, which may include: other Fidelity funds; retirement investing; brokerage products and services; the effects of periodic investment plans and dollar cost averaging; saving for college; and charitable giving. In addition, Fidelity may quote financial or business publications or periodicals, including model portfolios or allocations, as they relate to fund management, investment philosophy, and investment techniques.

The Fund may present its fund number, Quotron(trademark) number, and CUSIP number, and discuss or quote its current portfolio manager.

The Fund may quote its performance in advertising and other types of literature as compared to certificates of deposit (CDs), bank-issued money market instruments, and money market mutual funds. Unlike CDs and money market instruments, money market mutual funds and shares of the Fund are not insured by the FDIC.

According to the Investment Company Institute, over the past ten years, assets in equity mutual funds increased from $75.8 billion in 1983 to approximately $659.3 billion at the end of 1993. As of December 31, 1993, FMR managed approximately $125 billion in equity assets, as defined and tracked by Lipper. From time to time the Fund may compare FMR's equity assets under management with that of other investment advisers.

VOLATILITY. Various measures of volatility and benchmark correlation may be quoted in advertising. In addition, the Fund may compare these measures to those of other funds. Measures of volatility seek to compare the Fund's historical share price fluctuations or total returns to those of a benchmark. Measures of benchmark correlation indicate how valid a comparative benchmark may be. All measures of volatility and correlation are calculated using averages of historical data.

MOVING AVERAGES. Performance may be illustrated using moving averages. A long-term moving average is the average of each week's adjusted closing NAV for a specified period. A short-term moving average is the average of each day's adjusted closing NAV for a specified period. Moving Average Activity Indicators combine adjusted closing NAVs from the last business day of each week with moving averages for a specified period to produce indicators showing when an NAV has crossed, stayed above, or stayed below its moving average. On September 24, 1993, the 13-week and 39-week long-term moving averages were $21.71 and $20.65, respectively.

MOMENTUM INDICATORS indicate the Fund's price movements over specific periods of time. Each point on the momentum indicator represents the percentage change in price movements over that period.

NET ASSET VALUE. Charts and graphs using net asset values, adjusted net asset values, and benchmark indices may be used to exhibit performance. An adjusted NAV includes any distributions paid by the Fund and reflects all elements of its return. Unless otherwise indicated, the Fund's adjusted NAVs are not adjusted for sales charges, if any.

Examples of the effects of periodic investment plans, including the principle of dollar cost averaging may be advertised. In such a program, an investor invests a fixed dollar amount in a portfolio at periodic intervals, thereby purchasing fewer shares when prices are high and more shares when prices are low. While such a strategy does not assure a profit or guard against loss in a declining market, the investor's average cost per share can be lower than if fixed numbers of shares had been purchased at the same intervals. In evaluating such a plan, investors should consider their ability to continue purchasing shares through periods of low price levels.

The Fund may be available for purchase through retirement plans or other programs offering deferral of, or exemption from, income taxes, which may produce superior after-tax returns over time. For example, a $1,000 investment earning a taxable return of 10% annually would have an after-tax value of $1,949 after ten years, assuming tax was deducted from the return each year at a 31% rate. An equivalent tax-deferred investment would have an after-tax value of $2,100 after ten years, assuming tax was deducted at a 31% rate from the tax-deferred earnings at the end of the ten-year period.

HISTORICAL FUND RESULTS. The following chart shows the income and capital elements of the Fund's year-by-year total returns from December 31, 1983 (commencement of operations) through September 30, 1993. The chart compares the Fund's return to the record of the S&P 500, NASDAQ, the DJIA and the cost of living measured by the CPI over the same period. The comparisons to the S&P 500 and the DJIA show how the Fund's total return compared to the record of a broad average of common stock prices, and a narrower set of stocks of major industrial companies, respectively. The Fund has the ability to invest in securities not included in either index, and its investment portfolio may or may not be similar in composition to the indices. The S&P 500 and DJIA are based on the prices of unmanaged groups of stocks and, unlike the Fund's returns, their returns do not include the effect of paying brokerage commissions and other costs of investing.

During the period from December 31, 1983 (commencement of operations) to September 30, 1993 a hypothetical investment of $10,000 in the Fund would have grown to $44,683 after deduction of the Fund's 4.75% maximum sales charge and assuming all distributions were reinvested. This was a period of widely fluctuating stock prices, and should not be considered representative of the dividend income or capital gain or loss that could be realized from an investment in the Fund today.

FIDELITY ASVISOR STRATEGIC OPPORTUNITIES FUND INDICES

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Period Ended	Value of Initial $10,000 Investment	Value of Income Distributions	Value of Reinvested Capital Gain Distributions	Total Value	NASDAQ	S&P 500	DJIA	Cost of Living**
9/30/84*	10,515	0	0	10,515	8,971	10,432	9,950	10,365
9/30/85	12,085	66	219	12,369	10,062	11,948	11,490	10,691
9/30/86	15,900	394	1,777	18,072	12,587	15,741	15,859	10,879
9/30/87	18,203	565	3,256	22,025	15,947	22,580	24,007	11,352
9/30/88	14,892	808	5,305	21,005	13,916	19,789	20,252	11,826
9/30/89	18,812	2,043	6,702	27,557	16,975	26,319	26,782	12,340
9/30/90	16,528	2,670	5,888	25,087	12,366	23,886	25,348	13,100
9/30/91	20,506	4,804	7,305	32,615	18,912	31,333	32,299	13,544
9/30/92	18,765	5,621	10,803	35,189	20,936	34,798	36,071	13,949
9/30/93	21,619	7,994	15,069	44,683	27,379	39,326	40,364	14,324

</TABLE>

* From December 31, 1983 (commencement of operations) to September 30, 1984.

** From the month-end closest to the initial investment date.

EXPLANATORY NOTES: With an initial investment of $10,000 made on December 31, 1983, the net amount invested in Fund shares was $9,525, assuming the current 4.75% maximum sales charge was deducted as if it had been in effect at that time. The cost of the initial investment ($10,000) together with the aggregate cost of reinvested dividends and capital gain distributions for the period covered (that is, their cash value at the time they were reinvested), amounted to $26,427. If distributions had not been reinvested, the amount of distributions earned from the Fund over time would have been smaller, and the cash payments for the period would have come to $4,016 for income dividends and $7,489 for capital gain distributions. Tax consequences have not been factored into the above figures.

TRADITION OF PERFORMANCE. Fidelity's tradition of performance is achieved through:

(bullet) MONEY MANAGEMENT: a proud tradition of money management motivated by the expectation of excellence backed by solid analysis and worldwide resources. Fidelity employs a bottom-up approach to security selection based upon in-depth analysis of the fundamentals of that investment opportunity.

(bullet) INNOVATION: constant attention to the changing needs of today's investors and vigilance to the opportunities that arise from changing global markets. Research is central to Fidelity's investment decision-making process. Fidelity's greatest resource--over 200 skilled investment professionals--is supported with the most sophisticated technology available.

Fidelity provides:

(bullet) Global research resources: an opportunity to diversify portfolios and share in the growth of markets outside the United States.

(bullet) In-house, proprietary bond-rating system, constantly updated, which provides extremely sensitive credit analysis.

(bullet) Comprehensive chart room with over 1500 exhibits to provide sophisticated charting of worldwide economic, financial, and technical indicators, as well as to provide tracking of over 800 individual stocks for portfolio managers.

(bullet) State-of-the-art trading desk, with access to over 200 brokerage houses, providing real-time information to achieve the best executions and optimize the value of each transaction.

Use of extensive on-line computer-based research services.

(bullet) SERVICE: Timely, accurate and complete reporting. Prompt and expert attention when an investor or an investment professional needs it.

ADDITIONAL PURCHASE, EXCHANGE AND REDEMPTION INFORMATION

The Fund is open for business and its NAV is calculated each day that the NYSE is open for trading. The NYSE has designated the following holiday closings for 1994: Presidents ' Day, Good Friday, Memorial Day , Independence Day (observed), Labor Day, Thanksgiving Day, and Christmas Day (observed). Although FMR expects the same holiday schedule with the addition of New Year's Day to be observed in the future, the NYSE may modify its holiday schedule at any time. On any day that the NYSE closes early, or as permitted by the SEC, the right is reserved to advance the time on that day by which purchase and redemption orders must be received. To the extent that portfolio securities are traded in other markets on days when the NYSE is closed, the Fund's NAV may be affected on days when investors do not have access to the Fund to purchase or redeem shares. Certain Fidelity funds may follow different holiday closing schedules.

If the Trustees determine that existing conditions make cash payment s undesirable, redemption payments may be made in whole or in part in securities or other property, valued for this purpose as they are valued in computing the Fund's NAV. Shareholders receiving any such securities or other property on redemption may realize a gain or loss for tax purposes, and will incur any costs of sale, as well as the associated inconveniences.

Pursuant to Rule 11a-3 under the 1940 Act (the Rule), the Fund is required to give shareholders at least 60 days' notice prior to terminating or modifying its exchange privilege. Under the Rule, the 60-day notification requirement may be waived if (i) the only effect of a modification would be to reduce or eliminate an administration fee, redemption fee , or deferred sales charge ordinarily payable at the time of exchange, or (ii) the Fund s uspends the redemption of the shares to be exchanged as permitted under the 1940 Act or by the SEC or because it is unable to invest amounts effectively in accordance with its investment objective and policies.

In the prospectus, the Fund has notified shareholders that it reserves the right, at any time without prior notice, to refuse exchange purchases by any person or group if, in FMR's judgment, the Fund would be unable to invest effectively in accordance with its investment objective and policies, or would otherwise potentially be adversely affected.

PURCHASE INFORMATION

As provided for in Rule 22d-1 under the 1940 Act, Distributors exercises its right to waive the Fund's maximum 4.75% sales charge in connection with the Fund's merger with or acquisition of any investment company or trust.

NET ASSET VALUE PURCHASES. Sales charges do not apply to shares p urchased: (1) by registered representatives, bank trust officers and other employees (and their immediate families) of investment professionals having agreements with Distributors; (2) by a current or former Trustee or officer of a Fidelity fund or a current or retired officer, director or regular employee of FMR Corp. or its direct or indirect subsidiaries (a "Fidelity Trustee or employee"), the spouse of a Fidelity Trustee or employee, a Fidelity Trustee or employee acting as custodian for a minor child, or a person acting as trustee of a trust for the sole benefit of the minor child of a Fidelity Trustee or employee; (3) by a charitable organization (as defined in Section 501(c)(3) of the Internal Revenue Code) investing $100,000 or more; (4) by a charitable remainder trust or life income pool established for the benefit of a charitable organization (as defined in Section 501(c)(3) of the Internal Revenue Code); (5) by trust institutions (including bank trust departments) investing on their own behalf or on behalf of their clients; (6) in accounts as to which a bank or broker-dealer charges an asset-based management fee, provided the bank or broker-dealer has a n a greement with Distributors; (7) as part of an employee benefit plan having more than 200 eligible employees or a minimum of $3,000,000 invested in Fidelity mutual funds; (8) by any state, county, or city, or any governmental instrumentality, department, authority or agency; (9) with redemption proceeds from other mutual fund complexes on which the investor has paid a front-end sales charge only; and (10) by an insurance company separate account used to fund annuity contracts purchased by employee benefit plans (including 403(b) programs, but otherwise as defined in ERISA), which, in the aggregate, have either more than 200 eligible employees or a minimum of $3,000,000 in assets invested in Fidelity mutual funds.

An investor may qualify for a reduction in the sales charge under the following programs:

RIGHTS OF ACCUMULATION. Your " Rights of Accumulation" permit reduced front-end sales charges on any future purchases after you have reached a new breakpoint. You can add the value of your existing Fidelity Advisor Fund Class A and Class B s hares held by you, your spouse, and your children under age 21, determined at the previous day's NAV at the close of business, to the amount of your new purchase, valued at the current public offering price, to determine your reduced front-end sales charge. You can also add shares of Daily Money Fund and shares of Daily Tax-Exempt Money Fund, provided they were acquired by exchange from any Fidelity Advisor Fund with a sales charge, to the amount of your new purchase.

LETTER OF INTENT. If you anticipate purchasing $50,000 or more within a 13-month period , you may obtain Class A shares at the same reduced front-end sales charge as though the total quantity were invested in one lump sum, by filing a non-binding Letter of Intent (the Letter) within 90 days of the start of the purchases. Each investment you make after signing the Letter will be entitled to the sales charge applicable to the total investment indicated in the Letter. For example, a $2,500 purchase toward a $50,000 Letter would receive the same reduced sales charge as if the $50,000 had been invested at one time. To ensure that the reduced front-end sales charge will be received on future purchases, you or your investment professional must inform the Transfer Agent that the Letter is in effect each time Class A or Class B shares are purchased. Neither income dividends nor capital gain distributions taken in additional shares will apply toward the completion of the Letter.

Your initial investment must be at least 5% of the total amount you plan to invest. Out of the initial purchase, 5% of the dollar amount specified in the Letter will be registered in your name and held in escrow. The Class A shares held in escrow cannot be redeemed or exchanged until the Letter is satisfied or the additional front-end sales charges have been paid. You will earn income dividends and capital gain distributions on escrowed shares. T he escrow will be released when your purchase of the total amount has been completed. You are not obligated to complete the Letter.

If you purchase more than the amount specified in the Letter and qualify for a further sales charge reduction, the sales charge will be adjusted to reflect your total purchase at the end of 13 months. Surplus funds will be applied to the purchase of additional Class A shares at the then current offering price applicable to the total purchase.

If you do not complete your purchase under the Letter within the 13 - month period, your front-end sales charge will be adjusted upward, corresponding to the amount actually purchased, and if after a 30-day written notice, you do not pay the increased front-end sales charge, sufficient escrowed Class A shares will be redeemed to pay such charge.

REDEMPTION INFORMATION

SYSTEMATIC WITHDRAWAL PLAN. If you would like to make arrangements for systematic monthly or quarterly redemptions from your Fidelity account call Service for further information. Since a sales charge is applied on new shares you buy, it is to your disadvantage to buy shares while also making systematic redemptions.

DISTRIBUTIONS AND TAXES

DISTRIBUTIONS. If you request to have distributions mailed to you and the U.S. Postal Service cannot deliver your check, or if your checks remain uncashed for six months, Fidelity may reinvest your distributions at the then-current NAV. All subsequent distributions will then be reinvested until you provide Fidelity with alternate instructions.

DIVIDENDS. A portion of the Fund's income may qualify for the dividends-received deduction available to corporate shareholders to the extent that the Fund's income is derived from qualifying dividends. Because the Fund may also earn other types of income, such as interest, income from securities loans, non-qualifying dividends and short-term capital gains, the percentage of dividends t hat qualify for the deduction will generally be less than 100%. The Fund will notify corporate shareholders annually of the percentage of Fund dividends which qualify for the dividends received deduction. A portion of the Fund's dividends derived from certain U.S. government obligations may be exempt from state and local taxation. Gains (losses) attributable to foreign currency fluctuations are generally taxable as ordinary income and therefore will increase (decrease) dividend distributions. The Fund will send each shareholder a notice in January describing the tax status of dividends and capital gain distributions for the prior year.

CAPITAL GAIN DISTRIBUTIONS. Long-term capital gains realized by the Fund on the sale of securities and distributed to shareholders are federally taxable as long-term capital gains regardless of the length of time that shareholders have held their shares. If a shareholder receives a long-term capital gain distribution on shares of the Fund, and such shares are held less than six months and are sold at a loss, the portion of the loss equal to the amount of the long-term capital gain distribution will be considered a long-term loss for tax purposes.

Short-term capital gains distributed by the Fund are taxable to shareholders as dividends, not as capital gains. Distributions from s hort-term capital gains do not qualify for the dividends - received deduction.

FOREIGN TAXES. Foreign governments may withhold taxes on dividends and interest paid with respect to foreign securities. Because the Fund does not currently anticipate that securities of foreign corporations will constitute more than 50% of its total assets at the end of its fiscal year, shareholders should not expect to claim a foreign tax credit or deduction on their federal income tax returns with respect to foreign taxes withheld.

TAX STATUS OF THE FUND. The Fund has qualified and intends to continue to qualify as a "regulated investment company" for tax purposes, so that it will not be liable for federal tax on income and capital gains distributed to shareholders. In order to qualify as a regulated investment company and avoid being subject to federal income or excise taxes, the Fund intends to distribute substantially all of its net investment income and realized capital gains within each calendar year as well as on a fiscal year basis. The Fund also intends to comply with other tax rules applicable to regulated investment companies, including a requirement that capital gains from the sale of securities held for less than three months must constitute less than 30% of the Fund's gross income for each fiscal year. Gains from some forward currency contracts, futures contracts, and options are included in this 30% calculation, which may limit the Fund's investments in such instruments.

If the Fund purchases shares in certain foreign investment entities, called passive foreign investment companies (PFICs), it may be subject to U.S. federal income tax on a portion of any excess distribution or gain from the disposition of such shares. Interest charges may also be imposed on the Fund with respect to deferred taxes arising from such distributions or gains.

OTHER TAX INFORMATION. The information above is only a summary of some of the tax consequences generally affecting the Fund and its shareholders, and no attempt has been made to discuss individual tax consequences. In addition to federal income taxes, shareholders of the Fund may be subject to state and local taxes on distributions received from the Fund. Investors should consult their tax advis e rs to determine whether the Fund is suitable for their particular tax situation.

The Fund is treated as a separate entity from other funds of Fidelity Advisor Series VIII for tax purposes.

FMR

FMR is a wholly owned subsidiary of FMR Corp., a parent company organized in 1972. At present, the principal operating activities of FMR Corp. are those conducted by three of its divisions as follows: Fidelity Service Co. (Service), which is the transfer and shareholder servicing agent for certain of the funds advised by FMR; Fidelity Investments Institutional Operations Company (FIIOC), which performs shareholder servicing functions for certain institutional customers; and Fidelity Investments Retail Marketing Company, which provides marketing services to various companies within the Fidelity organization.

Several affiliates of FMR also are engaged in the investment advisory business. Fidelity Management Trust Company provides trustee, investment advisory and administrative services to retirement plans and corporate employee benefit accounts. FMR U.K. and Far East, both wholly owned subsidiaries of FMR formed in 1986, supply investment research information and may provide portfolio serrvices to FMR in connection with certain funds advised by FMR. Analysts employed by FMR, FMR U.K., and FMR Far East research and visit thousands of domestic and foreign companies each year. FMR Texas Inc. (FMR Texas), a wholly owned subsidiary of FMR formed in 1989, will supply portfolio management and research services in connection with certain money market funds advised by FMR.

TRUSTEES AND OFFICERS

The Board of Trustees and executive officers of the Fund are listed below. Except as indicated, each individual has held the office shown or other offices in the same company for the last five years. All persons named as Trustees and officers also serve in similar capacities for other funds advised by FMR. Unless otherwise noted, the business address of each Trustee and officer is 82 Devonshire Street, Boston, Massachusetts 02109, which is also the address of FMR. Those Trustees who are " interested persons" (as defined in the 1940 Act) by virtue of their affiliation with either the Fund or FMR, are indicated by an asterisk (*).

*EDWARD C. JOHNSON 3d, Trustee and President, is Chairman, Chief Executive Officer and a Director of FMR Corp.; a Director and Chairman of the Board and of the Executive Committee of FMR; Chairman and a Director of FMR Texas Inc. (1989), Fidelity Management & Research (U.K.) Inc., and Fidelity Management & Research (Far East) Inc.

*J. GARY BURKHEAD, Trustee and Senior Vice President, is President of FMR; and President and a Director of FMR Texas Inc. (1989), Fidelity Management & Research (U.K.) Inc., and Fidelity Management & Research (Far East) Inc.

RALPH F. COX, 200 Rivercrest Drive, Fort Worth, TX, Trustee (1991), is a consultant to Western Mining Corporation (1994). Prior to February 1994, he was President of Greenhill Petroleum Corporation (petroleum exploration and production, 1990). Until March 1990, Mr. Cox was President and Chief Operating Officer of Union Pacific Resources Company (exploration and production). He is a Director of Sanifill Corporation (non-hazardous waste, 1993), and CH2M Hill Companies (engineering). In addition, he served on the Board of Directors of the Norton Company (manufacturer of industrial devices, 1983-1990) and continues to serve on the Board of Directors of the Texas State Chamber of Commerce, and is a member of advisory boards of Texas A&M University and the University of Texas at Austin.

PHYLLIS BURKE DAVIS, P.O. Box 264, Bridgehampton, NY, Trustee (1992). Prior to her retirement in September 1991, Mrs. Davis was the Senior Vice President of Corporate Affairs of Avon Products, Inc. She is currently a Director of BellSouth Corporation (telecommunications), Eaton Corporation (manufacturing, 1991), and the TJX Companies, Inc. (retail stores, 1990), and previously served as a Director of Hallmark Cards, Inc. (1985-1991) and Nabisco Brands, Inc. In addition, she serves as a Director of the New York City Chapter of the National Multiple Sclerosis Society, and is a member of the Advisory Council of the International Executive Service Corps. and the President's Advisory Council of The University of Vermont School of Business Administration.

RICHARD J. FLYNN, 77 Fiske Hill, Sturbridge, MA, Trustee, is a financial consultant. Prior to September 1986, Mr. Flynn was Vice Chairman and a Director of the Norton Company (manufacturer of industrial devices). He is currently a Director of Mechanics Bank and a Trustee of College of the Holy Cross and Old Sturbridge Village, Inc.

E. BRADLEY JONES, 3881-2 Lander Road, Chagrin Falls, OH, Trustee (1990). Prior to his retirement in 1984, Mr. Jones was Chairman and Chief Executive Officer of LTV Steel Company. Prior to May 1990, he was Director of National City Corporation (a bank holding company) and National City Bank of Cleveland. He is a Director of TRW Inc. (original equipment and replacement products), Cleveland-Cliffs Inc (mining), NACCO Industries, Inc. (mining and marketing), Consolidated Rail Corporation, Birmingham Steel Corporation, Hyster-Yale Materials Handling, Inc. (1989), and RPM, Inc. (manufacturer of chemical products, 1990). In addition, he serves as a Trustee of First Union Real Estate Investments, Chairman of the Board of Trustees and a member of the Executive Committee of the Cleveland Clinic Foundation, a Trustee and a member of the Executive Committee of University School (Cleveland), and a Trustee of Cleveland Clinic Florida.

DONALD J. KIRK, 680 Steamboat Road, Apartment #1-North, Greenwich, CT, Trustee, is a Professor at Columbia University Graduate School of Business and a financial consultant. Prior to 1987, he was Chairman of the Financial Accounting Standards Board. Mr. Kirk is a Director of General Re Corporation (reinsurance) and Valuation Research Corp. (appraisals and valuations, 1993). In addition, he serves as Vice Chairman of the Board of Directors of the National Arts Stabilization Fund and Vice Chairman of the Board of Trustees of the Greenwich Hospital Association.

*PETER S. LYNCH, Trustee (1990) is Vice Chairman of FMR (1992). Prior to his retirement on May 31, 1990, he was a Director of FMR (1989) and Executive Vice President of FMR (a position he held until March 31, 1991); Vice President of Fidelity Magellan Fund and FMR Growth Group Leader; and Managing Director of FMR Corp. Mr. Lynch was also Vice President of Fidelity Investments Corporate Services (1991-1992). He is a Director of W.R. Grace & Co. (chemicals, 1989) and Morrison Knudsen Corporation (engineering and construction). In addition, he serves as a Trustee of Boston College, Massachusetts Eye & Ear Infirmary, Historic Deerfield (1989) and Society for the Preservation of New England Antiquities, and as an Overseer of the Museum of Fine Arts of Boston (1990).

GERALD C. McDONOUGH, 135 Aspenwood Drive, Cleveland, OH, Trustee (1989), is Chairman of G.M. Management Group (strategic advisory services). Prior to his retirement in July 1988, he was Chairman and Chief Executive Officer of Leaseway Transportation Corp. (physical distribution services). Mr. McDonough is a Director of ACME-Cleveland Corp. (metal working, telecommunications and electronic products), Brush-Wellman Inc. (metal refining), York International Corp. (air conditioning and refrigeration, 1989), Commercial Intertech Corp. (water treatment equipment, 1992), and Associated Estates Realty Corporation (a real estate investment trust, 1993).

EDWARD H. MALONE, 5601 Turtle Bay Drive #2104, Naples, FL, Trustee. Prior to his retirement in 1985, Mr. Malone was Chairman, General Electric Investment Corporation and a Vice President of General Electric Company. He is a Director of Allegheny Power Systems, Inc. (electric utility), General Re Corporation (reinsurance) and Mattel Inc. (toy manufacturer). In addition, he serves as a Trustee of Corporate Property Investors, the EPS Foundation at Trinity College, The Naples Philharmonic Center for the Arts, and Rensselaer Polytechnic Institute, and he is a member of the Advisory Boards of Butler Capital Corporation Funds and Warburg, Pincus Partnership Funds.

MARVIN L. MANN, 55 Railroad Avenue, Greenwich, CT, Trustee (1993) is Chairman of the Board, President, and Chief Executive Officer of Lexmark International, Inc. (office machines, 1991). Prior to 1991, he held the positions of Vice President of International Business Machines Corporation ("IBM") and President and General Manager of various IBM divisions and subsidiaries. Mr. Mann is a Director of M.A. Hanna Company (chemicals, 1993) and Infomart (marketing services, 1991), a Trammell Crow Co. In addition, he serves as the Campaign Vice Chairman of the Tri-State United Way (1993) and is a member of the University of Alabama President's Cabinet (1990).

THOMAS R. WILLIAMS, 21st Floor, 191 Peachtree Street, N.E., Atlanta, GA, Trustee, is President of The Wales Group, Inc. (management and financial advisory services). Prior to retiring in 1987, Mr. Williams served as Chairman of the Board of First Wachovia Corporation (bank holding company), and Chairman and Chief Executive Officer of The First National Bank of Atlanta and First Atlanta Corporation (bank holding company). He is currently a Director of BellSouth Corporation (telecommunications), ConAgra, Inc. (agricultural products), Fisher Business Systems, Inc. (computer software), Georgia Power Company (electric utility), Gerber Alley & Associates, Inc. (computer software), National Life Insurance Company of Vermont, American Software, Inc. (1989), and AppleSouth, Inc. (restaurants, 1992).

GARY L. FRENCH, Treasurer (1991). Prior to becoming Treasurer of the Fidelity funds, Mr. French was Senior Vice President, Fund Accounting - Fidelity Accounting & Custody Services Co. (1991); Vice President, Fund Accounting - Fidelity Accounting & Custody Services Co. (1990); and Senior Vice President, Chief Financial and Operations Officer - Huntington Advisers, Inc. (1985-1990).

ARTHUR S. LORING, Secretary, is Senior Vice President and General Counsel of FMR, Vice President-Legal of FMR Corp., and Vice President and Clerk of FDC.

ROBERT H. MORRISON, Manager, Security Transactions, is an employee of FMR.

DANIEL R. FRANK, Vice President of the Fund (1986), and an employee of FMR.

Under a retirement program that became effective on November 1, 1989, Trustee s , upon reaching age 72, become eligible to participate in a defined benefit retirement program under which they receive payments during their lifetime from the Fund, based on their basic trustees fees and length of service. Currently Messrs. Robert L. Johnson, William R. Spaulding, Bertram H. Witham and David L.Yunich participate in this program.

As of May 31, 1994 , the Trustees and officers of the Fund owned in the aggregate less than 1% of the outstanding shares of the Fund.

MANAGEMENT AND OTHER SERVICES

U nder its Management Contract with the Fund, FMR acts as investment adviser and, subject to the supervision of the Board of Trustees, directs the investments of the Fund in accordance with its investment objective, policies, and limitations. FMR also provides the f und with all necessary office facilities and personnel for servicing the Fund's investments, and compensates all officers of the Trust , all Trustees who are "interested persons" of the Trust or of FMR, and all personnel of the Trust or FMR performing services relating to research, statistical, and investment activities.

In addition, FMR or its affiliates, subject to the supervision of the Board of Trustees, provide the management and administrative services necessary for the operation of the Fund. These services include : providing facilities for maintaining the Fund's organization; supervising relations with custodians, transfer and pricing agents, accountants, underwriters, and other persons dealing with the Fund; preparing all general shareholder communications and conducting shareholder relations; maintaining the Fund's records and the registration of the Fund's shares under federal and state law; developing management and shareholder services for the Fund; and furnishing reports, evaluations, and analyses on a variety of subjects to the Board of Trustees.

In addition to the management fee payable to FMR and the fees payable to Service , the Fund pays all of its expenses, without limitation, that are not assumed by those parties. The F und pay s for typesetting, printin g and mailing of proxy material to shareholders, legal expenses, and the fees of the custodian, auditor, and non-interested Trustees. Although the F und's management contract provides that the F und will pay for typesetting, printing, and mailing prospectuses, statements of additional information, notices, and reports to shareholders, the Tru st has entered into a revised transfer agent agreement with Service , pursuant to which Service bears the cost of providing these services to s hareholders. Other expenses paid by the Fund include interest, taxes, brokerage commissions, the Fu nd's proportionate share of insurance premiums and Investment Company Institute dues, and the costs of registering shares under federal and state securities laws.

The Fund is also liable for such nonrecurring expenses as may arise, including costs of any litigation to which the fund may be a party and any obligation it may have to indemnify its officers and Trustees with respect to litigation.

FMR is the Fund's manager pursuant to an Ma nagement Contract dated November 29, 1990, which was approved by shareholders on September 19, 1990. For the services of FMR under the Contract, the Fund pays FMR a monthly management fee composed of the sum of two elements: a basic fee and a performance adjustment based on a comparison of the Fund's performance to that of the S&P 500.

COMPUTING THE BASIC FEE. The Fund's basic fee rate is composed of two elements: a group fee rate and an individual fund fee rate. The group fee rate is based on the monthly average net assets of all of the registered investment companies with which FMR has management contracts and is calculated on a cumulative basis pursuant to the graduated schedule shown below on the left. Also shown below , on the right, in the effective annual fee rate schedule are the results of cumulatively applying

the annualized rates at varying asset levels. For example, the effective annual fee rate at $216.7 billion of group net assets - their approximate level for the month of September 30, 1993 - was .3262%, which is the weighted average of the respective fee rates for each level of group net assets up to that level.
GROUP FEE RATE SCHEDULE* EFFECTIVE ANNUAL FEE RATES

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Average Group Assets	Annualized Rate	Group Net Assets	Effective Annual Fee Rate

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$ 0	-	3 billion	.520%	$ 0.5 billion	.5200%
3	-	6	.490	25	.4238
6	-	9	.460	50	.3823
9	-	12	.430	75	.3626
12	-	15	.400	100	.3512
15	-	18	.385	125	.3430
18	-	21	.370	175	.3325
21	-	24	.360	200	.3284
24	-	30	.350	225	.3253
30	-	36	.345	250	.3223
36	-	42	.340	275	.3198
42	-	48	.335	300	.3175
48	-	66	.325	325	.3153
66	-	84	.320	350	.3133
84	-	102	.315		
102	-	138	.310		
138	-	174	.305		
174	-	228	.300		
228	-	282	.295		
282	-	336	.290		
Over		336	.285		

</TABLE>

* The rates shown for average group assets in excess of $138 billion were adopted by FMR on a voluntary basis on January 1, 1992. Rates in excess of $174 billion were adopted by FMR on November 1, 1993. Each was adopted pending shareholder approval of a new management contract reflecting the extended schedule. The extended schedule provides for lower management fees as total assets under management increase.

The individual fund fee rate is .30%. Based on the average group net assets of funds advised by FMR for September 1993, the annual basic fee rate would be calculated as follows:

Group Fee Rate		Individual Fund Fee Rate		Basic Fee Rate
.3262%.	+	.30%	=	.6262%

One twelfth of this annual basic fee rate is then applied to the Fund's net assets averaged for the most current month, giving a dollar amount , which is the fee for that month.

COMPUTING THE PERFORMANCE ADJUSTMENT. The basic fee is subject to an upward or downward adjustment, depending upon whether, and to what extent, the Fund's investment performance for the performance period exceeds, or is exceeded by, the record of the S&P 500 over the same period. The performance period consists of the recent month plus the previous 35 months. Each percentage point of difference (up to a maximum difference of "10) is multiplied by a performance adjustment rate of .02%. The maximum annualized adjustment rate is therefore ".20%. The Fund is comprised of three classes of shares: Initial Shares, Class A Shares and Class B Shares. Investment performance will be measured separately for each class, and the least of the three results obtained will be used in calculating the performance adjustment to the management fee paid by the Fund. This performance comparison is made at the end of each month. One twelfth of this rate is then applied to the Fund's average net assets for the entire performance period, giving a dollar amount which will be added to (or subtracted from) the basic fee.

The Fund's performance is calculated based on change in NAV. For the purposes of calculating the performance adjustment, any dividends or capital gain distributions paid by the Fund are treated as if reinvested in Fund shares at the NAV as of the record date for payment. The record of the S&P 500 is based on change in value; this is adjusted for any cash distributions from the companies whose securities comprise the S&P 500.

Because the adjustment to the basic fee is based on the Fund's performance compared to the investment record of the S&P 500, the controlling factor is not whether the Fund's performance is up or down per se, but whether it is up or down more or less than the record of the S&P 500. Moreover, the comparative investment performance of the Fund is based solely on the relevant performance period without regard to the cumulative performance over a longer or shorter period of time.

Because the Performance Adjustment rate is applied to the Fund's average net assets for the entire performance period, the dollar amount of the Performance Adjustment will depend upon the Fund's average net assets over the extent of the performance period rather than current net assets. Accordingly, application of the Performance Adjustment rate to average net assets for the full performance period generally will result in a higher dollar amount when the Fund's net assets are decreasing (and a lower dollar amount when the Fund's net assets are increasing), than would occur if the Performance Adjustment rate were applied to the current month's assets.

During the fiscal years ended September 30, 1993, 1992, and 1991, FMR received $1,291,906, $1,087,250, and $1,240,019 respectively, for its services as investment adviser to the Fund . These fees were equivalent to .54%, .51%, and .60%, respectively, of the average net assets of the Fund for each of those years . The fee for fiscal year 1993 includes the basic fee, an upward adjustment of $81,040 and an upward adjustment to prior periods fees of $377,292 . The fees for fiscal years 1993, 1992, and 1991 include both the basic fee and the performance adjustment. The performance adjustments were downward adjustments of $268,871, and $86,141, for fiscal years 1992 and 1991, respectively.

To comply with the California Code of Regulations, FMR will reimburse the Fund if and to the extent that the Fund's aggregate annual operating expenses exceed specified percentages of its average net assets. The applicable percentages are 2 1/2% of the first $30 million, 2% of the next $70 million, and 1 1/2% of average net assets in excess of $100 million. When calculating the Fund's expenses for purposes of this regulation, the Fund may exclude interest, taxes, brokerage commissions and extraordinary expenses as well as a portion of its distribution plan expenses and custodian fees attributable to investments in foreign securities.

FMR retains the ability to be repaid by the Fund for these expense reimbursements in the amount that expenses fall below the limit prior to the end of the fiscal year. Fee reimbursements by FMR will increase the Fund's total return, and reimbursements by the Fund will lower its total return.

SUB-ADVISERS. FMR has entered into sub-advisory agreements with FMR U.K. and FMR Far East . P ursuant to the sub-advisory agreements, FMR may receive investment advice and research services outside the United States from the sub-advisers.

Currently, FMR U.K. and FMR Far East each focus on issuers in countries other than the United States such as those in Europe, Asia and the Pacific Basin. FMR U.K. and FMR Far East, are wholly-owned subsidiaries of FMR .

Under t he sub-advisory agreements FMR pays the fees of FMR U.K. and FMR Far East . For providing non-discretionary investment advice and research services, the sub-advisers are compensated as follows:

FMR pays FMR U.K. and FMR Far East fee equal to 110% and 105%, respectively, of FMR U.K.'s and FMR Far East's costs incurred in connection with providing investment advice and research services.

Fidelity Service Company is transfer, dividend disbursing and shareholders' servicing agent for the Fund. Effective June 1, 1990, pursuant to an amended agreement with Service, the Fund pays a per account fee and a monetary transaction fee of $65 and $14, respectively or $60 and $12, respectively, depending on the nature of the service provided. Fees for certain institutional retirement plan accounts are based on the net asset value of all such accounts in the Fund.

Under the revised contract, Service pays out-of-pocket expenses associated with providing transfer agent services. In addition, Service bears the expense of typesetting, printing and mailing Prospectuses, Statements of Additional Information, reports, notices and statements to shareholders.

The transfer agent fees paid to Service by the Fund for fiscal years ended September 30, 1993, 1992, and 1991, amounted to $38,794, $38,153, and $38,961.

The Fund's agreement with Service provides that Service will perform the calculations necessary to determine the Fund's NAV and dividends and maintain the Fund's accounting records. Prior to July 1, 1991, the annual fee for these pricing and bookkeeping services was based on two schedules, one pertaining to the Fund's average net assets, and one pertaining to the type and number of transactions made. The fee rates in effect as of July 1, 1991 are based on the Fund's average net assets, specifically .06% for the first $500 million of average net assets and .03% for average net assets in excess of $500 million. The fee is limited to a minimum of $45,000 and a maximum of $750,000 per year. Service also receives fees for administering the Fund's securities lending program. Securities lending fees are based on the number and duration of individual securities loans. For the fiscal years ended September 30, 1993, 1992, and 1991, the fees paid to Service for pricing and bookkeeping services (including reimbursements for related out-of-pocket expenses) and for administering the Fund's securities lending program were $145,494, $129,183, and $134,423, respectively.

THE DISTRIBUTOR

The Fund has a General Distribution Agreement with Distributors, a Massachusetts corporation organized July 18, 1960. Distributors, is a broker-dealer registered under the Securities Exchange Act of 1934 and is a member of the National Association of Securities Dealers, Inc. The General Distribution Agreement calls for Distributors to use all reasonable efforts, consistent with its other business, to secure purchasers for shares of the Fund, which are offered continuously. Promotional and administrative expenses in connection with the offer and sale of shares are paid by Distributors. Distributors also acts as general distributor for other publicly offered Fidelity funds. The expenses of these operations are borne by FMR or Distributors.

The Glass-Steagall Act generally prohibits federally and state chartered or supervised banks from engaging in the business of underwriting, selling or distributing securities. Although the scope of this prohibition under the Glass-Steagall Act has not been clearly defined, in Distributors' opinion, it should not preclude a bank from being paid for shareholder servicing and recordkeeping functions. Distributors intends to engage banks only to perform such functions. However, changes in federal or state statutes and regulations pertaining to the permissible activities of banks and their affiliates or subsidiaries, as well as further judicial or administrative decisions or interpretations, could prevent a bank from continuing to perform all or a part of the contemplated services. If a bank were prohibited from so acting, the Trustees would consider what actions, if any, would be necessary to continue to provide efficient and effective shareholder services. In such event, changes in the operation of the Fund might occur, including possible termination of any automatic investment or redemption or other services then provided by the bank. It is not expected that shareholders would suffer any adverse financial consequences as a result of any of these occurrences. The Fund may execute portfolio transactions with and purchase securities issued by depository institutions that receive payments from the Fund for other services. No preference will be shown in the selection of investments for the instruments of such depository institutions. In addition, state securities laws on this issue may differ from the interpretations of federal law expressed herein, and banks and financial institutions may be required to register as dealers pursuant to state law.

DESCRIPTION OF THE TRUST

TRUST ORGANIZATION. Fidelity Advisor Strategic Opportunities Fund is a series of Fidelity Advisor Series VIII (formerly Fidelity Special Situations Fund), an open-end management investment company organized as a Massachusetts business trust on September 23, 1983, as amended and restated October 1, 1986, and as supplemented November 29, 1990. On April 15, 1993 the name of the Trust was changed from Fidelity Special Situations Fund to Fidelity Advisor Series VIII. Currently there are two funds in the Trust: Fidelity Advisor Strategic Opportunities Fund and Fidelity Advisor Emerging Markets Income Fund. The Declaration of Trust permits the Trustees to create additional funds.

In the event that FMR ceases to be the investment adviser to the Trust or a f und, the right of the Trust or Fund to use the identifying name "Fidelity" may be withdrawn.

The assets of the Trust received for the issue or sale of shares of each series and all income, earnings, profits, and proceeds thereof, subject only to the rights of creditors, are especially allocated to such series, and constitute the underlying assets of such fund. The underlying assets of each series are segregated on the books of account, and are to be charged with the liabilities with respect to such fund and with a share of the general expenses of the Trust. Expenses with respect to the Trust are to be allocated in proportion to the asset value of the respective series, except where allocations of direct expense can otherwise be fairly made.

The officers of the Trust, subject to the general supervision of the Board of Trustees, have the power to determine which expenses are allocable to a given series, or which are general or allocable to all of the series. In the event of the dissolution or liquidation of the Trust, shareholders of each series are entitled to receive as a class the underlying assets of such series available for distribution.

SHAREHOLDER AND TRUSTEE LIABILITY. The Trust is an entity of the type commonly known as "Massachusetts business trust." Under Massachusetts law, shareholders of such a trust may, under certain circumstances, be held personally liable for the obligations of the trust. The Declaration of Trust provides that the Trust shall not have any claim against shareholders except for the payment of the purchase price of shares and requires that each agreement, obligation, or instrument entered into or executed by the Trust or the Trustees include a provision limiting the obligations created thereby to the Trust and its assets. The Declaration of Trust provides for indemnification out of each fund's property of any shareholders held personally liable for the obligations of the fund. The Declaration of Trust also provides that each fund shall, upon request, assume the defense of any claim made against any shareholder for any act or obligation of the fund and satisfy any judgment thereon. Thus, the risk of a shareholder incurring financial loss on account of shareholder liability is limited to circumstances in which the Fund itself would be unable to meet its obligations. FMR believes that, in view of the above, the risk of personal liability to shareholders is remote.

The Declaration of Trust further provides that the Trustees, if they have exercised reasonable care, will not be liable for neglect or wrongdoing, but nothing in the Declaration of Trust protects a Trustee against any liability to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties in the conduct of his office. Claims asserted against Class A shares may subject holders of Class B shares to certain liabilities and claims asserted against Class B shares may subject holders of Class A shares to certain liabilities.

VOTING RIGHTS. The F und's capital consists of shares of beneficial interest . The shares have no preemptive or conversion rights; the voting and dividend rights, the right of redemption, and the privilege of exchange are described in th e Prospec tus. Shares are fully paid and nonassessable, except as set forth under the heading "Shareholder and Trustee Liability" on page 26. Shareholders representing 10% or more of a Trust or a fund or class of a fund may, as set forth in the Declaration of Trust, call meetings of the Trust , fund or class of a fund for any purpose, related to the Trust or fund, as the case may be, including the case of meeting of the Trust, the purpose of voting on removal of one or more Trustees. The Trust or any fund may be term inated upon the sale of its assets to another open-end management investment company, or upon liquidation and distribution of its assets, if approved by vote of the holders of a majority of the outstanding shares of the Trust or Fund . If not so terminated, the Trust and funds will continue indefinitely.

As of June 10 , 1994, the following owned of record or beneficially more than 5% of the outstanding shares of the Fund: Merrill Lynch Price Fenner & Smith, Jacksonville, FL, owned 2 0 %; A.G. Edwards & Sons, St. Louis, MO, owned 9 %; Smith Barney Shearson, New York, NY, owned 8 %; Cigna Securities, Inc., Hartford, CT, owned 8 %.

CUSTODIAN. Brown Brothers Harriman & Co., 40 Water St., Boston, Massachusetts, is custodian of the assets of the Fund. The custodian is responsible for the safekeeping of the Fund's assets and the appointment of subcustodian banks and clearing agencies. The custodian takes no part in determining the investment policies of the Fund or in deciding which securities are purchased or sold by the Fund. The Fund may, however, invest in obligations of the custodian and may purchase securities from or sell securities to the custodian.

FMR, its officers and directors, its affiliated companies, and the Trust's Trustees may from time to time have transactions with various banks, including banks serving as custodians for certain of the funds advised by FMR. The Boston branch of the Fund's custodian bank leases its office space from an affiliate of FMR at a lease payment which, when entered into, was consistent with prevailing market rates. Transactions that have occurred to date have included mortgages and personal and general business loans. In the judgment of FMR, the terms and conditions of those transactions were not influenced by existing or potential custodial or other fund relationships.

AUDITOR. Coopers and Lybrand, One Post Office Square, Boston, Massachusetts, serves as the Trust 's independent accountant. The auditor examines financial statements for the Trust and provides other audit, tax, and related services.

FINANCIAL STATEMENTS

Initial Shares' financial statements and financial highlights for the fiscal year ended September 30, 1993 are included in its Annual Report, which is a separate report supplied with this Statement of Additional Information. Initial Shares' financial statements and financial highlights are incorporated herein by reference.

FIDELITY ADVISOR STRATEGIC OPPORTUNITIES FUN D: CLASS A

FIDELITY ADVISOR STRATEGIC OPPORTUNITIES FUND: CLASS B

A FUND OF FIDELITY ADVISOR SERIES VIII

STATEMENT OF ADDITIONAL INFORMATION

JUNE 30, 1994

This Statement is not a prospectus but should be read in conjunction with the current Fidelity Advisor Strategic Opportunities Fund (the Fund) Prospectuses (dated June 30, 1994). The Fund offers its shares to retail investors. Retail investors are offered Class A and Class B shares. Please retain this document for future reference. The Annual Report for Class A for the fiscal year ended September 30, 1993, a separate report supplied with this Statement of Additional Information, is incorporated herein by reference. Additional copies of either Prospectus, Statement of Additional Information or Annual Report are available without charge upon request from Fidelity Distributors Corporation, 82 Devonshire Street, Boston, Massachusetts 02109, or from your investment professional.

NATIONWIDE 800-840-6333

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INVESTMENT ADVISER

Fidelity Management & Research Company (FMR)

INVESTMENT SUB-ADVISERS

Fidelity Management & Research (U.K.) Inc. (FMR U.K.)

Fidelity Management & Research (Far East) Inc. (FMR Far East)

DISTRIBUTOR

Fidelity Distributors Corporation (Distributors)

TRANSFER AGENT FOR CLASS A

State Street Bank and Trust Company (State Street or Transfer Agent)

TRANSFER AGENT FOR CLASS B

Fidelity Investments Institutional Operations Company (FIIOC or Transfer Agent)

CUSTODIAN

Brown Brothers Harriman & Co. (Brown Brothers)

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INVESTMENT POLICIES AND LIMITATIONS

The following policies and limitations supplement those set forth in the Prospectus. Unless otherwise noted, whenever an investment policy or limitation states a maximum percentage of the Fund's assets which may be invested in any security or other asset, or sets forth a policy regarding quality standards, such standard or percentage limitation shall be determined immediately after and as a result of the acquisition of such security or other asset. Accordingly, any subsequent change in values, net assets or other circumstances will not be considered when determining whether the investment complies with the Fund's investment policies and limitations.

The Fund's fundamental investment policies and limitations cannot be changed without approval by a "majority of the outstanding voting securities" (as defined in the Investment Company Act of 1940 (1940 Act)) of the Fund. THE FOLLOWING ARE THE FUND'S FUNDAMENTAL INVESTMENT LIMITATIONS SET FORTH IN THEIR ENTIRETY. THE FUND MAY NOT:

(1) purchase the securities of any issuer (other than obligations issued or guaranteed by the government of the United States, its agencies, or instrumentalities) if, as a result thereof, more than 5% of the Fund's total assets (taken at current value) would be invested in the securities of such issuer;

(2) purchase the securities of any issuer, if such purchase, at the time thereof, would cause more than 10% of the outstanding voting securities of such issuer to be held in the Fund's portfolio;

(3) issue senior securities (except to the extent that issuance of one or more classes of shares of the Fund in accordance with an Order issued by

the Securities and Exchange Commission (SEC) may be deemed to constitute issuance of a senior security);

(4) make short sales of securities, (unless it owns, or by virtue of its ownership of other securities has the right to obtain, at no additional cost, securities equivalent in kind and amount to the securities sold); provided, however, that the Fund may enter into forward foreign currency exchange transactions; and further provided that the Fund may purchase or sell futures contracts;

(5) purchase any securities or other property on margin, (except for such short-term credits as are necessary for the clearance of transactions); provided, however, that the Fund may make initial and variation margin payments in connection with purchases or sales of futures contracts or options on futures contracts;

(6) borrow money except that the Fund may borrow money for temporary or emergency purposes (not for leveraging or investment) in an amount not exceeding 33 1/3% of the value of the Fund's total assets (including the amount borrowed) less liabilities (not including borrowings). Any borrowings that come to exceed 33 1/3% of the Fund's total assets by reason of a decline in net assets, will be reduced within three days (exclusive of Sundays and holidays) to the extent necessary to comply with the 33 1/3% limitation. The Fund will not purchase securities for investment while borrowings equaling 5% or more of its total assets are outstanding;

(7) underwrite any issue of securities (except to the extent that the Fund may be deemed to be an underwriter within the meaning of the Securities Act of 1933 in the disposition of "restricted securities");

(8) purchase the securities of any issuer (other than obligations issued or guaranteed by the government of the United States, its agencies, or instrumentalities) if, as a result thereof, more than 25% of the Fund's total assets would be invested in the securities of one or more issuers having their principal business activities in the same industry;

(9) purchase or sell real estate (but this shall not prevent the Fund from investing in marketable securities issued by companies such as real estate investment trusts which deal in real estate or interests therein and participation interests in pools of real estate mortgage loans);

(10) purchase or sell physical commodities unless acquired as a result of ownership of securities or other instruments (but this shall not prevent the Fund from purchasing or selling options and futures contracts or from investing in securities or other instruments backed by physical commodities);

(11) lend any security or make any other loan if as a result, more than 33 1/3% of the Fund's total assets would be lent to other parties except (i) through the purchase of a portion of an issue of debt securities in accordance with its investment objective, policies, and limitations, or (ii) by engaging in repurchase agreements with respect to portfolio securities;

(12) purchase securities of other investment companies (except in the open market where no commission other than the ordinary broker's commission is paid, or as part of a merger or consolidation, and in no event may investments in such securities exceed 10% of the value of total assets of the Fund). The Fund may not purchase or retain securities issued by other open-end investment companies;

(13) invest more than 5% of the Fund's total assets (taken at market value) in the securities of companies which, including predecessors, have a record of less than three years' continuous operation; or

(14) invest in oil, gas, or other mineral exploration or development programs.

THE FOLLOWING INVESTMENT LIMITATIONS ARE NOT FUNDAMENTAL AND MAY BE CHANGED WITHOUT SHAREHOLDER APPROVAL.

(i) The Fund may borrow money only (a) from a bank or from a registered investment company or portfolio for which FMR or an affiliate serves as investment adviser or (b) by engaging in reverse repurchase agreements with any party (reverse repurchase agreements are treated as borrowings for purposes of fundamental investment limitation (6)). The Fund will not borrow from other funds advised by FMR or its affiliates if total outstanding borrowings immediately after such borrowing would exceed 15% of the Fund's total assets.

(ii) The Fund does not currently intend to purchase any security if, as a result, more than 10% of its net assets would be invested in securities that are deemed to be illiquid because they are subject to legal or contractual restrictions on resale or because they cannot be sold or disposed of in the ordinary course of business at approximately the prices at which they are valued.

(i ii) The Fund does not currently intend to invest in securities of real estate investment trusts that are not readily marketable, or to invest in securities of real estate limited partnerships that are not listed on the New York Stock Exchange (NYSE) or the American Stock Exchange (AMEX) or traded on the NASDAQ National Market System.

(i v) The Fund does not currently intend to lend assets other than securities to other parties, except by (i) lending money (up to 5% of the Fund's net assets) to a registered investment company or portfolio for which FMR or an affiliate serves as investment adviser or (ii) acquiring loans, loan participations, or other forms of direct debt instruments and, in connection therewith, assuming any associated unfunded commitments of the sellers. (This limitation does not apply to purchases of debt securities or to repurchase agreements.)

(v) The Fund does not currently intend to purchase warrants, valued at the lower of cost or market, in excess of 5% of the Fund's net assets. Included in that amount, but not to exceed 2% of the Fund's net assets, may be warrants that are not listed on the NYSE or the AMEX. Warrants acquired by the Fund in units or attached to securities are not subject to these restrictions.

(vi) The Fund does not currently intend to invest in oil, gas, or other mineral exploration or development programs or leases.

(vii) The Fund does not currently intend to purchase the securities of any issuer if those officers and Trustees of the Fund and those officers and directors of FMR who individually own more than 1/2 of 1% of the securities of such issuer together own more than 5% of such issuer's securities.

For the Fund's limitations on futures and options transactions, see "Limitations on Futures and Options Transactions" beginning on page 9.

AFFILIATED BANK TRANSACTIONS. The Fund may engage in transactions with financial institutions that are, or may be considered to be, "affiliated persons" of the Fund under the 1940 Act. These transactions may include repurchase agreements with custodian banks; short-term obligations of, and repurchase agreements with, the 50 largest U.S. banks (measured by deposits); municipal securities; U.S. government securities with affiliated financial institutions that are primary dealers in these securities; short-term currency transactions; and short-term borrowings. In accordance with exemptive orders issued by the Securities and Exchange Commission, the Board of Trustees has established and periodically reviews procedures applicable to transactions involving affiliated financial institutions.

THE FUND'S RIGHTS AS A SHAREHOLDER. The Fund does not intend to direct or administer the day-to-day operations of any company. The Fund, however, may exercise its rights as a shareholder and may communicate its views on important matters of policy to management, the Board of Directors, and shareholders of a company when FMR determines that such matters could have a significant effect on the value of the Fund's investment in the company. The activities that the Fund may engage in, either individually or in conjunction with others, may include, among others, supporting or opposing proposed changes in a company's corporate structure or business activities; seeking changes in a company's directors or management; seeking changes in company's direction or policies; seeking the sale or reorganization of the company or a portion of its assets; or supporting or opposing third party takeover efforts. This area of corporate activity is increasingly prone to litigation and it is possible that the Fund could be involved in lawsuits related to such activities. FMR will monitor such activities with a view to mitigating, to the extent possible, the risk of litigation against the Fund and the risk of actual liability if the Fund is involved in litigation. No guarantee can be made, however, that litigation against the Fund will not be undertaken or liabilities incurred.

DELAYED-DELIVERY TRANSACTIONS. The Fund may buy and sell securities on a delayed-delivery or when-issued basis. These transactions involve a commitment by the Fund to purchase or sell specific securities at a predetermined price and/or yield, with payment and delivery taking place after the customary settlement period for that type of security (and more than seven days in the future). Typically, no interest accrues to the purchaser until the security is delivered. The Fund may receive fees for entering into delayed-delivery transactions.

When purchasing securities on a delayed-delivery basis, the Fund assumes the rights and risks of ownership, including the risk of price and yield fluctuations. Because the Fund is not required to pay for securities until the delivery date, these risks are in addition to the risks associated with the Fund's other investments. If the Fund remains substantially fully invested at a time when delayed-delivery purchases are outstanding, the delayed-delivery purchases may result in a form of leverage. When delayed-delivery purchases are outstanding, the Fund will set aside appropriate liquid assets in a segregated custodial account to cover its purchase obligations. When the Fund has sold a security on a delayed-delivery basis, the Fund does not participate in further gains or losses with respect to the security. If the other party to a delayed-delivery transaction fails to deliver or pay for the securities, the Fund could miss a favorable price or yield opportunity, or could suffer a loss.

The Fund may renegotiate delayed-delivery transactions after they are entered into, and may sell underlying securities before they are delivered, which may result in capital gains or losses.

FOREIGN INVESTMENTS. Foreign investments can involve significant risks in addition to the risks inherent in U.S. investments. The value of securities denominated in or indexed to foreign currencies, and of dividends and interest from such securities, can change significantly when foreign currencies strengthen or weaken relative to the U.S. dollar. Foreign securities markets generally have less trading volume and less liquidity than U.S. markets, and prices on some foreign markets can be highly volatile. Many foreign countries lack uniform accounting and disclosure standards comparable to those applicable to U.S. companies, and it may be more difficult to obtain reliable information regarding an issuer's financial condition and operations. In addition, the costs of foreign investing, including withholding taxes, brokerage commissions, and custodial costs, are generally higher than for U.S. investments.

Foreign markets may offer less protection to investors than U.S. markets.

Foreign issuers, brokers, and securities markets may be subject to less government supervision. Foreign security trading practices, including those involving the release of assets in advance of payment, may involve increased risks in the event of a failed trade or the insolvency of a broker-dealer, and may involve substan tial delays. It may also be diffi cult to enforce legal rights in foreign countries.

Investing abroad also involves different political and economic risks. Foreign investments may be affected by actions of foreign governments adverse to the interests of U.S. investors, including the possibility of expropriation or nationalization of assets, confiscatory taxation, restrictions on U.S. investment or on the ability to repatriate assets or convert currency into U.S. dollars, or other government intervention. There may be a greater possibility of default by foreign governments or foreign government-sponsored enterprises. Investments in foreign countries also involve a risk of local political, economic, or social instability, military action or unrest, or adverse diplomatic developments. There is no assurance that FMR will be able to anticipate these potential events or counter their effects.

The considerations noted above generally are intensified for investments in developing countries. Developing countries may have relatively unstable governments, economies based on only a few industries, and securities markets that trade a small number of securities.

The Fund may invest in foreign securities that impose restrictions on transfer within the U.S. or to U.S. persons. Although securities subject to transfer restrictions may be marketable abroad, they may be less liquid than foreign securities of the same class that are not subject to such restrictions.

The Fund may invest in American Depository Receipts and European Depository Receipts (ADRs and EDRs), which are certificates evidencing ownership of shares of a foreign-based issuer held in trust by a bank or similar financial institution. Designed for use in U.S. and European securities markets, respectively, ADRs and EDRs are alternatives to the purchase of the underlying securities in their national markets and currencies.

FOREIGN CURRENCY TRANSACTIONS. The fund may conduct foreign currency transactions on a spot (i.e., cash) basis or by entering into forward contracts to purchase or sell foreign currencies at a future date and price. The fund will convert currency on a spot basis from time to time, and investors should be aware of the costs of currency conversion. Although foreign exchange dealers generally do not charge a fee for conversion, they do realize a profit based on the difference between the prices at which they are buying and selling various currencies. Thus, a dealer may offer to sell a foreign currency to the fund at one rate, while offering a lesser rate of exchange should the fund desire to resell that currency to the dealer. Forward contracts are generally traded in an interbank market conducted directly between currency traders (usually large commercial banks) and their customers. The parties to a forward contract may agree to offset or terminate the contract before its maturity, or may hold the contract to maturity and complete the contemplated currency exchange.

The fund may use currency forward contracts for any purpose consistent with its investment objective. The following discussion summarizes the principal currency management strategies involving forward contracts that could be used by the fund. The fund may also use swap agreements, indexed securities, and options and futures contracts relating to foreign currencies for the same purposes.

When the fund agrees to buy or sell a security denominated in a foreign currency, it may desire to "lock in" the U.S. dollar price of the security. By entering into a forward contract for the purchase or sale, for a fixed amount of U.S. dollars, of the amount of foreign currency involved in the underlying security transaction, the fund will be able to protect itself against an adverse change in foreign currency values between the date the security is purchased or sold and the date on which payment is made or received. This technique is sometimes referred to as a "settlement hedge" or "transaction hedge." The fund may also enter into forward contracts to purchase or sell a foreign currency in anticipation of future purchases or sales of securities denominated in foreign currency, even if the specific investments have not yet been selected by FMR.

The fund may also use forward contracts to hedge against a decline in the value of existing investments denominated in foreign currency. For example, if the fund owned securities denominated in pounds sterling, it could enter into a forward contract to sell pounds sterling in return for U.S. dollars to hedge against possible declines in the pound's value. Such a hedge, sometimes referred to as a "position hedge," would tend to offset both positive and negative currency fluctuations, but would not offset changes in security values caused by other factors. The fund could also hedge the position by selling another currency expected to perform similarly to the pound sterling - for example, by entering into a forward contract to sell Deutschemarks or European Currency Units in return for U.S. dollars. This type of hedge, sometimes referred to as a "proxy hedge," could offer advantages in terms of cost, yield, or efficiency, but generally would not hedge currency exposure as effectively as a simple hedge into U.S. dollars. Proxy hedges may result in losses if the currency used to hedge does not perform similarly to the currency in which the hedged securities are denominated.

The fund may enter into forward contracts to shift its investment exposure from one currency into another. This may include shifting exposure from U.S. dollars to a foreign currency, or from one foreign currency to another foreign currency. For example, if the fund held investments denominated in Deutschemarks, the fund could enter into forward contracts to sell Deutschemarks and purchase Swiss Francs. This type of strategy, sometimes known as a "cross-hedge," will tend to reduce or eliminate exposure to the currency that is sold, and increase exposure to the currency that is purchased much as if the fund had sold a security denominated in one currency and purchased an equivalent security denominated in another. Cross-hedges protect against losses resulting from a decline in the hedged currency, but will cause the fund to assume the risk of fluctuations in the value of the currency it purchases.

Under certain conditions, SEC guidelines require mutual funds to set aside appropriate liquid assets in a segregated custodial account to cover currency forward contracts. As required by SEC guidelines, the fund will segregate assets to cover currency forward contracts, if any, whose purpose is essentially speculative. The fund will not segregate assets to cover forward contracts entered into for hedging purposes, including settlement hedges, position hedges, and proxy hedges.

Successful use of currency management strategies will depend on FMR's skill in analyzing and predicting currency values. Currency management strategies may substantially change the fund's investment exposure to changes in currency exchange rates, and could result in losses to the fund if currencies do not perform as FMR anticipates. For example, if a currency's value rose at a time when FMR had hedged the fund by selling that currency in exchange for dollars, the fund would be unable to participate in the currency's appreciation. If FMR hedges currency exposure through proxy hedges, the fund could realize currency losses from the hedge and the security position at the same time if the two currencies do not move in tandem. Similarly, if FMR increases the fund's exposure to a foreign currency, and that currency's value declines, the fund will realize a loss. There is no assurance that FMR's use of currency management strategies will be advantageous to the fund or that it will hedge at an appropriate time.

ILLIQUID INVESTMENTS are investments that cannot be sold or disposed of in the ordinary course of business at approximately the prices at which they are valued. Under the supervision of the Board of Trustees, FMR determines the liquidity of the Fund's investments and, through reports from FMR, the Board monitors investments in illiquid instruments. In determining the liquidity of the Fund's investments, FMR may consider various factors including (1) the frequency of trades and quotations, (2) the number of dealers and prospective purchasers in the marketplace, (3) dealer undertakings to make a market, (4) the nature of the security (including any demand or tender features) and (5) the nature of the marketplace for trades (including the ability to assign or offset the Fund's rights and obligations relating to the investment). Investments currently considered by the Fund to be illiquid include repurchase agreements not entitling the holder to payment of principal and interest within seven days, over-the-counter options, and non-government stripped fixed-rate mortgage-backed securities . Also, FMR may determine some restricted securities, government-stripped fixed-rate mortgage-backed securities, loans and other direct debt instruments , emerging market securities , and swap agreements to be illiquid. However, with respect to over-the-counter options the Fund writes, all or a portion of the value of the underlying instrument may be illiquid depending on the assets held to cover the option and the nature and terms of any agreement the Fund may have to close out the option before expiration .

RESTRICTED SECURITIES generally can be sold in privately negotiated transactions, pursuant to an exemption from registration under the Securities Act of 1933, or in a registered public offering. Where registration is required, the Fund may be obligated to pay all or part of the registration expense and a considerable period may elapse between the time it decides to seek registration and the time it may be permitted to sell a security under an effective registration statement. If, during such a period, adverse market conditions were to develop, the Fund might obtain a less favorable price than prevailed when it decided to seek registration of the security.

LOANS AND OTHER DIRECT DEBT INSTRUMENTS. Direct debt instruments are interests in amounts owed by a corporate, governmental, or other borrower to lenders or lending syndicates (loans and loan participations), to suppliers of goods or services (trade claims or other receivables), or to other parties. Direct debt instruments are subject to the fund's policies regarding the quality of debt securities.

Purchasers of loans and other forms of direct indebtedness depend primarily upon the creditworthiness of the borrower for payment of principal and interest. Direct debt instruments may not be rated by any nationally recognized rating service. If the fund does not receive scheduled interest or principal payments on such indebtedness, the fund's share price and yield could be adversely affected. Loans that are fully secured offer the fund more protections than an unsecured loan in the event of non-payment of scheduled interest or principal. However, there is no assurance that the liquidation of collateral from a secured loan would satisfy the borrower's obligation, or that the collateral could be liquidated. Indebtedness of borrowers whose creditworthiness is poor involves substantially greater risks and may be highly speculative. Borrowers that are in bankruptcy or restructuring may never pay off their indebtedness, or may pay only a small fraction of the amount owed. Direct indebtedness of developing countries also involves a risk that the governmental entities responsible for the repayment of the debt may be unable, or unwilling, to pay interest and repay principal when due.

Investments in loans through direct assignment of a financial institution's interests with respect to a loan may involve additional risks to the fund. For example, if a loan is foreclosed, the fund could become part owner of any collateral, and would bear the costs and liabilities associated with owning and disposing of the collateral. In addition, it is conceivable that under emerging legal theories of lender liability, the fund could be held liable as a co-lender. Direct debt instruments may also involve a risk of insolvency of the lending bank or other intermediary. Direct debt instruments that are not in the form of securities may offer less legal protection to the fund in the event of fraud or misrepresentation. In the absence of definitive regulatory guidance, the fund relies on FMR's researach in an attempt to avoid situations where fraud or misinterpretation could adversely affect the fund.

A loan is often administered by a bank or other financial institution that acts as agent for all holders. The agent administers the terms of the loan, as specified in the loan agreement. Unless, under the terms of the loan or other indebtedness, the fund has direct recourse against the borrower, it may have to rely on the agent to apply appropriate credit remedies against a borrower. If assets held by the agent for the benefit of the fund were determined to be subject to the claims of the agent's general creditors, the fund might incur certain costs and delays in realizing payment on the loan or loan participation and could suffer a loss of principal or interest.

Direct indebtedness purchased by the fund may include letters of credit, revolving credit facilities, or other standby financing commitments obligating the fund to pay additional cash on demand. These commitments may have the effect of requiring the fund to increase its investment in a borrower at a time when it would not otherwise have done so, even if the borrower's condition makes it unlikely that the amount will ever be repaid. The fund will set aside appropriate liquid assets in a segregated custodial account to cover its potential obligations under standby financing commitments.

The fund limits the amount of total assets that it will invest in any one issuer or issuers within the same industry (see limitations 1 and 8). For purposes of these limitations, the fund generally will treat the borrower as the "issuer" of indebtedness held by the fund. In the case of loan participations where a bank or other lending institution serves as financial intermediary between the fund and the borower, if the participation does not shift to the fund the direct debtor-creditor relationship with the borrower, SEC interpretations require the fund, in appropriate circumstances, to treat both the lending bank or other lending institution and the borrower as issuers for these purposes. Treating a financial intermediary as an isuer of indebtedness may restrict the fund's ability to invest in indebtedness related to a single financial intermediary, or a group of intermediaries engaged in the same industry, even if the underlying borrowers represent many different companies and industries.

LOWER-QUALITY DEBT SECURITIES. The Fund may purchase lower-rated debt securities (those rated Ba or lower by Moody's Investors Service, Inc., or BB by Standard & Poor's Corporation), which have poor protection with respect to the payment of interest and repayment of principal . These securities are often considered to be speculative and involve greater risk of loss or price changes due to changes in the issuer's capacity to pay. The market prices of lower-rated debt securities may fluctuate more than those of higher-rated debt securities and may decline significantly in periods of general economic difficulty which may follow periods of rising interest rates. While the market for high-yield corporate debt securities has been in existence for many years and has weathered previous economic downturns, the 1980s brought a dramatic increase in the use of such securities to fund highly leveraged corporate acquisitions and restructurings. Past experience may not provide an accurate indication of the future performance of the high-yield bond market, especially during periods of economic recession. In fact, from 1989 to 1991, the percentage of lower-quality debt securities that defaulted rose significantly above prior levels, although the default rate decreased in 1992 and 1993.

The market for lower-quality debt securities may be thinner and less active than that for higher-quality debt securities, which can adversely affect the prices at which the former are sold. If market quotations are not available, lower-quality debt securities will be valued in accordance with procedures established by the Board of Trustees, including the use of outside pricing services. Judgment plays a greater role in valuing high-yield corporate debt securities than is the case for securities for which more external sources for quotations and last-sale information are available. Adverse publicity and changing investor perceptions may affect the ability of outside pricing services to value lower-quality debt securities and the Fund's ability to dispose of these securities.

Since the risk of default is higher for lower-quality debt securities, FMR's research and credit analysis are an especially important part of managing securities of this type held by the Fund. In considering investments for the Fund, FMR will attempt to identify those issuers of high-yielding securities whose financial condition is adequate to meet future obligations, has improved, or is expected to improve in the future. FMR's analysis focuses on relative values based on such factors as interest or dividend coverage, asset coverage, earnings prospects, and the experience and managerial strength of the issuer.

The Fund may choose, at its expense or in conjunction with others, to pursue litigation or otherwise to exercise its rights as a security holder to seek to protect the interests of security holders if it determines this to be in the best interest of the Fund's shareholders.

REPURCHASE AGREEMENTS. In a repurchase agreement , the Fund purchases a security and simultaneously commits to resell that security to the seller at an agreed-upon price on an agreed-upon date within a number of days from the date of purchase. The resale price reflects the purchase price plus an agreed-upon incremental amount of interest which is unrelated to the coupon rate or maturity of the purchased security. A repurchase agreement involves the obligation of the seller to pay the agreed-upon price, which obligation is in effect secured by the value (at least equal to the amount of the agreed upon resale price and marked to market daily) of the underlying security. The Fund may enter into a repurchase agreement with respect to any security in which it is authorized to invest. While it does not presently appear possible to eliminate all risks from these transactions (particularly the possibility of a decline in the market value of the underlying securities, as well as delay and costs to the Fund in connection with bankruptcy proceedings), it is the Fund's current policy to limit repurchase agreement transactions to those parties whose creditworthiness has been reviewed and found satisfactory to FMR.

REVERSE REPURCHASE AGREEMENTS. In a reverse repurchase agreement, the Fund sells a portfolio instrument to another party, such as a bank or broker-dealer, in return for cash and agrees to repurchase the instrument at a particular price and time. While a reverse repurchase agreement is outstanding, the Fund will maintain appropriate liquid assets in a segregated custodial account to cover its obligation under the agreement. The Fund will enter into reverse repurchase agreements only with parties whose creditworthiness has been found satisfactory by FMR. Such transactions may increase fluctuations in the market value of the Fund's assets and may be viewed as a form of leverage.

SECURITIES LENDING. The Fund may lend securities to parties such as broker-dealers or institutional investors, including Fidelity Brokerage Services, Inc. (FBSI). FBSI is a member of the NYSE and a subsidiary of FMR Corp.

Securities lending allows the Fund to retain ownership of the securities loaned and, at the same time, to earn additional income. Since there may be delays in the recovery of loaned securities, or even a loss of rights in collateral supplied should the borrower fail financially, loans will be made only to parties deemed by FMR to be of good standing. Furthermore, they will only be made if, in FMR's judgment, the consideration to be earned from such loans would justify the risk.

FMR understands that it is the current view of the SEC Staff that the Fund may engage in loan transactions only under the following conditions: (1) the Fund must receive 100% collateral in the form of cash or cash equivalents (e.g., U.S. Treasury bills or notes) from the borrower; (2) the borrower must increase the collateral whenever the market value of the securities loaned (determined on a daily basis) rises above the value of the collateral; (3) after giving notice, the Fund must be able to terminate the loan at any time; (4) the Fund must receive reasonable interest on the loan or a flat fee from the borrower, as well as amounts equivalent to any dividends, interest, or other distributions on the securities loaned and to any increase in market value; (5) the Fund may pay only reasonable custodian fees in connection with the loan; and (6) the Board of Trustees must be able to vote proxies on the securities loaned, either by terminating the loan or by entering into an alternative arrangement with the borrower.

Cash received through loan transactions may be invested in any security in which the Fund is authorized to invest. Investing this cash subjects that investment, as well as the security loaned, to market forces (i.e., capital appreciation or depreciation).

SHORT SALES "AGAINST THE BOX." If the Fund enters into a short sale against the box, it will be required to set aside securities equivalent in kind and amount to the securities sold short (or securities convertible or exchangeable into such securities) and will be required to hold such securities while the short sale is outstanding. The Fund will incur transaction costs, including interest expense, in connection with opening, maintaining, and closing short sales against the box.

SWAP AGREEMENTS. Swap agreements can be individually negotiated and structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swap agreements may increase or decrease the Fund's exposure to long- or short-term interest rates (in the U.S. or abroad), foreign currency values, mortgage securities, corporate borrowing rates, or other factors such as security prices or inflation rates. Swap agreements can take many different forms and are known by a variety of names. The Fund is not limited to any particular form of swap agreement if FMR determines it is consistent with the Fund's investment objective and policies.

In a typical cap or floor agreement, one party agrees to make payments only under specified circumstances, usually in return for payment of a fee by the other party. For example, the buyer of an interest rate cap obtains the rights to receive payments to the extent that a specified interest rate exceeds an agreed-upon level, while the seller of an interest rate floor is obligated to make payments to the extent that a specified interest rate falls below an agreed-upon level. An interest rate collar combines elements of buying a cap and selling a floor.

Swap agreements will tend to shift the Fund's investment exposure from one type of investment to another. For example, if the Fund agreed to exchange payments in dollars for payments in foreign currency, the swap agreement would tend to decrease the Fund's exposure to U.S. interest rates and increase its exposure to foreign currency and interest rates. Caps and floors have an effect similar to buying or writing options. Depending on how they are used, swap agreements may increase or decrease the overall volatility of the Fund's investments and its share price and yield.

The most significant factor in the performance of swap agreements is the change in the specific interest rate, currency, or other factors that determine the amounts of payments due to and from the Fund. If a swap agreement calls for payments by the Fund, the Fund must be prepared to make such payments when due. In addition, if the counterparty's creditworthiness declined, the value of a swap agreement would be likely to decline, potentially resulting in losses. The Fund expects to be able to reduce its exposure under swap agreements either by assignment or other disposition, or by entering into an offsetting swap agreement with the same party or a similarly creditworthy party.

The Fund will maintain appropriate liquid assets in a segregated custodial account to cover its current obligations under swap agreements. If the Fund enters into a swap agreement on a net basis, it will segregate assets with a daily value at least equal to the excess, if any, of the Fund's accrued obligations under the swap agreement over the accrued amount the Fund is entitled to receive under the agreement. If the Fund enters into a swap agreement on other than a net basis, it will segregate assets with a value equal to the full amount of the Fund's accrued obligations under the agreement.

INDEXED SECURITIES. The Fund may purchase securities whose prices are indexed to the prices of other securities, securities indices, currencies, precious metals or other commodities, or other financial indicators. Indexed securities typically, but not always, are debt securities or deposits whose value at maturity or coupon rate is determined by reference to a specific instrument or statistic. Gold-indexed securities, for example, typically provide for a maturity value that depends on the price of gold, resulting in a security whose price tends to rise and fall together with gold prices. Currency-indexed securities typically are short-term to intermediate-term debt securities whose maturity values or interest rates are determined by reference to the values of one or more specified foreign currencies, and may offer higher yields than U.S. dollar-denominated securities of equivalent issuers. Currency-indexed securities may be positively or negatively indexed; that is, their maturity value may increase when the specified currency value increases, resulting in a security that performs similarly to a foreign-denominated instrument, or their maturity value may decline when foreign currencies increase, resulting in a security whose price characteristics are similar to a put on the underlying currency. Currency-indexed securities may also have prices that depend on the values of a number of different foreign currencies relative to each other.

The performance of indexed securities depends to a great extent on the performance of the security, currency, or other instrument to which they are indexed, and may also be influenced by interest rate changes in the U.S. and abroad. At the same time, indexed securities are subject to the credit risks associated with the issuer of the security, and their values may decline substantially if the issuer's creditworthiness deteriorates. Recent issuers of indexed securities have included banks, corporations, and certain U.S. government agencies. Indexed securities may be more volatile than the underlying instruments.

WARRANTS. The Fund may invest in warrants which entitle the holder to buy equity securities at a specific price for a specific period of time. Warrants may be considered more speculative then certain other types of investments in that they do not entitle a holder to dividends or voting rights with respect to the securities which may be purchased, nor do they represent any rights in the assets of the issuing company. The value of a warrant may be more volatile than the value of the securities underlying the warrants. Also, the value of the warrant does not necessarily change with the value of the underlying securities and a warrant ceases to have value if it is not exercised prior to the expiration date.

LIMITATIONS ON FUTURES AND OPTIONS TRANSACTIONS. The Fund has filed a notice of eligibility for exclusion from the definition of the term "commodity pool operator" with the Commodity Futures Trading Commission (CFTC) and the National Futures Association, which regulate trading in the futures markets, before engaging in any purchases or sales of futures contracts or options on futures contracts. The Fund intends to comply with Rule 4.5 of the regulations under the Commodity Exchange Act, which limits the extent to which the Fund can commit assets to initial margin deposits and option premiums.

In addition to the above limitations, the Fund will not: (a) sell futures contracts, purchase put options, or write call options if, as a result, more than 25% of the Fund's total assets would be hedged with futures and options under normal conditions; (b) purchase futures contracts or write put options if, as a result, the Fund's total obligations upon settlement or exercise of purchased futures contracts and written put options would exceed 25% of its total assets; or (c) purchase call options if, as a result, the current value of option premiums for call options purchased by the Fund would exceed 5% of the Fund's total assets. These limitations do not apply to options attached to or acquired or traded together with their underlying securities, and do not apply to securities that incorporate features similar to options.

The above limitations on the Fund's investments in futures contracts and options, and the Fund's policies regarding futures contracts and options discussed elsewhere in this Statement of Additional Information, are not fundamental policies and may be changed as regulatory agencies permit.

FUTURES CONTRACTS. When the Fund purchases a futures contract, it agrees to purchase a specified underlying instrument at a specified future date. When the Fund sells a futures contract, it agrees to sell the underlying instrument at a specified future date. The price at which the purchase and sale will take place is fixed when the Fund enters into the contract. Some currently available futures contracts are based on specific securities, such as U.S. Treasury bonds or notes, and some are based on indices of securities prices, such as the Standard & Poor's 500 Composite Index of 500 Stocks (S&P 500). Futures can be held until their delivery dates, or can be closed out before then if a liquid secondary market is available.

The value of a futures contract tends to increase and decrease in tandem with the value of its underlying instrument. Therefore, purchasing futures contracts will tend to increase the Fund's exposure to positive and negative price fluctuations in the underlying instrument, much as if it had purchased the underlying instrument directly. When the Fund sells a futures contract, by contrast, the value of its futures position will tend to move in a direction contrary to the market. Selling futures contracts, therefore, will tend to offset both positive and negative market price changes, much as if the underlying instrument had been sold.

FUTURES MARGIN PAYMENTS. The purchaser or seller of a futures contract is not required to deliver or pay for the underlying instrument unless the contract is held until the delivery date. However, both the purchaser and seller are required to deposit "initial margin" with a futures broker, known as a futures commission merchant (FCM), when the contract is entered into. Initial margin deposits are typically equal to a percentage of the contract's value. If the value of either party's position declines, that party will be required to make additional "variation margin" payments to settle the change in value on a daily basis. The party that has a gain may be entitled to receive all or a portion of this amount. Initial and variation margin payments do not constitute purchasing securities on margin for purposes of the Fund's investment limitations. In the event of the bankruptcy of an FCM that holds margin on behalf of the Fund, the Fund may be entitled to return of margin owed to it only in proportion to the amount received by the FCM's other customers, potentially resulting in losses to the Fund.

PURCHASING PUT AND CALL OPTIONS. By purchasing a put option, the Fund obtains the right (but not the obligation) to sell the option's underlying instrument at a fixed strike price. In return for this right, the Fund pays the current market price for the option (known as the option premium). Options have various types of underlying instruments, including specific securities, indices of securities prices, and futures contracts. The Fund may terminate its position in a put option it has purchased by allowing it to expire or by exercising the option. If the option is allowed to expire, the Fund will lose the entire premium it paid. If the Fund exercises the option, it completes the sale of the underlying instrument at the strike price. The Fund may also terminate a put option position by closing it out in the secondary market at its current price, if a liquid secondary market exists.

The buyer of a typical put option can expect to realize a gain if security prices fall substantially. However, if the underlying instrument's price does not fall enough to offset the cost of purchasing the option, a put buyer can expect to suffer a loss (limited to the amount of the premium paid, plus related transaction costs).

The features of call options are essentially the same as those of put options, except that the purchaser of a call option obtains the right to purchase, rather than sell, the underlying instrument at the option's strike price. A call buyer typically attempts to participate in potential price increases of the underlying instrument with risk limited to the cost of the option if security prices fall. At the same time, the buyer can expect to suffer a loss if security prices do not rise sufficiently to offset the cost of the option.

WRITING PUT AND CALL OPTIONS. When the Fund writes a put option, it takes the opposite side of the transaction from the option's purchaser. In return for receipt of the premium, the Fund assumes the obligation to pay the strike price for the option's underlying instrument if the other party to the option chooses to exercise it. When writing an option on a futures contract the Fund will be required to make margin payments to an FCM as described above for futures contracts. The Fund may seek to terminate its position in a put option it writes before exercise by closing out the option in the secondary market at its current price. If the secondary market is not liquid for a put option the Fund has written, however, the Fund must continue to be prepared to pay the strike price while the option is outstanding, regardless of price changes, and must continue to set aside assets to cover its position.

If security prices rise, a put writer would generally expect to profit, although its gain would be limited to the amount of the premium it received. If security prices remain the same over time, it is likely that the writer will also profit, because it should be able to close out the option at a lower price. If security prices fall, the put writer would expect to suffer a loss. This loss should be less than the loss from purchasing the underlying instrument directly, however, because the premium received for writing the option should mitigate the effects of the decline.

Writing a call option obligates the Fund to sell or deliver the option's underlying instrument, in return for the strike price, upon exercise of the option. The characteristics of writing call options are similar to those of writing put options, except that writing calls generally is a profitable strategy if prices remain the same or fall. Through receipt of the option premium, a call writer mitigates the effects of a price decline. At the same time, because a call writer must be prepared to deliver the underlying instrument in return for the strike price, even if its current value is greater, a call writer gives up some ability to participate in security price increases.

COMBINED POSITIONS. The Fund may purchase and write options in combination with each other, or in combination with futures or forward contracts, to adjust the risk and return characteristics of the overall position. For example, the Fund may purchase a put option and write a call option on the same underlying instrument, in order to construct a combined position whose risk and return characteristics are similar to selling a futures contract. Another possible combined position would involve writing a call option at one strike price and buying a call option at a lower price, in order to reduce the risk of the written call option in the event of a substantial price increase. Because combined options positions involve multiple trades, they result in higher transaction costs and may be more difficult to open and close out.

CORRELATION OF PRICE CHANGES. Because there are a limited number of types of exchange-traded options and futures contracts, it is likely that the standardized contracts available will not match the Fund's current or anticipated investments exactly. The Fund may invest in options and futures contracts based on securities with different issuers, maturities, or other characteristics from the securities in which it typically invests, which involves a risk that the options or futures position will not track the performance of the Fund's other investments.

Options and futures prices can also diverge from the prices of their underlying instruments, even if the underlying instruments match the Fund's investments well. Options and futures prices are affected by such factors as current and anticipated short-term interest rates, changes in volatility of the underlying instrument, and the time remaining until expiration of the contract, which may not affect security prices the same way. Imperfect correlation may also result from differing levels of demand in the options and futures markets and the securities markets, from structural differences in how options and futures and securities are traded, or from imposition of daily price fluctuation limits or trading halts. The Fund may purchase or sell options and futures contracts with a greater or lesser value than the securities it wishes to hedge or intends to purchase in order to attempt to compensate for differences in volatility between the contract and the securities, although this may not be successful in all cases. If price changes in the Fund's options or futures positions are poorly correlated with its other investments, the positions may fail to produce anticipated gains or result in losses that are not offset by gains in other investments.

LIQUIDITY OF OPTIONS AND FUTURES CONTRACTS. There is no assurance a liquid secondary market will exist for any particular options or futures contract at any particular time. Options may have relatively low trading volume and liquidity if their strike prices are not close to the underlying instrument's current price. In addition, exchanges may establish daily price fluctuation limits for options and futures contracts, and may halt trading if a contract's price moves upward or downward more than the limit in a given day. On volatile trading days when the price fluctuation limit is reached or a trading halt is imposed, it may be impossible for the Fund to enter into new positions or close out existing positions. If the secondary market for a contract is not liquid because of price fluctuation limits or otherwise, it could prevent prompt liquidation of unfavorable positions, and potentially could require the Fund to continue to hold a position until delivery or expiration regardless of changes in its value. As a result, the Fund's access to other assets held to cover its options or futures positions could also be impaired.

OTC OPTIONS. Unlike exchange-traded options, which are standardized with respect to the underlying instrument, expiration date, contract size, and strike price, the terms of over-the-counter options (options not traded on exchanges) generally are established through negotiation with the other party to the option contract. While this type of arrangement allows the

Fund greater flexibility to tailor an option to its needs, OTC options generally involve greater credit risk than exchange-traded options, which are guaranteed by the clearing organization of the exchanges where they are traded.

OPTIONS AND FUTURES RELATING TO FOREIGN CURRENCIES. Currency futures contracts are similar to forward currency exchange contracts, except that they are traded on exchanges (and have margin requirements) and are standardized as to contract size and delivery date. Most currency futures contracts call for payment or delivery in U.S. dollars. The underlying instrument of a currency option may be a foreign currency, which generally is purchased or delivered in exchange for U.S. dollars, or may be a futures contract. The purchaser of a currency call obtains the right to purchase the underlying currency, and the purchaser of a currency put obtains the right to sell the underlying currency.

The uses and risks of currency options and futures are similar to options and futures relating to securities or indices, as discussed above. The Fund may purchase and sell currency futures and may purchase and write currency options to increase or decrease its exposure to different foreign currencies. The Fund may also purchase and write currency options in conjunction with each other or with currency futures or forward contracts. Currency futures and options values can be expected to correlate with exchange rates, but may not reflect other factors that affect the value of the Fund's investments. A currency hedge, for example, should protect a Yen-denominated security from a decline in the Yen, but will not protect the Fund against a price decline resulting from deterioration in the issuer's creditworthiness. Because the value of the Fund's foreign-denominated investments changes in response to many factors other than exchange rates, it may not be possible to match the amount of currency options and futures to the value of the Fund's investments exactly over time.

ASSET COVERAGE FOR FUTURES AND OPTIONS POSITIONS. The Fund will comply with guidelines established by the SEC with respect to coverage of options and futures strategies by mutual funds, and if the guidelines so require will set aside appropriate liquid assets in a segregated custodial account in the amount prescribed. Securities held in a segregated account cannot be sold while the futures or option strategy is outstanding, unless they are replaced with other suitable assets. As a result, there is a possibility that segregation of a large percentage of the fund's assets could impede portfolio management or the Fund's ability to meet redemption requests or other current obligations.

PORTFOLIO TRANSACTIONS

All orders for the purchase or sale of portfolio securities are placed on behalf of the fund by FMR pursuant to authority contained in the management contract. FMR is also responsible for the placement of transaction orders for other investment companies and accounts for which it or its affiliates act as investment adviser. In selecting broker-dealers subject to applicable limitations of the federal securities laws, FMR will consider various relevant factors, including, but not limited to: the size and type of the transaction; the nature and character of the markets for the security to be purchased or sold; the execution efficiency, settlement capability, and financial condition of the broker-dealer firm; the broker-dealer's execution services rendered on a continuing basis; the reasonableness of any commissions; and arrangements for payment of fund expenses. Commissions for foreign investments traded on foreign exchanges will generally be higher than for U.S. investments and may not be subject to negotiation.

The fund may execute portfolio transactions with broker-dealers who provide research and execution services to the fund or other accounts over which FMR or its affiliates exercise investment discretion. Such services may include advice concerning the value of securities; the advisability of investing in, purchasing or selling securities; the availability of securities or the purchasers or sellers of securities; furnishing analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy and performance of accounts; and effecting securities transactions and performing functions incidental thereto (such as clearance and settlement). The selection of such broker-dealers generally is made by FMR (to the extent possible consistent with execution considerations) in accordance with a ranking of broker-dealers determined periodically by FMR's investment staff based upon the quality of research and execution services provided.

The receipt of research from broker-dealers that execute transactions on behalf of the fund may be useful to FMR in rendering investment management services to the fund or its other clients, and conversely, such research provided by broker-dealers who have executed transaction orders on behalf of other FMR clients may be useful to FMR in carrying out its obligations to the fund. The receipt of such research has not reduced FMR's normal independent research activities; however, it enables FMR to avoid the additional expenses that could be incurred if FMR tried to develop comparable information through its own efforts.

Subject to applicable limitations of the federal securities laws, broker-dealers may receive commissions for agency transactions that are in excess of the amount of commissions charged by other broker-dealers in recognition of their research and execution services. In order to cause the fund to pay such higher commissions, FMR must determine in good faith that such commissions are reasonable in relation to the value of the brokerage and research services provided by such executing broker-dealers viewed in terms of a particular transaction or FMR's overall responsibilities to the fund and its other clients. In reaching this determination, FMR will not attempt to place a specific dollar value on the brokerage and research services provided, or to determine what portion of the compensation should be related to those services.

FMR is authorized to use research services provided by and to place portfolio transactions with brokerage firms that have provided assistance in the distribution of shares of the fund or shares of other Fidelity funds to the extent permitted by law. FMR may use research services provided by and place agency transactions with Fidelity Brokerage Services, Inc. (FBSI), and Fidelity Brokerage Services, Ltd. (FBSL), subsidiaries of FMR Corp., if the commissions are fair, reasonable, and comparable to commissions charged by non-affiliated, qualified brokerage firms for similar services. Prior to September 4, 1992, FBSL operated under the name of Fidelity Portfolio Services, Ltd. (FPSL), as a wholly-owned subsidiary of Fidelity International Limited (FIL). Edward C. Johnson 3d is Chairman of FIL. Mr. Johnson 3d, Johnson family members, and various trusts for the benefit of the Johnson family own, directly or indirectly, more than 25% of the voting common stock of FIL.

FMR may allocate brokerage transactions to broker-dealers who have entered into arrangements with FMR under which the broker-dealer allocates a portion of the commissions paid by the fund toward payment of the fund's expenses, such as transfer agent fees or custodian fees. The transaction quality must, however, be comparable to those of other qualified broker-dealers.

Section 11(a) of the Securities Exchange Act of 1934 prohibits members of national securities exchanges from executing exchange transactions for accounts which they or their affiliates manage, unless certain requirements are satisfied. Pursuant to such requirements, the Board of Trustees has authorized FBSI to execute portfolio transactions on national securities exchanges in accordance with approved procedures and applicable SEC rules.

The Trustees periodically review FMR's performance of its responsibilities in connection with the placement of portfolio transactions on behalf of the fund and review the commissions paid by the fund over representative periods of time to determine if they are reasonable in relation to the benefits to the fund.

For the fiscal years ended September 30, 1993 and 1992, the Fund's annual portfolio turnover rate was 183%, and 211%, respectively.

For the fiscal years ended September 30, 1993, 1992, and 1991, the Fund paid brokerage commissions of $1,068,788, $1,087,115, and $1,079,734, respectively. During fiscal 1993, $872,596 or approximately 82% of these commissions were paid to brokerage firms that provided research services, although the providing of such services was not necessarily a factor in the placement of all of this business with such firms. The Fund pays both commissions and spreads in connection with the placement of portfolio transactions; FBSI is paid on a commission basis. During fiscal 1993, 1992, and 1991, the Fund paid brokerage commissions of $103,206, $126,298, and $165,047, respectively, to FBSI. During fiscal 1993 this amounted to approximately 9.7% of the aggregate brokerage commissions paid by the Fund for transactions involving 21.7% of the aggregate dollar amount of transactions in which the Fund paid brokerage commissions. The difference between percentage of brokerage commissions paid to, and the percentage of the dollar amount of transactions effected through FBSI is a result of the lower commission rates charged by FBSI.

From time to time the Trustees will review whether the recapture for the benefit of the fund of some portion of the brokerage commissions or similar fees paid by the Fund on portfolio transactions is legally permissible and advisable. The Fund seeks to recapture soliciting dealer fees on the tender of portfolio securities, but at present no other recapture arrangements are in effect. The Trustees intend to continue to review whether recapture opportunities are available and are legally permissible and, if so, to determine, in the exercise of their business judgment, whether it would be advisable for the Fund to seek such recapture.

Although the Trustees and officers of the Fund are substantially the same as those of other funds managed by FMR, investment decisions for the Fund are made independently from those of other funds managed by FMR or accounts managed by FMR affiliates. It sometimes happens that the same security is held in the portfolio of more than one of these funds or accounts. Simultaneous transactions are inevitable when several funds or accounts are managed by the same investment adviser, particularly when the same security is suitable for the investment objective of more than one fund or account.

When two or more funds are simultaneously engaged in the purchase or sale of the same security, the prices and amounts are allocated in accordance with procedures believed to be appropriate and equitable to each fund. In some cases this system could have a detrimental effect on the price or value of the security as far as the Fund is concerned. In other cases, however, the ability of the Fund to participate in volume transactions will produce better executions and prices for the Fund. It is the current opinion of the Trustees that the desirability of retaining FMR as investment adviser to the Fund outweighs any disadvantages that may be said to exist from exposure to simultaneous transactions.

VALUATION OF PORTFOLIO SECURITIES

Portfolio securities are valued by various methods depending on the primary market or exchange on which they trade. Most equity securities for which the primary market is the U.S. are valued at last sale price or, if no sale has occurred, at the closing bid price. Most equity securities for which the primary market is outside the U.S. are valued using the official closing price or the last sale price in the principal market where they are traded. If the last sale price (on local exchange) is unavailable, the last evaluated quote or last bid price is normally used. Short-term securities are valued either at amortized cost or at original cost plus accrued interest, both of which approximate current value. Convertible securities and fixed-income securities are valued primarily by a pricing service that uses a vendor security valuation matrix which incorporates both dealer-supplied valuations and electronic data processing techniques. This twofold approach is believed to more accurately reflect fair value because it takes into account appropriate factors such as institutional trading in similar groups of securities, yield, quality, coupon rate, maturity, type of issue, trading characteristics, and other market data, without exclusive reliance upon quoted, exchange, or over-the-counter prices. Use of pricing services has been approved by the Board of Trustees.

Securities and other assets for which there is no readily available market are valued in good faith by a committee appointed by the Board of Trustees. The procedures set forth above need not be used to determine the value of the securities owned by the Fund if, in the opinion of a committee appointed by the Board of Trustees, some other method (e.g., closing over-the-counter bid prices in the case of debt instruments traded on an exchange) would more accurately reflect the fair market value of such securities.

Generally, the valuation of foreign and domestic equity securities, as well as corporate bonds, U.S. government securities, money market instruments, and repurchase agreements, is substantially completed each day at the close of the NYSE. The values of any such securities held by the Fund are determined as of such time for the purpose of computing the Fund's net asset value (NAV) . Foreign security prices are furnished by independent brokers or quotation services which express the value of securities in their local currency. Service gathers all exchange rates daily at the close of the NYSE using the last quoted price on the local currency and then translates the value of foreign securities from their local currency into U.S. dollars. Any changes in the value of forward contracts due to exchange rate fluctuations and days to maturity are included in the calculation of NAV. If an extraordinary event that is expected to materially affect the value of a portfolio security occurs after the close of an exchange on which that security is traded, then the security will be valued as determined in good faith by a committee appointed by the Board of Trustees.

PERFORMANCE

The Class A and Class B shares may quote its performance in various ways. All performance information supplied in advertising is historical and is not intended to indicate future returns. Share price and total return fluctuate in response to market conditions and other factors, and the value of shares when redeemed may be more or less than their original cost.

TOTAL RETURN CALCULATIONS. Total returns quoted in advertising reflect all aspects of return, including the effect of reinvesting dividends and capital gain distributions, and any change in the NAV over the period. Average annual total returns are calculated by determining the growth or decline in value of a hypothetical historical investment over a stated period, and then calculating the annually compounded percentage rate that would have produced the same result if the rate of growth or decline in value had been constant over the period. For example, a cumulative return of 100% over ten years would produce an average annual total return of 7.18%, which is the steady annual return that would equal 100% growth on a compounded basis in ten years. While average annual total returns are a convenient means of comparing investment alternatives, investors should realize that performance is not constant over time, but changes from year to year, and that average annual returns represent averaged figures as opposed to actual year-to-year performance.

In addition to average annual total returns, unaveraged or cumulative total returns reflecting the simple change in value of an investment over a stated period may be quoted. Average annual and cumulative total returns may be quoted as a percentage or as a dollar amount, and may be calculated for a single investment, a series of investments, and/or a series of redemptions, over any time period. Total returns may be broken down into their components of income and capital (including capital gains and changes in share price) in order to illustrate the relationship of these factors and their contributions to total return. An example of this type of illustration is given on page 17. Total returns may be quoted with or without taking the maximum sales charge into account. Total returns may be quoted on a before-tax or after-tax basis. Excluding the sales charge from a total return calculation produces a higher total return figure. Total returns and other performance information may be quoted numerically or in a table, graph or similar illustration.

The following chart shows total returns for Class A shares for the

periods ended September 30, 1993.
Fidelity Advisor Strategic Opportunities Fund - Class A**

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	Average Annual Total Returns**	Cumulative Total Returns**

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	One Year	Five Year	Life of Fund*	One Year	Five Year	Life of Fund*

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20.33%	14.56%	16.18%	26.33%	107.18%	353.53%

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Fidelity Advisor Strategic Opportunities Fund - Class B***

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	Average Annual Total Returns**	Cumulative Total Returns**

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	One Year	Five Year	Life of Fund*	One Year	Five Year	Life of Fund*

</TABLE>

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22.33%	15.57%	16.18%	26.33%	107.18%	353.53%

</TABLE>

* Life of Fund: December 31, 1983 (Commencement of Operations) to September 30, 1993

** Class A's average annual returns include the effect of the maximum sales charge. Cumulative returns do not include the effect of this charge and would have been lower if it had been taken into account. The total return figures are adjusted to show what total return would have been for the Class A shares had that been available since the Fund's commencement of operations on December 31, 1983. The Fidelity Advisor Strategic Opportunities Fund - Class A commenced operations on August 20, 1986. On January 1, 1987, Class A imposed a .65% 12b-1 fee, which is not reflected in returns prior to that date. Because it has higher expenses, total returns for the Fidelity Advisor Strategic Opportunities - Class A will be lower than for the Fidelity Advisor Strategic Opportunities Fund - Initial Class (which is closed to new shareholders) at any given time.

*** Average annual total returns include the effect of the maximum contingent deferred sales charge ("CDSC") applicable at the end of the stated period. Cumulative total returns do not include the effect of the CDSC and would have been lower if it had been taken into account. Initial offering of Class B shares is expected on or about June 30, 1994, at which time a 1.00% 12b-1 fee (inclusive of .25% shareholder service fee) will be imposed and is not reflected in returns prior to that date. Returns will be lower when these fees are taken into account.

The following chart shows total returns for Fidelity Advisor Strategic Opportunities Fund - Initial Class for the periods ended September 30, 1993.

Average Annual Total Returns** Cumulative Total Returns**

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One Year	Five Year	Life of Fund*	One Year	Five Year	Life of Fund*

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20.95%	15.17%	16.58%	26.98%	112.73%	369.11%

</TABLE>

* Life of Fund: December 31, 1983 (commencement of operations) to September 30, 1993.
** Average Annual Total Returns include the effect of the Fund's maximum 4.75% sales charge. Cumulative total returns do not include effect of this charge and would have been lower if it had been taken into account.

PERFORMANCE COMPARISONS. Performance may be compared to the performance of other mutual funds in general, or to the performance of particular types of mutual funds. The comparisons may be expressed as mutual fund rankings prepared by Lipper Analytical Services, Inc. (Lipper), an independent service located in Summit, New Jersey that monitors the performance of mutual funds. Lipper generally ranks funds on the basis of total return, assuming reinvestment of dividends, but does not take sales charges or redemption fees or tax consequences into consideration. Lipper may also rank funds based on yield. In addition to mutual fund rankings, performance may be compared to mutual fund performance indices prepared by Lipper.

From time to time, performance may also be compared to other mutual funds tracked by financial or business publications and periodicals. For example, Morningstar, Inc. may be quoted in its advertising materials. Morningstar, Inc. is a mutual fund rating service that rates mutual funds on the basis of risk-adjusted performance. Rankings that compare the performance of Fidelity funds to one another in appropriate categories over specific periods of time may also be quoted in advertising.

Fidelity may provide information designed to help individuals understand their investment goals and explore various financial strategies. For example, Fidelity's Asset Allocation Program materials may include: computerized investment planning software; a workbook describing general principles of investing, such as asset allocation, diversification, risk tolerance, and goal setting; a questionnaire designed to help create a personal financial profile; and an action plan offering investment alternatives.

Ibbotson Associates of Chicago, Illinois (Ibbotson) provides historical returns of the capital markets in the United States, including common stocks, small capitalization stocks, long-term corporate bonds, intermediate-term government bonds, long-term government bonds, Treasury bills, the U.S. rate of inflation (based on the Consumer Price Index (CPI)), and combinations of various capital markets. The performance of these capital markets is based on the returns of different indices.

Fidelity funds may use the performance of these capital markets in order to demonstrate general risk-versus-reward investment scenarios. Performance comparisons may also include the value of a hypothetical investment in any of these capital markets. The risks associated with the security types in any capital market may or may not correspond directly to those of the Fund. Ibbotson calculates total returns in the same method as the Fund. Performance comparisons may also be made to that of other compilations or indices that may be developed and made available in the future.

Performance may also be compared to that of the S&P 500, the Dow Jones Industrial Average (the DOW or DJIA),the Dimensional Fund Advisors (DFA) Small Company Fund, and the NASDAQ Composite Index (NASDAQ). The S&P 500 and the DOW are widely recognized, unmanaged indices of common stock prices. The performance of the S&P 500 is based on changes in the prices of stocks comprising the index and assumes the reinvestment of all dividends paid on such stocks. Taxes, brokerage commissions and other fees are disregarded in computing the level of the S&P 500 and the DJIA. The DFA is a market-value-weighted index of the ninth and tenth deciles of the NYSE, plus stocks listed on the American Stock Exchange (AMEX) and over-the-counter (OTC) with the same or less capitalization as the upperbound of the NYSE ninth decile stocks.

In advertising materials, Fidelity may reference or discuss its products and services, which may include: other Fidelity funds; retirement investing; brokerage products and services; the effects of periodic investment plans and dollar cost averaging; saving for college; and charitable giving. In addition, Fidelity may quote financial or business publications or periodicals, including model portfolios or allocations, as they relate to fund management, investment philosophy, and investment techniques.

The Fund may present its fund number, Quotron(trademark) number, and CUSIP number, and discuss or quote its current portfolio manager.

The Fund may be quoted in advertising and other types of literature as compared to certificates of deposit (CDs), bank-issued money market instruments, and money market mutual funds. Unlike CDs and money market instruments, money market mutual funds and shares of the Fund are not insured by the FDIC.

According to the Investment Company Institute, over the past ten years, assets in equity mutual funds increased from $75.8 billion in 1983 to approximately $659.3 billion at the end of 1993. As of December 31, 1993, FMR managed approximately $125 billion in equity assets, as defined and tracked by Lipper. From time to time the Fund may compare FMR's equity assets under management with that of other investment advisers.

VOLATILITY. Various measures of volatility and benchmark correlation may be quoted in advertising. In addition, the Fund may compare these measures to those of other funds. Measures of volatility seek to compare historical share price fluctuations or total returns to those of a benchmark. Measures of benchmark correlation indicate how valid a comparative benchmark may be. All measures of volatility and correlation are calculated using averages of historical data.

MOVING AVERAGES. Performance may be illustrated using moving averages. A long-term moving average is the average of each week's adjusted closing NAV for a specified period. A short-term moving average is the average of each day's adjusted closing NAV for a specified period. Moving Average Activity Indicators combine adjusted closing NAVs from the last business day of each week with moving averages for a specified period to produce indicators showing when an NAV has crossed, stayed above, or stayed below its moving average. On September 24, 1993, the Class A 13-week and 39-week long-term moving averages were $21.71 and $20.65, respectively.

MOMENTUM INDICATORS indicate the Fund's price movements over specific periods of time. Each point on the momentum indicator represents the percentage change in price movements over that period.

NET ASSET VALUE. Charts and graphs using net asset values, adjusted net asset values, and benchmark indices may be used to exhibit performance. An adjusted NAV includes any distributions paid by the Fund and reflects all elements of its return. Unless otherwise indicated, the Fund's adjusted NAVs are not adjusted for sales charges, if any.

Examples of the effects of periodic investment plans, including the principle of dollar cost averaging may be advertised. In such a program, an investor invests a fixed dollar amount in a portfolio at periodic intervals, thereby purchasing fewer shares when prices are high and more shares when prices are low. While such a strategy does not assure a profit or guard against loss in a declining market, the investor's average cost per share can be lower than if a fixed numbers of shares had been purchased at the same intervals. In evaluating such a plan, investors should consider their ability to continue purchasing shares through periods of low price levels.

Class A and Class B shares may be available for purchase through retirement plans or other programs offering deferral of, or exemption from, income taxes, which may produce superior after-tax returns over time. For example, a $1,000 investment earning a taxable return of 10% annually would have an after-tax value of $1,949 after ten years, assuming tax was deducted from the return each year at a 31% rate. An equivalent tax-deferred investment would have an after-tax value of $2,100 after ten years, assuming tax was deducted at a 31% rate from the tax-deferred earnings at the end of the ten-year period.

HISTORICAL FUND RESULTS. The following chart shows the income and capital elements of Class A's year-by-year total returns from December 31, 1983 (commencement of operations) through September 30, 1993. The chart compares the Fund's return to the record of the S&P 500, NASDAQ, the DJIA and the cost of living measured by the CPI over the same period. The comparisons to the S&P 500 and the DJIA show how the Class A's total return compared to the record of a broad average of common stock prices, and a narrower set of stocks of major industrial companies, respectively. Class A has the ability to invest in securities not included in either index, and its investment portfolio may or may not be similar in composition to the indices. The S&P 500 and DJIA are based on the prices of unmanaged groups of stocks and, unlike the Class A's returns, their returns do not include the effect of paying brokerage commissions and other costs of investing.

During the period from December 31, 1983 (commencement of operations) to September 30, 1993 a hypothetical investment of $10,000 in Class A would have grown to $43,199 after deduction of the Fund's 4.75% maximum front-end sales charge and assuming all distributions were reinvested. This was a period of widely fluctuating stock prices, and should not be considered representative of the dividend income or capital gain or loss that could be realized from an investment in the Fund today.

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FIDELITY ADVISOR STRATEGIC OPPORTUNITIES FUND - CLASS A INDICES

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Period Ended	Value of Initial $10,000 Investment	Value of Income Distributions	Value of Reinvested Capital Gain Distributions	Total Value	NASDAQ	S&P 500	DJIA	Cost of Living**

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9/30/84*	$10,515	$ 0	$ 0	$10,515	$ 8,971	$10,432	$ 9,950	$10,365
9/30/85	12,085	66	219	12,369	10,062	11,948	11,490	10,691
9/30/86	15,900	394	1,777	18,072	12,587	15,741	15,859	10,879
9/30/87	18,137	563	3,245	21,944	15,947	22,580	24,007	11,352
9/30/88	14,778	790	5,283	20,851	13,916	19,789	20,252	11,826
9/30/89	18,603	1,946	6,650	27,199	16,975	26,319	26,782	12,340
9/30/90	16,376	2,387	5,854	24,617	12,366	23,886	25,348	13,100
9/30/91	20,344	4,264	7,273	31,881	18,912	31,333	32,299	13,544
9/30/92	18,584	4,930	10,682	34,196	20,936	34,798	36,071	13,949
9/30/93	21,429	6,891	14,879	43,199	27,379	39,326	40,364	14,324

</TABLE>

* From Commencement of Operations, December 31, 1983 to September 30, 1984.

** From the month-end closest to the initial investment date.

EXPLANATORY NOTES: With an initial investment of $10,000 made on December 31, 1983, the net amount invested in Class A shares was $9,525, assuming the current 4.75% maximu m front-end sales charge was ded ucted as if it had been in effect at that time. The cost of the initial investment ($10,000) together with the aggregate cost of reinvested dividends and capital gain distributions for the period covered (that is, their cash value at the time they were reinvested), amounted to $35,472. If distributions had not been reinvested, the amount of distributions earned from Class A over time would have been smaller, and the cash payments for the period would have come to $3,502 for income dividends and $7,489 for capital gain distributions. Class B shares are expected to be available on or about June 30, 1994. Tax consequences have not been factored into the above figures.

TRADITION OF PERFORMANCE. Fidelity's tradition of performance is achieved through:

(bullet) MONEY MANAGEMENT: a proud tradition of money management motivated by the expectation of excellence backed by solid analysis and worldwide resources. Fidelity employs a bottom-up approach to security selection based upon in-depth analysis of the fundamentals of that investment opportunity.

(bullet) INNOVATION: constant attention to the changing needs of today's investors and vigilance to the opportunities that arise from changing global markets. Research is central to Fidelity's investment decision-making process. Fidelity's greatest resource--over 200 skilled investment professionals--is supported with the most sophisticated technology available.

Fidelity provides:

(bullet) Global research resources: an opportunity to diversify portfolios and share in the growth of markets outside the United States.

(bullet) In-house, proprietary bond-rating system, constantly updated, which provides extremely sensitive credit analysis.

(bullet) Comprehensive chart room with over 1500 exhibits to provide sophisticated charting of worldwide economic, financial, and technical indicators, as well as to provide tracking of over 800 individual stocks for portfolio managers.

(bullet) State-of-the-art trading desk, with access to over 200 brokerage houses, providing real-time information to achieve the best executions and optimize the value of each transaction.

(bullet) Use of extensive on-line computer-based research services.

(bullet) SERVICE: Timely, accurate and complete reporting. Prompt and expert attention when an investor or an investment professional needs it.

ADDITIONAL PURCHASE, EXCHANGE AND REDEMPTION INFORMATION

The Fund is open for business and the NAV of each class is calculated each day that the NYSE is open for trading. The NYSE has designated the following holiday closings for 1994: Presidents' Day, Good Friday, Memorial Day, Independence Day (observed), Labor Day, Thanksgiving Day, and Christmas Day (observed). Although FMR expects the same holiday schedule, with the addition of New Year's Day, to be observed in the future, the NYSE may modify its holiday schedule at any time. On any day that the NYSE closes early, or as permitted by the SEC, the right is reserved to advance the time on that day by which purchase and redemption orders must be received. To the extent that portfolio securities are traded in other markets on days the NYSE is closed, each class' NAV may be affected on days when investors do not have access to each class to purchase or redeem shares. Certain Fidelity funds may follow different holiday closing schedules.

If the Trustees determine that existing conditions make cash payments undesirable, redemption payments may be made in whole or in part in securities or other property, valued for this purpose as they are valued in computing the NAV of each class. Shareholders receiving any such securities or other property on redemption may realize a gain or loss for tax purposes, and will incur any costs of sale, as well as the associated inconveniences.

Pursuant to Rule 11a-3 under the 1940 Act (the Rule), the Fund is required to give shareholders at least 60 days' notice prior to terminating or modifying its exchange privilege. Under the Rule, the 60-day notification requirement may be waived if (i) the only effect of a modification would be to reduce or eliminate an administration fee, redemption fee, or deferred sales charge ordinarily payable at the time of exchange, or (ii) the Fund suspends the redemption of the shares to be exchanged as permitted under the 1940 Act or the rules and regulations thereunder, or the fund to be acquired suspends the sale of its shares because it is unable to invest amounts effectively in accordance with its investment objective and policies.

In the prospectus, the Fund has notified shareholders that it reserves the right, at any time without prior notice, to refuse exchange purchases by any person or group if, in FMR's judgment, the Fund would be unable to invest effectively in accordance with its investment objective and policies, or would otherwise potentially be adversely affected.

PURCHASE INFORMATION

As provided for in Rule 22d-1 under the 1940 Act, Distributors exercises its right to waive the Class A's maximum 4.75% sales charge in connection with the Fund's merger with or acquisition of any investment company or trust.

CLASS A NET ASSET VALUE PURCHASES. Sales charges do not apply to shares purchased: (1) by registered representatives, bank trust officers and other employees (and their immediate families) of investment professionals having agreements with Distributors; (2) by a current or former Trustee or officer of a Fidelity fund or a current or retired officer, director or regular employee of FMR Corp. or its direct or indirect subsidiaries (a "Fidelity Trustee or employee"), the spouse of a Fidelity Trustee or employee, a Fidelity Trustee or employee acting as custodian for a minor child, or a person acting as trustee of a trust for the sole benefit of the minor child of a Fidelity Trustee or employee; (3) by a charitable organization (as defined in Section 501(c)(3) of the Internal Revenue Code) investing $100,000 or more; (4) by a charitable remainder trust or life income pool established for the benefit of a charitable organization (as defined in Section 501(c)(3) of the Internal Revenue Code); (5) by trust institutions (including bank trust departments) investing on their own behalf of their clients; (6) in accounts as to which a bank or broker-dealer charges an asset-based management fee, provided the bank or broker-dealer has an agreement with Distributors; (7) as part of an employee benefit plan (including Fidelity-Sponsored 403(b) and Corporate IRA programs, but otherwise as defined in the Employee Retirement Income Security Act (ERISA)) maintained by a U.S. employer having more than 200 eligible employees, or a minimum of $1,000,000 invested in Fidelity Advisor mutual funds, and the assets of which are held in a bona fide trust for the exclusive benefit of employees participating therein; (8) in a Fidelity or a Fidelity Advisor IRA account purchased with the proceeds of a distribution from an employee benefit plan having more than 200 eligible employees, or $1,000,000 invested in Fidelity Advisor mutual funds; (9) by an insurance company separate account used to fund annuity contracts purchased by employee benefit plans (including 403(b) programs, but otherwise as defined in ERISA), which, in the aggregate, have either more than 200 eligible employees or a minimum of $1,000,000 invested in Fidelity Advisor mutual funds; (10) by any state, county, or city, or any governmental instrumentality, department, authority or agency; or (11) with redemption proceeds from other mutual fund complexes on which the investor has paid a front-end sales charge only.

A sales load waiver form must accompany these transactions.

CLASS B WAIVERS. The contingent deferred sales charge (CDSC) on Class B may be waived in the case of disability or death provided that the redemption is made within one year following the death or initial determination of disability, or in connection with a total or partial redemption made in connection with certain distributions from retirement plan accounts.

Distributors compensates securities dealers and banks having agreements with Distributors (investment professionals), who sell Class A and Class B shares according to the schedule in each pr ospectus.

Distributors compensates investment professionals with a fee of .25% on purchases of $1 million or more, except for purchases made through a bank or bank affiliated broker-dealer that qualify for a Class A Sales Charge Waiver described in the prospectus. All assets on which the .25% fee is paid must remain within the Fidelity Advisor Funds (including shares exchanged into Daily Money Fund and Daily Tax-Exempt Money Fund) for a period of one uninterrupted year or the investment professional will be required to refund this fee to Distributors. Purchases by insurance company separate accounts will qualify for the .25% fee only if an insurance company's client relationship underlying the separate account exceeds $1 million. It is the responsibility of the insurance company to maintain records of purchases by any such client relationship. Distributors may request records evidencing any fees payable through this program.

QUANTITY DISCOUNTS. Reduced sales charges are applicable to purchases of Class A shares of the Fund in amounts of $50,000 or more of the Fund alone or in combination with purchases of Class A and Class B shares of certain other Fidelity Advisor Funds made at any one time (including Daily Money Fund and Daily Tax-Exempt Money Fund shares acquired by exchange from any Fidelity Advisor Fund with a sales charge). To obtain the reduction of the front-end sales charge, you or your investment professional must notify the Transfer Agent at the time of purchase whenever a quantity discount is applicable to your purchase. Upon such notification, you will receive the lowest applicable front-end sales charge.

In addition to investing at one time in any combination of funds in an amount entitling you to a reduced front-end sales charge, you may qualify for a reduction in the front-end sales charge under the following programs:

COMBINED PURCHASES. When you invest in Class A shares for several accounts at the same time, you may combine these investments into a single transaction if purchased through one investment professional, and if the total is at least $50,000. The following may qualify for this privilege: an individual, or "company" as defined in Section 2(a)(8) of the 1940 Act; an individual, spouse, and their children under age 21 purchasing for his, her, or their own account; a trustee, administrator or other fiduciary purchasing for a single trust estate or single fiduciary account or for a single or a parent-subsidiary group of "employee benefit plans" (as defined in Section 3(3) of ERISA); and tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

RIGHTS OF ACCUMULATION. Your "Rights of Accumulation" permit reduced front-end sales charges on any future purchases after you have reached a new breakpoint in the Class A sales charge schedule (see the Class A prospectus for the front-end sales charge schedule). You can add the value of existing Fidelity Advisor Fund Class A and Class B shares, held by you, your spouse, and your children under age 21 determined at the previous day's NAV at the close of business, to the amount of your new purchase valued at the current offering price to determine your reduced front-end sales charge. You can also add shares of Daily Money Fund and shares of Daily Tax-Exempt Money Fund, provided they were acquired for by exchange from any Fidelity Advisor Fund with a sales charge, to the amount of your new purchase.

LETTER OF INTENT. If you anticipate purchasing $50,000 or more of Class A shares of the Fund alone or in combination with Class A and Class B shares of other Fidelity Advisor Funds within a 13-month period, you may obtain Class A shares at the same reduced front-end sales charge as though the total quantity were invested in one lump sum, by filing a nonbinding Letter of Intent (the Letter) within 90 days of the start of the purchases. Each investment you make after signing the Letter will be entitled to the front-end sales charge applicable to the total investment indicated in the Letter. For example, a $2,500 purchase toward a $50,000 Letter would receive the same reduced front-end sales charge as if the $50,000 had been invested at one time. To ensure that the reduced front-end sales charge will be received on future purchases, you or your Transfer Agent that the Letter is in effect each time Class A or Class B shares are purchased. Neither income dividends nor capital gain distributions taken in additional shares will apply toward the completion of the Letter.

Your initial investment must be at least 5% of the total amount you plan to invest. Out of the initial purchase, 5% of the dollar amount specified in the Letter will be registered in your name and held in escrow. The Class A shares held in escrow cannot be redeemed or exchanged until the Letter is satisfied or the additional front-end sales charges have been paid. You will earn income dividends and capital gain distributions on escrowed Class A shares. The escrow will be released when your purchase of the total amount has been completed. You are not obligated to complete the Letter.

If you purchase more than the amount specified in the Letter and qualify for a further front-end sales charge reduction, the sales charge will be adjusted to reflect your total purchase at the end of 13 months. Surplus funds will be applied to the purchase of additional Class A shares at the then current offering price applicable to the total purchase.

If you do not complete your purchase under the Letter within the

13-month period, your front-end sales charge will be adjusted upward, corresponding to the amount actually purchased, and if after 30 days' written notice, you do not pay the increased front-end sales charge, sufficient escrowed Class A shares will be redeemed to pay such charge.

FIDELITY ADVISOR SYSTEMATIC INVESTMENT PROGRAM. You can make regular investments in Class A or Class B shares of the Fund or other Fidelity Advisor Funds with the Systematic Investment Program by completing the appropriate section of the account application and attaching a voided personal check with your bank's magnetic ink coding number across the front. If your bank account is jointly owned, be sure that all owners sign. Investments may be made by automatically deducting $100 or more from your bank checking account. You may change the amount of your monthly purchase at any time. There is a $1,000 minimum initial investment requirement for Systematic Investment Program.

Your account will be drafted on or about the first business day of every month. Class A or Class B shares will be purchased at the offering price next determined following receipt of the order by the Transfer Agent. You may cancel your participation in the Systematic Investment Program at any time without payment of a cancellation fee. You will receive a confirmation from the Transfer Agent for every transaction, and a debit entry will appear on your bank statement.

EXCHANGE INFORMATION

FIDELITY ADVISOR SYSTEMATIC EXCHANGE PROGRAM. With the Systematic Exchange Program, you can exchange a specific dollar amount of Class A or Class B shares into the same class of other Fidelity Advisor Funds on a monthly, quarterly or semiannual basis.

1. The account from which the exchanges are to be processed must have a minimum value of $10,000 before you may elect to begin exchanging systematically. The account into which the exchanges are to be processed must be an existing account with a minimum balance of $1,000.

2. Both accounts must have identical registrations and taxpayer identification numbers. The minimum amount to be exchanged systematically is $100.

3. Systematic Exchanges will be processed at the NAV determined on the transaction date, except that Systematic Exchanges into a Fidelity Advisor Fund from any eligible money market fund will be processed at the offering price next determined on the transaction date, unless the shares were acquired by exchange from another Fidelity Advisor Fund.

REDEMPTION INFORMATION

REINSTATEMENT PRIVILEGE. If you have sold all or part of your Class A or Class B shares you may reinvest an amount equal to all or a portion of the redemption proceeds in the same class of Fund or any of the other Fidelity Advisor Funds, at the NAV next determined after receipt of your investment order, provided that such reinvestment is made within 30 days of redemption. No charge currently is made for reinvestment in Class A or Class B shares of the Fund. You must reinstate your shares into an account with the same registration. This privilege may be exercised only once by a shareholder with respect to the Fund.

FIDELITY SYSTEMATIC WITHDRAWAL PROGRAM. If you own Class A shares worth $10,000 or more, you can have monthly, quarterly or semiannual checks sent from your account to you, to a person named by you, or to your bank checking account. You may obtain information about the Systematic Withdrawal Program by contacting your investment professional. Your Systematic Withdrawal Plan payments are drawn from front-end share redemptions. If Systematic Withdrawal Program redemptions exceed income dividends earned on your shares, your account eventually may be exhausted. Since a front-end sales charge is applied on new shares you buy, it is to your disadvantage to buy Class A shares while also making systematic redemptions.

DISTRIBUTIONS AND TAXES

DISTRIBUTIONS. If you request to have distributions mailed to you and the U.S. Postal Service cannot deliver your check s , or if your checks remain uncashed for six months, the Transfer Agent may reinvest your distributions at the then-current NAV. All subsequent distributions will then be reinvested until you provide the Transfer Agent with alternate instructions.

DIVIDENDS. A portion of the Fund's income may qualify for the dividends-received deduction available to corporate shareholders to the extent that the Fund's income is derived from qualifying dividends. Because the Fund may also earn other types of income, such as interest, income from securities loans, non-qualifying dividends and short-term capital gains, the percentage of dividends from the equity portfolios that qualify for the deduction will generally be less than 100%. The Fund will notify corporate shareholders annually of the percentage of Fund dividends which qualify for the dividends received deduction. A portion of the Fund's dividends derived from certain U.S. Government obligations may be exempt from state and local taxation. Gains (losses) attributable to foreign currency fluctuations are generally taxable as ordinary income and therefore will increase (decrease) dividend distributions. The Fund will send each shareholder a notice in January describing the tax status of dividends and capital gain distributions for the prior year.

CAPITAL GAIN DISTRIBUTIONS. Long-term capital gains earned by the Fund on the sale of securities and distributed to shareholders are federally taxable as long-term capital gains regardless of the length of time that shareholders have held their shares. If a shareholder receives a long-term capital gain distribution on shares of the Fund, and such shares are held six months or less and are sold at a loss, the portion of the loss equal to the amount of the long-term capital gain distribution will be considered a long-term loss for tax purposes.

Short-term capital gains distributed by the Fund are taxable to shareholders as dividends, not as capital gains. Distributions from the short-term capital gains do not qualify for the dividends received deduction.

FOREIGN TAXES. Foreign governments may withhold taxes on dividends and interest paid with respect to foreign securities. Because the fund does not currently anticipate that securities of foreign corporations will constitute more than 50% of its total assets at the end of its fiscal year, shareholders should not expect to claim a foreign tax credit or deduction on their federal income tax returns with respect to foreign taxes withheld.

TAX STATUS OF THE FUND. The Fund has qualified and intends to continue to qualify as a "regulated investment company" for tax purposes, so that it will not be liable for federal tax on income and capital gains distributed to shareholders. In order to qualify as a regulated investment company and avoid being subject to federal income or excise taxes, the Fund intends to distribute substantially all of its net investment income and realized capital gains within each calendar year as well as on a fiscal year basis. The Fund also intends to comply with other tax rules applicable to regulated investment companies, including a requirement that capital gains from the sale of securities held for less than three months must constitute less than 30% of the Fund's gross income for each fiscal year. Gains from some forward currency contracts, futures contracts, and options are included in this 30% calculation, which may limit the Fund's investments in such instruments.

If the Fund purchases shares in certain foreign investment entities, called passive foreign investment companies (PFICs), it may be subject to U.S. federal income tax on a portion of any excess distribution or gain from the disposition of such shares. Interest charges may also be imposed on the Fund with respect to deferred taxes arising from such distributions or gains.

The Fund is treated as a separate entity from the other funds of Fidelity Advisor Series VIII for tax purposes.

OTHER TAX INFORMATION. The information above is only a summary of some of the tax consequences generally affecting the Fund and its shareholders, and no attempt has been made to discuss individual tax consequences. In addition to federal income taxes, shareholders of a Fund may be subject to state and local taxes on distributions received from the Fund. Investors should consult their tax advisors to determine whether the Fund is suitable f o r their particular tax situation.

FMR

FMR is a wholly owned subsidiary of FMR Corp., a parent company organized in 1972. At present, the principal operating activities of FMR Corp. are those conducted by three of its divisions as follows: Fidelity Service Co. (Service), which is the transfer and shareholder servicing agent for certain of the funds advised by FMR; Fidelity Investments Institutional Operations Company (FIIOC), which performs shareholder servicing functions for certain institutional customers; and Fidelity Investments Retail Marketing Company, which provides marketing services to various companies within the Fidelity organization.

Several affiliates of FMR also are engaged in the investment advisory business. Fidelity Management Trust Company provides trustee, investment advisory and administrative services to retirement plans and corporate employee benefit accounts. FMR U.K. and FMR Far East, both wholly owned subsidiaries of FMR formed in 1986, supply investment research and may supply portfolio management services to FMR in connection with certain funds advised by FMR. Analysts employed by FMR, FMR U.K., and FMR Far East research and visit thousands of domestic and foreign companies each year. FMR Texas Inc., a wholly owned subsidiary of FMR formed in 1989, supplies portfolio management and research services in connection with certain money market funds advised by FMR.

TRUSTEES AND OFFICERS

The Board of Trustees and executive officers of the Fund are listed below. Except as indicated, each individual has held the office shown or other offices in the same company for the last five years. All persons named as Trustees and officers also serve in similar capacities for other funds advised by FMR. Unless otherwise noted, the business address of each Trustee and officer is 82 Devonshire Street, Boston, Massachusetts 02109, which is also the address of FMR. Those Trustees who are " interested persons" (as defined in the 1940 Act) by virtue of their affiliation with either the Fund or FMR, are indicated by an asterisk (*).

*EDWARD C. JOHNSON 3d, Trustee and President, is Chairman, Chief Executive Officer and a Director of FMR Corp.; a Director and Chairman of the Board and of the Executive Committee of FMR; Chairman and a Director of FMR Texas Inc. (1989), Fidelity Management & Research (U.K.) Inc., and Fidelity Management & Research (Far East) Inc.

*J. GARY BURKHEAD, Trustee and Senior Vice President, is President of FMR; and President and a Director of FMR Texas Inc. (1989), Fidelity Management & Research (U.K.) Inc., and Fidelity Management & Research (Far East) Inc.

RALPH F. COX, 200 Rivercrest Drive, Fort Worth, TX, Trustee (1991), is a consultant to Western Mining Corporation (1994). Prior to February 1994, he was President of Greenhill Petroleum Corporation (petroleum exploration and production, 1990). Until March 1990, Mr. Cox was President and Chief Operating Officer of Union Pacific Resources Company (exploration and production). He is a Director of Sanifill Corporation (non-hazardous waste, 1993), and CH2M Hill Companies (engineering). In addition, he served on the Board of Directors of the Norton Company (manufacturer of industrial devices, 1983-1990) and continues to serve on the Board of Directors of the Texas State Chamber of Commerce, and is a member of advisory boards of Texas A&M University and the University of Texas at Austin.

PHYLLIS BURKE DAVIS, P.O. Box 264, Bridgehampton, NY, Trustee (1992). Prior to her retirement in September 1991, Mrs. Davis was the Senior Vice President of Corporate Affairs of Avon Products, Inc. She is currently a Director of BellSouth Corporation (telecommunications), Eaton Corporation (manufacturing, 1991), and the TJX Companies, Inc. (retail stores, 1990), and previously served as a Director of Hallmark Cards, Inc. (1985-1991) and Nabisco Brands, Inc. In addition, she serves as a Director of the New York City Chapter of the National Multiple Sclerosis Society, and is a member of the Advisory Council of the International Executive Service Corps. and the President's Advisory Council of The University of Vermont School of Business Administration.

RICHARD J. FLYNN, 77 Fiske Hill, Sturbridge, MA, Trustee, is a financial consultant. Prior to September 1986, Mr. Flynn was Vice Chairman and a Director of the Norton Company (manufacturer of industrial devices). He is currently a Director of Mechanics Bank and a Trustee of College of the Holy Cross and Old Sturbridge Village, Inc.

E. BRADLEY JONES, 3881-2 Lander Road, Chagrin Falls, OH, Trustee (1990). Prior to his retirement in 1984, Mr. Jones was Chairman and Chief Executive Officer of LTV Steel Company. Prior to May 1990, he was Director of National City Corporation (a bank holding company) and National City Bank of Cleveland. He is a Director of TRW Inc. (original equipment and replacement products), Cleveland-Cliffs Inc (mining), NACCO Industries, Inc. (mining and marketing), Consolidated Rail Corporation, Birmingham Steel Corporation, Hyster-Yale Materials Handling, Inc. (1989), and RPM, Inc. (manufacturer of chemical products, 1990). In addition, he serves as a Trustee of First Union Real Estate Investments, Chairman of the Board of Trustees and a member of the Executive Committee of the Cleveland Clinic Foundation, a Trustee and a member of the Executive Committee of University School (Cleveland), and a Trustee of Cleveland Clinic Florida.

DONALD J. KIRK, 680 Steamboat Road, Apartment #1-North, Greenwich, CT, Trustee, is a Professor at Columbia University Graduate School of Business and a financial consultant. Prior to 1987, he was Chairman of the Financial Accounting Standards Board. Mr. Kirk is a Director of General Re Corporation (reinsurance) and Valuation Research Corp. (appraisals and valuations, 1993). In addition, he serves as Vice Chairman of the Board of Directors of the National Arts Stabilization Fund and Vice Chairman of the Board of Trustees of the Greenwich Hospital Association.

*PETER S. LYNCH, Trustee (1990) is Vice Chairman of FMR (1992). Prior to his retirement on May 31, 1990, he was a Director of FMR (1989) and Executive Vice President of FMR (a position he held until March 31, 1991); Vice President of Fidelity Magellan Fund and FMR Growth Group Leader; and Managing Director of FMR Corp. Mr. Lynch was also Vice President of Fidelity Investments Corporate Services (1991-1992). He is a Director of W.R. Grace & Co. (chemicals, 1989) and Morrison Knudsen Corporation (engineering and construction). In addition, he serves as a Trustee of Boston College, Massachusetts Eye & Ear Infirmary, Historic Deerfield (1989) and Society for the Preservation of New England Antiquities, and as an Overseer of the Museum of Fine Arts of Boston (1990).

GERALD C. McDONOUGH, 135 Aspenwood Drive, Cleveland, OH, Trustee (1989), is Chairman of G.M. Management Group (strategic advisory services). Prior to his retirement in July 1988, he was Chairman and Chief Executive Officer of Leaseway Transportation Corp. (physical distribution services). Mr. McDonough is a Director of ACME-Cleveland Corp. (metal working, telecommunications and electronic products), Brush-Wellman Inc. (metal refining), York International Corp. (air conditioning and refrigeration, 1989), Commercial Intertech Corp. (water treatment equipment, 1992), and Associated Estates Realty Corporation (a real estate investment trust, 1993).

EDWARD H. MALONE, 5601 Turtle Bay Drive #2104, Naples, FL, Trustee. Prior to his retirement in 1985, Mr. Malone was Chairman, General Electric Investment Corporation and a Vice President of General Electric Company. He is a Director of Allegheny Power Systems, Inc. (electric utility), General Re Corporation (reinsurance) and Mattel Inc. (toy manufacturer). In addition, he serves as a Trustee of Corporate Property Investors, the EPS Foundation at Trinity College, The Naples Philharmonic Center for the Arts, and Rensselaer Polytechnic Institute, and he is a member of the Advisory Boards of Butler Capital Corporation Funds and Warburg, Pincus Partnership Funds.

MARVIN L. MANN, 55 Railroad Avenue, Greenwich, CT, Trustee (1993) is Chairman of the Board, President, and Chief Executive Officer of Lexmark International, Inc. (office machines, 1991). Prior to 1991, he held the positions of Vice President of International Business Machines Corporation ("IBM") and President and General Manager of various IBM divisions and subsidiaries. Mr. Mann is a Director of M.A. Hanna Company (chemicals,

1993) and Infomart (marketing services, 1991), a Trammell Crow Co. In addition, he serves as the Campaign Vice Chairman of the Tri-State United Way (1993) and is a member of the University of Alabama President's Cabinet (1990).

THOMAS R. WILLIAMS, 21st Floor, 191 Peachtree Street, N.E., Atlanta, GA, Trustee, is President of The Wales Group, Inc. (management and financial advisory services). Prior to retiring in 1987, Mr. Williams served as Chairman of the Board of First Wachovia Corporation (bank holding company), and Chairman and Chief Executive Officer of The First National Bank of Atlanta and First Atlanta Corporation (bank holding company). He is currently a Director of BellSouth Corporation (telecommunications), ConAgra, Inc. (agricultural products), Fisher Business Systems, Inc. (computer software), Georgia Power Company (electric utility), Gerber Alley & Associates, Inc. (computer software), National Life Insurance Company of Vermont, American Software, Inc. (1989), and AppleSouth, Inc. (restaurants, 1992).

GARY L. FRENCH, Treasurer (1991). Prior to becoming Treasurer of the Fidelity funds, Mr. French was Senior Vice President, Fund Accounting - Fidelity Accounting & Custody Services Co. (1991); Vice President, Fund Accounting - Fidelity Accounting & Custody Services Co. (1990); and Senior Vice President, Chief Financial and Operations Officer - Huntington Advisers, Inc. (1985-1990).

ARTHUR S. LORING, Secretary, is Senior Vice President and General Counsel of FMR, Vice President-Legal of FMR Corp., and Vice President and Clerk of FDC.

ROBERT H. MORRISON, Manager, Security Transactions, is an employee of FMR.

DANIEL R. FRANK, Vice President of the Fund (1986), and an employee of FMR.

Under a retirement program that became effective on November 1, 1989, Trustee s , upon reaching age 72, become eligible to participate in a defined benefit retirement program under which they receive payments during their lifetime from the Fund, based on their basic trustees fees and length of service. Currently Messrs. Robert L. Johnson, William R. Spaulding, Bertram H. Witham and David L.Yunich participate in this program.

As of May 31, 1994 , the Trustees and officers of the Fund owned in the aggregate less than 1% of the outstanding shares of the Fund.

MANAGEMENT CONTRACT AND OTHER SERVICES

The Fund employs FMR to furnish investment advisory and other services. Under its Management Contract with the Fund, FMR acts as investment adviser and, subject to the supervision of the Board of Trustees, directs the investments of the Fund in accordance with its investment objective, policies, and limitations. FMR also provides the Fund with all necessary office facilities and personnel for servicing the Fund's investments, and compensates all officers of the Trust, all Trustees who are "interested persons" of the Trust or of FMR, and all personnel of the Trust or FMR performing services relating to research, statistical, and investment activities.

In addition, FMR or its affiliates, subject to the supervision of the Board of Trustees, provide the management and administrative services necessary for the operation of the Fund. These services include : providing facilities for maintaining the Fund's organization; supervising relations with custodians, transfer and pricing agents, accountants, underwriters, and other persons dealing with the Fund; preparing all general shareholder communications and conducting shareholder relations; maintaining the Fund's records and the registration of the Fund's shares under federal and state law; developing management and shareholder services for the Fund; and furnishing reports, evaluations, and analyses on a variety of subjects to the Board of Trustees.

In addition to the management fee payable to FMR and the fees payable to Service and State Street for Class A shares and FIIOC for Class B shares , the Fund pays all of its expenses, without limitation, that are not assumed by those parties. The Fund pays for typesetting, printing, and mailing proxy material to shareholders, legal expenses, and the fees of the custodian, auditor, and non-interested Trustees. Other expenses paid by the Fund include interest, taxes, brokerage commissions, the Fund's proportionate share of insurance premiums and Investment Company Institute dues, and the costs of registering shares under federal and state securities laws. The Fund is also liable for such nonrecurring expenses as may arise, including costs of any litigation to which the Fund may be a party , and any obligation it may have to indemnify its officers and Trustees with respect to litigation.

FMR is the Fund's manager pursuant to a Management Contract dated November 29, 1990, which was approved by shareholders on September 19, 1990. For the services of FMR under the Contract, the Fund pays FMR a monthly management fee composed of the sum of two elements: a basic fee and a performance adjustment based on a comparison of the Fund's performance to that of the S&P 500.

COMPUTING THE BASIC FEE. The Fund's basic fee rate is composed of two elements: a group fee rate and an individual fund fee rate. The group fee rate is based on the monthly average net assets of all of the registered investment companies with which FMR has management contracts and is calculated on a cumulative basis pursuant to the graduated schedule shown below on the left. On the right the effective fee rate schedules are the results of cumulatively applying the annualized rates at varying asset levels. For example, the effective annual f ee rate at $216.7

billion of average group net assets - their approximate level for September 30, 1993 was .3262%, which is the weighted average of the respective fee rates for each level of group net assets up to that level.

GROUP FEE RATE SCHEDULE* EFFECTIVE ANNUAL FEE RATES

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Average Group Assets			Annualized Rate	Group Net Assets	Effective Annual Fee Rate
0	-	$ 3 billion	.520%	$ 0.5 billion	.5200%
3	-	6	.490	25	.4238
6	-	9	.460	50	.3823
9	-	12	.430	75	.3626
12	-	15	.400	100	.3512
15	-	18	.385	125	.3430
18	-	21	.370	175	.3325
21	-	24	.360	200	.3284
24	-	30	.350	225	.3253
30	-	36	.345	250	.3223
36	-	42	.340	375	.3198
42	-	48	.335	300	.3175
48	-	66	.325	325	.3153
66	-	84	.320	350	.3133
84	-	102	.315		
102	-	138	.310		
138	-	174	.305		
174	-	228	.300		
228	-	336	.295		
282	-	336	.290		
Over	336		.285		

</TABLE>

*The rates shown for average group assets in excess of $138 billion were adopted by FMR on a voluntary basis on January 1, 1992. Rates in excess of $174 billion were adopted by FMR on a voluntary basis on November 1, 1993. Each was adopted pending shareholder approval of a new management contract reflecting the extended schedule. The extended schedule provides for lower management fees as total assets under management increase.

The individual fund fee rate is .30%. Based on the average group net assets of funds advised by FMR for September 1993, the annual basic fee rate would be calculated as follows:

GROUP FEE RATE		INDIVIDUAL FUND FEE RATE		BASIC FEE RATE
.3262%	+	.30%	=	.6262%

One-twelfth of this annual basic fee rate is applied to the Fund's net assets averaged for the most recent month, giving a dollar amount, which is the fee for that month.

COMPUTING THE PERFORMANCE ADJUSTMENT. The basic fee is subject to an upward or downward adjustment, depending upon whether, and to what extent, the Fund's investment performance for the performance period exceeds, or is exceeded by, the record of the S&P 500 over the same period. The performance period consists of the most recent month plus the previous 35 months. Each percentage point of difference (up to a maximum difference of + or -10) is multiplied by a performance adjustment rate of .02%. The maximum annualized adjustment rate is therefore + or -.20%. The Fund is comprised of three classes of shares: Initial Shares, Class A Shares and Class B Shares. Investment performance will be measured separately for each class, and the least of the three results obtained will be used in calculating the performance adjustment to the management fee paid by the Fund. This performance comparison is made at the end of each month. One twelfth of this rate is then applied to the Fund's average net assets for the entire performance period, giving a dollar amount which will be added to (or subtracted from) the basic fee.

The Fund's performance is calculated based on change in NAV. For the purposes of calculating the performance adjustment, any dividends or capital gain distributions paid by the Fund are treated as if reinvested in Fund shares at the NAV as of the record date for payment. The record of the S&P 500 is based on change in value; this is adjusted for any cash distributions from the companies whose securities comprise the S&P 500.

Because the adjustment to the basic fee is based on the Fund's performance compared to the investment record of the S&P 500, the controlling factor is not whether the Fund's performance is up or down per se, but whether it is up or down more or less than the record of the S&P 500. Moreover, the comparative investment performance of the Fund is based solely on the relevant performance period without regard to the cumulative performance over a longer or shorter period of time.

Because the Performance Adjustment rate is applied to the Fund's average net assets for the entire performance period, the dollar amount of the Performance Adjustment will depend upon the Fund's average net assets over the extent of the performance period rather than current net assets. Accordingly, application of the Performance Adjustment rate to average net assets for the full performance period generally will result in a higher dollar amount when the Fund's net assets are decreasing (and a lower dollar amount when the Fund's net assets are increasing), than would occur if the Performance Adjustment rate were applied to the current month's assets.

During the fiscal years ended September 30, 1993, 1992, and 1991, FMR received $1,291,906, $1, 087,250, and $1,240,019, respectively, for its services as investment adviser to the Fund. The fees were equivalent to .54%, .51%, and .60%, respectively, of the average net assets of the Fund for each of those years. For fiscal 1992 and 1991, the downward performance adjustments amounted to $268,871, and $86,141, respectively. The fee for fiscal 1993 includes the basic fee, an upward performance adjustment of $81,040, and an upward adjustment of $377, 292 to prior periods' fees.

To comply with the California Code of Regulations, FMR will reimburse the Fund if and to the extent that the Fund's aggregate annual operating expenses exceed specified percentages of its average net assets. The applicable percentages are 2 1/2% of the first $30 million, 2% of the next $70 million, and 1 1/2% of average net assets in excess of $100 million. When calculating the Fund's expenses for purposes of this regulation, the Fund may exclude interest, taxes, brokerage commissions and extraordinary expenses as well as a portion of its distribution plan expenses and custodian fees attributable to investments in foreign securities.

FMR retains the ability to be repaid by the Fund for these expense reimbursements in the amount that expenses fall below the limit prior to the end of the fiscal year. Fee reimbursements by FMR will increase the Fund's total return, and reimbursements by the Fund will lower its total return.

SUB-ADVISERS. FMR has entered into sub-advisory agreements with FMR U.K. and FMR Far East . P ursuant to the sub-advisory agreements, FMR may receive investment advice and research services outside the United States from the sub-advisers.

Currently, FMR U.K. and FMR Far East each focus on issuers in countries other than the United States such as those in Europe, Asia and the Pacific Basin. FMR U.K. and FMR Far East, are wholly-owned subsidiaries of FMR .

Under t he sub-advisory agreements FMR pays the fees of FMR U.K. and FMR Far East . For providing non-discretionary investment advice and research services, the sub-advisers are compensated as follows:

Fmr pays FMR U.K. and FMR Far East fee equal to 110% and 105%, respectively, of FMR U.K.'s and FMR Far East's costs incurred in connection with providing investment advice and research services.

State Street is transfer, dividend disbursing and shareholder servicing agent for Class A shares of the Fund. State Street has delegated certain transfer, dividend-paying and shareholder services to FIIOC. Under the trust's contract with State Street, the Fund pays a per account fee at $30 and a monetary transaction fee of $6. For accounts that FIIOC maintains on behalf of State Street, FIIOC receives all such fees. For accounts as to which FIIOC provides limited services, FIIOC may receive a portion (currently up to $20 and $6, respectively) of related per account fees and monetary transaction fees, less applicable charges and expenses of State Street for account maintenance and transactions.

FIIOC is the transfer, dividend disbursing and shareholder servicing agent for Class B shares of the Fund. Under the trust's contract with FIIOC, the Fund pays a per account fee of $95 and a monetary transaction fee of $20 or $17.50 depending on the nature of services provided. From June 1, 1990 through December 31, 1992, FIIOC was paid a per account fee and a monetary transaction fee of $65 and $14, or $60 and $12, respectively.

Fees for certain institutional retirement plan accounts are based on the NAV of all such accounts in the fund. FIIOC pays out-of-pocket expenses associated with providing transfer agent services. In addition, FIIOC bears the expenses of typesetting, printing, and mailing prospectuses, statements of additional information, and all other reports, notices, and statements to shareholders, with the exception of proxy statements.

The trust has a contract with Service which provides that Service will perform the calculations necessary to determine the Fund's NAV and dividends and maintain the Fund's accounting records. Prior to July 1, 1991, the annual fee for these pricing and bookkeeping services was based on two schedules, one pertaining to the Fund's average net assets, and one pertaining to the type and number of transactions the Fund made. The fee rates in effect as of July 1, 1991 are based on the Fund's average net assets, specifically .06% for the first $500 million of average net assets and .03% for average net assets in excess of $500 million. The fee is limited to a minimum of $45,000 and a maximum of $750,000 per year. Pricing and bookkeeping fees including related out-of-pocket expenses paid to Service for fiscal 1993, 1992, and 1991 were $145,494, $129,183, and $134,423, respectively.

THE DISTRIBUTOR

The Fund has a General Distribution Agreement with Distributors, a Massachusetts corporation organized July 18, 1960. Distributors is a broker-dealer registered under the Securities Exchange Act of 1934 and a member of the National Association of Securities Dealers, Inc. The distribution agreement calls for Distributors to use all reasonable efforts, consistent with its other business, to secure purchasers for shares of the Fund, which are continuously offered. Promotional and administrative expenses in connection with the offer and sale of shares are paid by Distributors.

DISTRIBUTION AND SERVICE PLAN

The Trustees of the Trust have adopted a Distribution and Service Plan on behalf of Class A and Class B shares of the Fund (the Plans) pursuant to Rule 12b-1 under the 1940 Act (the Rule). As required by the Rule, the Trustees carefully considered all pertinent factors relating to the implementation of each Plan prior to its approval, and have determined that there is a reasonable likelihood that the Plan will benefit the applicable class and its shareholders.

For the fiscal years ended September 30, 1993, 1992, and 1991 Class A paid distribution fees of $1,423,456, $1,266,638, and $1,222,07, respectively, of which $330,491, $273,263, and $282,114, respectively, was retained by Distributors.

Pursuant to the Class A Plan, Class A pays Distributors a distribution fee at an annual rate of up to .65% of its average net assets determined as of the close of business on each day throughout the month, but excluding assets attributable to Class A shares purchased more than 144 months prior to such day. Currently the Trustees have approved a distribution fee for Class A at an annual rate of .65% of its average net assets. This fee may be increased only when, in the opinion of the Trustees, it is in the best interests of Class A shareholders to do so.

Pursuant to the Class B Plan, Class B pays Distributors a distribution fee of .75% of its average daily net assets determined as of the close of business on each day throughout the month. Class B also pays investment professionals a service fee at an annual rate of .25% of its average daily net assets determined as of the close of business on each day throughout the month.

Each Plan also specifically recognizes that FMR, either directly or through Distributors, may use its management fee revenue, past profits or other resources, without limitation, to pay promotional and administrative expenses in connection with the offer and sale of shares of the applicable class. Under each Plan, if the payment by the Fund to FMR of management fees should be deemed to be indirect financing of the distribution of shares of the applicable class, such payment is authorized by the Plan. In addition, each Plan provides that FMR may use its resources, including its management fee revenues, to make payments to third parties that assist in selling shares or in other distribution activities relating to that class. To the extent that each Plan gives FMR and Distributors greater flexibility in connection with the distribution of shares of the applicable class, additional shares of Fund shares may result. Additionally, certain shareholder support services may be provided more effectively under the Plans by local entities with whom shareholders have other relationships.

None of the Plans provide for specific payments by the applicable class of any of the expenses of Distributors, or obligates Distributors or FMR to perform any specific type or level of distribution activities or incur any specific level of expense in connection with distribution activities. After payments by Distributors for advertising, marketing and distribution, and payments to investments professionals, the amounts remaining, if any, may be used as Distributors may elect.

The Glass-Steagall Act generally prohibits federally and state chartered or supervised banks from engaging in the business of underwriting, selling or distributing securities. Although the scope of this prohibition under the Glass-Steagall Act has not been clearly defined, in Distributors' opinion it should not preclude a bank from being paid for shareholder servicing and recordkeeping functions. Distributors intends to engage banks to perform only such functions. However, changes in federal or state statutes and regulations pertaining to the permissible activities of banks and their affiliates or subsidiaries, as well as further judicial or administrative decisions or interpretations, could prevent a bank from continuing to perform all or a part of the contemplated services. If a bank were prohibited from so acting, the Trustees would consider what actions, if any, would be necessary to continue to provide efficient and effective shareholder services. In such event, changes in the operation of the Fund might occur, including possible termination of any automatic investment or redemption or other services then provided by the bank. It is not expected that shareholders would suffer any adverse financial consequences as a result of any of these occurrences. The Fund may execute portfolio transactions with and purchase securities issued by depository institutions that receive payments under the Plan. No preference will be shown in the selection of investments for the instruments of such depository institutions. In addition, state securities laws on this issue may differ from the interpretations of federal law expressed herein, and banks and financial institutions may be required to register as dealers pursuant to state law.

DESCRIPTION OF THE TRUST

TRUST ORGANIZATION. Fidelity Advisor Strategic Opportunities Fund is a series of Fidelity Advisor Series VIII (formerly Fidelity Special Situations Fund), an open-end management investment company organized as a Massachusetts business trust on September 23, 1983, as amended and restated October 1, 1986. and as supplemented November 29, 1990. On April 15, 1993 the name of the Trust was changed from Fidelity Special Situations Fund to Fidelity Advisor Series VIII. Currently there are two funds in the Trust: Fidelity Advisor Strategic Opportunities Fund and Fidelity Advisor Emerging Markets Income Fund. The Declaration of Trust permits the Trustees to create additional funds.

In the event that FMR ceases to be the investment adviser to the Trust or a f und, the right of the Trust or Fund to use the identifying name "Fidelity" may be withdrawn.

The assets of the Trust received for the issue or sale of shares of each series and all income, earnings, profits, and proceeds thereof, subject only to the rights of creditors, are especially allocated to such series, and constitute the underlying assets of such fund. The underlying assets of each series are segregated on the books of account, and are to be charged with the liabilities with respect to such fund and with a share of the general expenses of the Trust. Expenses with respect to the Trust are to be allocated in proportion to the asset value of the respective series, except where allocations of direct expense can otherwise be fairly made. The officers of the Trust, subject to the general supervision of the Board of Trustees, have the power to determine which expenses are allocable to a given series, or which are general or allocable to all of the series. In the event of the dissolution or liquidation of the Trust, shareholders of each series are entitled to receive as a class the underlying assets of such series available for distribution.

SHAREHOLDER AND TRUSTEE LIABILITY. The Trust is an entity of the type commonly known as "Massachusetts business trust." Under Massachusetts law, shareholders of such a trust may, under certain circumstances, be held personally liable for the obligations of the trust. The Declaration of Trust provides that the Trust shall not have any claim against shareholders except for the payment of the purchase price of shares and requires that each agreement, obligation, or instrument entered into or executed by the Trust or the Trustees include a provision limiting the obligations created thereby to the Trust and its assets. The Declaration of Trust provides for indemnification out of each fund's property of any shareholders held personally liable for the obligations of the fund. The Declaration of Trust also provides that each fund shall, upon request, assume the defense of any claim made against any shareholder for any act or obligation of the fund and satisfy any judgment thereon. Thus, the risk of a shareholder incurring financial loss on account of shareholder liability is limited to circumstances in which the Fund itself would be unable to meet its obligations. FMR believes that, in view of the above, the risk of personal liability to shareholders is remote.

The Declaration of Trust further provides that the Trustees, if they have exercised reasonable care, will not be liable for neglect or wrongdoing, but nothing in the Declaration of Trust protects a Trustee against any liability to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties in the conduct of his office. Claims asserted against Class A shares may subject holders of Class B shares to certain liabilities and claims asserted against Class B shares may subject holders of Class A shares to certain liabilities.

VOTING RIGHTS. The F und capital consists of shares of beneficial interest . The shares have no preemptive or conversion rights; the voting and dividend rights, the right of redemption, and the privilege of exchange are described in th e Prospec tus. Shares are fully paid and nonassessable, except as set forth under the heading "Shareholder and Trustee Liability" above. Shareholders representing 10% or more of a Trust or a fund or class of a fund may, as set forth in the Declaration of Trust, call meetings of the Trust , fund or class of a fund for any purpose, related to the Trust or fund, as the case may be, including the case of meeting of the Trust, the purpose of voting on removal of one or more Trustees. The Trust or any fund may be term inated upon the sale of its assets to another open-end management investment company, or upon liquidation and distribution of its assets, if approved by vote of the holders of a majority of the outstanding shares of the Trust or Fund . If not so terminated, the Trust and funds will continue indefinitely.

As of June 10 , 1994, the following owned of record or beneficially more than 5% of the outstanding shares of the Fund: Merrill Lynch Price Fenner & Smith, Jacksonville, FL, owned 2 0 %; A.G. Edwards & Sons, St. Louis, MO, owned 9 %; Smith Barney Shearson, New York, NY, owned 8 %; Cigna Securities, Inc., Hartford, CT, owned 8 %.

CUSTODIAN. Brown Brothers Harriman & Co., 40 Water St., Boston, Massachusetts, is custodian of the assets of the Fund. The custodian is responsible for the safekeeping of the Fund's assets and the appointment of subcustodian banks and clearing agencies. The custodian takes no part in determining the investment policies of the Fund or in deciding which securities are purchased or sold by the Fund. The Fund may, however, invest in obligations of the custodian and may purchase securities from or sell securities to the custodian.

FMR, its officers and directors, its affiliated companies, and the Trust' s Trustees may from time to time have transactions with various banks, including banks serving as custodians for certain of the funds advised by FMR. The Boston branch of the Fund's custodian bank leases its office space from an affiliate of FMR at a lease payment which, when entered into, was consistent with prevailing market rates. Transactions that have occurred to date have included mortgages and personal and general business loans. In the judgment of FMR, the terms and conditions of those transactions were not influenced by existing or potential custodial or other fund relationships.

AUDITOR. Coopers & Lybrand, One Post Office Square, Boston, Massachusetts, serves as the Trust's independent accountant. The auditor examines financial statements for the Fund and provides other audit, tax, and related services.

FINANCIAL STATEMENTS

Class A's financial statements and financial highlights for the fiscal year ended September 30, 1993 are included in its Annual Report, which is a separate report supplied with this Statement of Additional Information. Class A's financial statements and financial highlights are incorporated herein by reference.

FIDELITY ADVISOR EMERGING MARKETS INCOME FUND - CLASS A
FIDELITY ADVISOR EMERGING MARKETS INCOME FUND - CLASS B
A FUND OF FIDELITY ADVISOR SERIES VIII
STATEMENT OF ADDITIONAL INFORMATION
JUNE 30 , 1994

This Statement is not a prospectus but should be read in conjunction with the current Fidelity Advisor Emerging Markets Income Fund (the Fund) Prospectuses (dated June 30, 1994). The Fund offers Class A and Class B shares. Please retain this document for future reference. Additional copies of either Prospectus or this Statement of Additi onal Information are available , without charge , upon request from Fidelity Distributors Corporation, 82 Devonshire Street, Boston, Massachusetts, 02109, or from your investment professional.

NATIONWIDE 800- 840-6333

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DISTRIBUTOR
Fidelity Distributors Corporation (Distributors)
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State Street Bank and Trust Company (State Street) or (Transfer Agent)
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AE MI - PTB-694

INVESTMENT POLICIES AND LIMITATIONS

The following policies and limitations supplement those set forth in the Prospectuses. Unless otherwise noted, whenever an investment policy or limitation states a maximum percentage of the Fund's assets that may be invested in any security or other assets, or sets forth a policy regarding quality standards, such standard or percentage limitation will be determined immediately after and as a result of the Fund's acquisition of such security or other asset. Accordingly, any subsequent change in values, net assets or other circumstances will not be considered when determining whether the investment complies with the Fund's investment policies and limitations.

The Fund's fundamental investment policies and limitations cannot be changed without approval of a "majority of the outstanding voting securities" (as defined in the Investment Company Act of 1940 (1 940 Act)) of the Fund. However, except for the fundamental investment limitations set forth below, the investment policies and limitations described in this Statement of Additional information are not fundamental and may be changed without shareholder approval. THE FOLLOWING ARE THE FUND'S FUNDAMENTAL INVESTMENT LIMITATIONS SET FORTH IN THEIR ENTIRETY. THE FUND MAY NOT:

(1) issue senior securities, except as permitted under the Investment Company Act of 1940;

(2) borrow money, except that the Fund may borrow money for temporary or emergency purposes (not for leveraging or investment) in an amount not exceeding 33 1/3% of its total assets (including the amount borrowed) less liabilities (other than borrowings). Any borrowings that come to exceed this amount will be reduced within three days (not including Sundays and holidays) to the extent necessary to comply with the 33 1/3% limitation;

(3) underwrite securities issued by others, except to the extent that the Fund may be considered an underwriter within the meaning of the Securities Act of 1933 in the disposition of restricted securities;

(4) purchase the securities of any issuer (other than securities issued or guaranteed by the U.S. government or any of its agencies or instrumentalities) if, as a result, more than 25% of the Fund's total assets would be invested in the securities of companies whose principal business activities are in the same industry;

(5) purchase or sell real estate unless acquired as a result of ownership of securities or other instruments (but this shall not prevent the Fund from investing in securities or other instruments backed by real estate or securities of companies engaged in the real estate business);

(6) purchase or sell physical commodities unless acquired as a result of ownership of securities or other instruments (but this shall not prevent the Fund from purchasing or selling options and futures contracts or from investing in securities or other instruments backed by physical commodities);

(7) lend any security or make any other loan if, as a result, more than 33 1/3% of total assets would be lent to other parties, but this limitation does not apply to purchases of debt securities or to repurchase agreements; or

(8) notwithstanding any other fundamental investment policy or limitation, invest all of its assets in the securities of a single open-end management investment company with substantially the same fundamental investment objectives, policies, and limitations as the Fund.

THE FOLLOWING INVESTMENT LIMITATIONS ARE NOT FUNDAMENTAL AND MAY BE CHANGED WITHOUT SHAREHOLDER APPROVAL.

(i) To meet federal tax requirements for qualifications as a "regulated investment company," the Fund limits its investments so that at the close of each quarter of its taxable year: (a) with regard to at least 50% of total assets, no more than 5% of total assets are invested in the securities of a single issuer, and (b) no more than 25% of total assets are invested in the securities of a single issuer. Limitations (a) and (b) do not apply to "government securities" as defined for federal tax purposes.

(ii) The Fund does not currently intend to sell securities short, unless it owns or has the right to obtain securities equivalent in kind and amount to the securities sold short, and provided that transactions in futures contracts and options are not deemed to constitute selling securities short.

(iii) The Fund does not currently intend to purchase securities on margin, except that the Fund may obtain such short-term credits as are necessary for the clearance of transactions, and provided that margin payments in connection with futures contracts and options on futures contracts shall not constitute purchasing securities on margin.

(iv) The Fund may borrow money only (a) from a bank or from a registered investment company or portfolio for which FMR or an affiliate serves as investment adviser or (b) by engaging in reverse repurchase agreements with any party (reverse repurchase agreements are treated as borrowings for purposes of fundamental investment limitation (2)). The Fund will not purchase any security while borrowings representing more than 5% of its total assets are outstanding. The Fund will not borrow from other funds advised by FMR or its affiliates if total outstanding borrowings immediately after such borrowing would exceed 15% of the Fund's total assets.

(v) The Fund does not currently intend to purchase any security if, as a result, more than 15% of its net assets would be invested in securities that are deemed to be illiquid because they are subject to legal or contractual restrictions on resale or because they cannot be sold or disposed of in the ordinary course of business at approximately the prices at which they are valued.

(vi) The Fund does not currently intend to invest in securities of real estate investment trusts that are not readily marketable, or to invest in securities of real estate limited partnerships that are not listed on the New York Stock Exchange (NYSE) or the American Stock Exchange (AMEX) or traded on the NASDAQ National Market System.

(vii) The Fund does not currently intend to lend assets other than securities to other parties, except (a) by lending money (up to 7.5% of the Fund's net assets) to a registered investment company or portfolio for which FMR or an affiliate serves as investment adviser, or (b) acquiring loans, loan participations, or other forms of direct debt instruments and in connection therewith, assuming any associated unfunded commitments of the sellers. (This limitation does not apply to purchases of debt securities or to repurchase agreements.)

(viii) The Fund does not currently intend to (a) purchase securities of other investment companies, except in the open market where no commission except the ordinary broker's commission is paid, or (b) purchase or retain securities issued by other open-end investment companies. Limitations (a) and (b) do not apply to securities received as dividends, through offers of exchange, or as a result of a reorganization, consolidation or merger.

(ix) The Fund does not currently intend to purchase the securities of any issuer (other than securities issued or guaranteed by domestic or foreign governments or political subdivisions thereof) if, as a result, more than 5% of its total assets would be invested in the securities of business enterprises that, including predecessors, have a record of less than three years of continuous operation.

(x) The Fund does not currently intend to invest in oil, gas or other mineral exploration or development programs or leases.

(xi) The Fund does not currently intend to purchase warrants, valued at the lower of cost or market, in excess of 10% of the Fund's net assets. Included in that amount, but not to exceed 2% of net assets, are warrants whose underlying securities are not traded on principal domestic or foreign exchanges. Warrants acquired by the Fund in units or attached to securities are not subject to these restrictions.

For the Fund's limitations on futures and options transactions, see the section entitled "Limitations on Futures and Options Transactions" beginning on page 9 .

AFFILIATED BANK TRANSACTIONS. The Fund may engage in transactions with financial institutions that are, or may be considered to be, "affiliated persons" of the Fund under the 1940 Act. These transactions may include repurchase agreements with custodian banks; purchases, as principal, of short-term obligations of, and repurchase agreements with, the 50 largest U.S. banks (measured by deposits); m unicipal securities; U .S. government securities with affiliated financial institutions tha t are primary dealers in these securities; short-term currency transactions; and short-term b orrowing s . In accordance with exemptive orders issued by the S ecurities and Exchange Commission (SEC) , the Board of Trustees has established and periodically reviews procedures applicable to transactions involving affiliated financial institutions.

THE FUND'S RIGHTS AS A SHAREHOLDER. The Fund does not intend to direct or administer the day-to-day operations of any company. The Fund, however, may exercise its rights as a shareholder and may communicate its views on important matters of policy to management, the board of directors, and other shareholders of a company when FMR determines that such matters could have a significant effect on the value of the Fund's investment in the company. The activities that the Fund may engage in, either individually or in conjunction with others, may include, among others, supporting or opposing proposed changes in a company's corporate structure or business activities; seeking changes in a company's directors or management; seeking changes in company's direction or policies; seeking the sale or reorganization of the company or a portion of its assets; or supporting or opposing third-party takeover efforts. This area of corporate activity is increasingly prone to litigation and it is possible that the Fund could be involved in lawsuits related to such activities. FMR will monitor such activities with a view to mitigating, to the extent possible, the risk of litigation against the Fund and the risk of actual liability if the Fund is involved in litigation. No guarantee can be made, however, that litigation against the Fund will not be undertaken or liabilities incurred.

DELAYED-DELIVERY TRANSACTIONS. The Fund may buy and sell securities on a delayed-delivery or when-issued basis. These transactions involve a commitment by the Fund to purchase or sell specific securities at a predetermined price or yield, with payment and delivery taking place after the customary settlement period for that type of security (and more than seven days in the future). Typically, no interest accrues to the purchaser until the security is delivered. The Fund may receive fees for entering into delayed-delivery transactions.

When purchasing securities on a delayed-delivery basis, the Fund assumes the rights and risks of ownership, including the risk of price and yield fluctuations. Because the Fund is not required to pay for securities until the delivery date, these risks are in addition to the risks associated with the Fund's other investments. If the Fund remains substantially fully invested at a time when delayed-delivery purchases are outstanding, the delayed-delivery purchases may result in a form of leverage. When delayed-delivery purchases are outstanding, the Fund will set aside appropriate liquid assets in a segregated custodial account to cover its purchase obligations. When the Fund has sold a security on a delayed-delivery basis, the Fund does not participate in further gains or losses with respect to the security. If the other party to a delayed-delivery transaction fails to deliver or pay for the securities, the Fund could miss a favorable price or yield opportunity, or could suffer a loss.

The Fund may renegotiate delayed-delivery transactions after they are entered into, and may sell underlying securities before they are delivered, which may result in capital gains or losses.

LOWER- QUALITY SECURITIES. The market for lower- quality debt securities may be thinner and less active than that for higher- quality debt securities, which can adversely affect the prices at which the former are sold. If market quotations are not available, lower- quality debt securities will be valued in accordance with procedures established by the Board of Trustees, including the use of outside pricing services. Judgment plays a greater role in valuing high-yield corporate debt securities than is the case for securities for which more external sources for quotations and last-sale information are available. Adverse publicity and changing investor perceptions may affect the ability of outside pricing services to value lower-rated debt securities and the Fund's ability to dispose of these securities.

Since the risk of default is higher for lower- quality debt securities, FMR's research and credit analysis are an especially important part of managing securities of this type held by the Fund. In considering investments for the Fund, FMR will attempt to identify those issuers of high-yielding debt securities whose financial condition is adequate to meet future obligations, has improved, or is expected to improve in the future. FMR's analysis focuses on relative values based on such factors as interest or dividend coverage, asset coverage, earnings prospects, and the experience and managerial strength of the issuer.

The Fund may chose, at is expense or in conjunction with others, to pursue litigation or otherwise to exercise its rights as a security holder to seek to protect the interests of security holders if it determines this to be in the best interest of the Fund's shareholders.

FOREIGN SECURITIES. Investing in securities issued by companies or other issuers whose principal activities are outside of the U.S. may involve significant risks not present in U.S. investments. The value of securities denominated in foreign currencies, and of dividends and interest paid with respect to such securities, will fluctuate based on the relative strength of the U.S. dollar. In addition, there is generally less publicly available information about foreign issuers, particularly those not subject to the disclosure and reporting requirements of the U.S. securities laws. Foreign issuers are generally not bound by uniform accounting, auditing, and financial reporting requirements and standards of practice comparable to those applicable to U.S. issuers. Investments in foreign securities also involve the risk of possible adverse changes in investment or exchange control regulations, expropriation or confiscatory taxation, limitation on the removal of monies or other assets of the Fund, political or financial instability, or diplomatic and other developments which could affect such investments. Further, economies of particular countries or areas of the world may differ favorably or unfavorably from the economy of the U.S.

It is anticipated that in most cases the best available market for foreign securities will be on exchanges or in over-the-counter markets located outside of the U.S. Foreign stock markets, while growing in volume and sophistication, are generally not as developed as those in the U.S., and securities of some foreign issuers (particularly those located in developing countries) may be less liquid and more volatile than securities of comparable U.S. issuers. Foreign security trading practices, including those involving securities settlement where Fund assets may be released prior to receipt of payment, may expose the Fund to increased risk in the event of a failed trade or the insolvency of a foreign broker-dealer. In addition, foreign brokerage commissions and other fees are generally higher than on securities traded in the U.S. and may be non-negotiable. In general, there is less overall governmental supervision and and regulation of securities exchanges, brokers and listed companies than in the U.S. The Fund may invest in foreign securities that impose restrictions on transfer within the U.S. or to U.S. persons. Although securities subject to such transfer restrictions may be marketable abroad, they may be less liquid than foreign securities of the same class that are not subject to such restrictions.

American Depository Receipts and European Depository Receipts (ADRs and EDRs) are certificates evidencing ownership of shares of a foreign-based issuer held in trust by a bank or similar financial institution. Designed for use in U.S. and European securities markets, respectively, ADRs and EDRs are alternatives to the purchase of the underlying securities in their national markets and currencies.

FOREIGN CURRENCY TRANSACTIONS. The Fund may conduct foreign currency transactions on a spot (i.e., cash) basis or by entering into forward contracts to purchase or sell foreign currencies at a future date and price. The Fund will convert currency on a spot basis from time to time, and investors should be aware of the costs of currency conversion. Although foreign exchange dealers generally do not charge a fee for conversion, they do realize a profit based on the difference between the prices at which they are buying and selling various currencies. Thus, a dealer may offer to sell a foreign currency to the Fund at one rate, while offering a lesser rate of exchange should the Fund desire to resell that currency to the dealer. Forward contracts are generally traded in an interbank market conducted directly between currency traders (usually large commercial banks) and their customers. The parties to a forward contract may agree to offset or terminate the contract before its maturity, or may hold the contract to maturity and complete the contemplated currency exchange.

The Fund may use currency forward contracts for any purpose consistent with its investment objective. The following discussion summarizes some, but not all, of the possible currency management strategies involving forward contracts that could be used by the Fund. The Fund may also use options and futures contracts relating to foreign currencies for the same purposes.

When the Fund agrees to buy or sell a security denominated in a foreign currency, it may desire to "lock in" the U.S. dollar price of the security. By entering into a forward contract for the purchase or sale, for a fixed amount of U.S. dollars, of the amount of foreign currency involved in the underlying security transaction, the Fund will be able to protect itself against an adverse change in foreign currency values between the date the security is purchased or sold and the date on which payment is made or received. This technique is sometimes referred to as a "settlement hedge" or "transaction hedge." The Fund may also enter into forward contracts to purchase or sell a foreign currency in anticipation of future purchases or sales of securities denominated in foreign currency, even if the specific investments have not yet been selected by FMR.

The Fund may also use forward contracts to hedge against a decline in the value of existing investments denominated in foreign currency. For example, if the Fund owned securities denominated in pounds sterling, the Fund could enter into a forward contract to sell pounds sterling in return for U.S. dollars to hedge against possible declines in the pound's value. Such a hedge, sometimes referred to as a "position hedge," would tend to offset both positive and negative currency fluctuations, but would not offset changes in security values caused by other factors. The Fund could also hedge the position by selling another currency expected to perform similarly to the pound sterling -- for example, by entering into a forward contract to sell Deutschemarks or European Currency Units in return for U.S. dollars. This type of hedge, sometimes referred to as a "proxy hedge," could offer advantages in terms of cost, yield or efficiency, but generally will not hedge currency exposure as effectively as a simple hedge into U.S. dollars. Proxy hedges may result in losses if the currency used to hedge does not perform similarly to the currency in which the hedged securities are denominated.

The Fund may enter into forward contracts to shift its investment exposure from one currency into another currency that is expected to perform better relative to the U.S. dollar. For example, if the Fund held investments denominated in Deutschemarks, the Fund could enter into forward contracts to sell Deutschemarks and purchase Swiss Francs. This type of strategy, sometimes known as a "cross-hedge," will tend to reduce or eliminate exposure to the currency that is sold, and increase exposure to the currency that is purchased, much as if the Fund had sold a security denominated in one currency and purchased an equivalent security denominated in another. Cross-hedges protect against losses resulting from a decline in the hedged currency, but will cause the Fund to assume the risk of fluctuations in the value of the currency it purchases.

Under certain conditions, SEC guidelines require mutual funds to set aside appropriate liquid assets in a segregated custodial account to cover currency forward contracts. As required by SEC guidelines, the Fund will segregate assets to cover currency forward contracts, if any, whose purpose is essentially speculative. The Fund will not segregate assets to cover forward contracts entered into for hedging purposes, including settlement hedges, position hedges, and proxy hedges.

Successful use of currency forward contracts will depend on FMR's skill in analyzing and predicting currency values. Forward contracts may substantially change the Fund's investment exposure to changes in currency exchange rates, and could result in losses to the Fund if currencies do not perform as FMR anticipates. For example, if a currency's value rose at a time when FMR had hedged the Fund by selling that currency in exchange for dollars, the Fund would be unable to participate in the currency's appreciation. If FMR hedges currency exposure through proxy hedges, the Fund could realize currency losses from the hedge and the security position at the same time if the two currencies do not move in tandem. Similarly, if FMR increases the Fund's exposure to a foreign currency, and that currency's value declines, the Fund will realize a loss. There is no assurance th at FMR's use of currency forward contracts will be advantageous to the Fund or that they will hedge at an appropriate time.

ILLIQUID INVESTMENTS are investments that cannot be sold or disposed of in the ordinary course of business at approximately the prices at which they are valued. Under the supervision of the Board of Trustees, FMR determines the liquidity of the Fund's investments and, through reports from FMR, the Board monitors investments in illiquid instruments. In determining the liquidity of the Fund's investments, FMR may consider various factors including (1) the frequency of trades and quotations, (2) the number of dealers and prospective purchasers in the marketplace, (3) dealer undertakings to make a market, (4) the nature of the security (including any demand or tender features) and (5) the nature of the marketplace for trades (including the ability to assign or offset the Fund's rights and obligations relating to the investment). Investments currently considered by the Fund to be illiquid include repurchase agreements not entitling the holder to payment of principal and interest within seven days, over-the-counter options and non-government stripped fixed-rate mortgage-backed securities. Also, FMR may determine some restricted securities, government stripped fixed-rate mortgage-backed securities, loans and other direct debt instruments and swap agreements to be illiquid. However, with respect to over-the-counter options the Fund writes, all or a portion of the value of the underlying instrument may be illiquid depending on the assets held to cover the option and the nature and terms of any agreement the Fund may have to close out the option before expiration. In the absence of market quotations, illiquid investments are priced at fair value as determined in good faith by a committee appointed by the Board of Trustees. If through a change in values, net assets or other circumstances, the Fund were in a position where more than 15% of its net assets were invested in illiquid securities, it would seek to take appropriate steps to protect liquidity.

INDEXED SECURITIES. The Fund may purchase securities whose prices are indexed to the prices of other securities, securities indices, currencies, precious metals or other commodities, or other financial indicators. Indexed securities typically, but not always, are debt securities or deposits whose value at maturity or coupon rate is determined by reference to a specific instrument or statistic. Gold-indexed securities, for example, typically provide for a maturity value that depends on the price of gold, resulting in a security whose price tends to rise and fall together with gold prices. Currency-indexed securities typically are short-term to intermediate-term debt securities whose maturity values or interest rates are determined by reference to the values of one or more specified foreign currencies, and may offer higher yields than U.S. dollar-denominated securities of equivalent issuers. Currency-indexed securities may be positively or negatively indexed; that is, their maturity value may increase when the specified currency value increases, resulting in a security that performs similarly to a foreign denominated instrument, or their maturity value may decline when foreign currencies increase, resulting in a security whose price characteristics are similar to a put on the underlying currency. Currency-indexed securities may also have prices that depend on the values of a number of different foreign currencies relative to each other.

The performance of indexed securities depends to a great extent on the performance of the security, currency, or other instrument to which they are indexed, and may also be influenced by interest rate changes in the U.S. and abroad. At the same time, indexed securities are subject to the credit risks associated with the issuer of the security, and their values may decline substantially if the issuer's creditworthiness deteriorates. Recent issuers of indexed securities have included banks, corporations, and certain U.S. government agencies. Indexed securities may be more volatile than the underlying instruments.

LOANS AND OTHER DIRECT DEBT INSTRUMENTS. Direct debt instruments are interests in amounts owed by a corporate, governmental, or other borrower to lenders or lending syndicates (loans and loan participations), to suppliers of goods or services (trade claims or other receivables), or to other parties. Direct debt instruments are subject to the Fund's policies regarding the quality of debt securities.

Purchasers of loans and other forms of direct indebtedness depend primarily upon the creditworthiness of the borrower for payment of principal and interest. Direct debt instruments may not be rated by any nationally recognized rating service. If the Fund does not receive scheduled interest or principal payments on such indebtedness, the Fund's share price and yield could be adversely affected. Loans that are fully secured offer the Fund more protections than an unsecured loan in the event of non-payment of scheduled interest or principal. However, there is no assurance that the liquidation of collateral from a secured loan would satisfy the borrower's obligation, or that the collateral could be liquidated. Indebtedness of borrowers whose creditworthiness is poor involves substantially greater risks and may be highly speculative. Borrowers that are in bankruptcy or restructuring may never pay off their indebtedness, or may pay only a small fraction of the amount owed. Direct indebtedness of developing countries also involves a risk that the governmental entities responsible for the repayment of the debt may be unable, or unwilling, to pay interest and principal when due.

Investments in loans through direct assignment of a financial institution's interests with respect to a loan may involve additional risks to the Fund. For example, if a loan is foreclosed, the Fund could become part owner of any collateral, and would bear the costs and liabilities associated with owning and disposing of the collateral. In addition, it is conceivable that under emerging legal theories of lender liability, the Fund could be held liable as a co-lender. Direct debt instruments may also involve a risk of insolvency of the lending bank or other intermediary. Direct debt instruments that are not in the form of securities may offer less legal protection to the Fund in the event of fraud or misrepresentation. In the absence of definitive regulatory guidance, the Fund relies on FMR's research in an attempt to avoid situations where fraud or misrepresentation could adversely affect the Fund.

A loan is often administered by a bank or other financial institution that acts as agent for all holders. The agent administers the terms of the loan, as specified in the loan agreement. Unless, under the terms of the loan or other indebtedness, the Fund has direct recourse against the borrower, it may have to rely on the agent to apply appropriate credit remedies against a borrower. If assets held by the agent for the benefit of the Fund were determined to be subject to the claims of the agent's general creditors, the Fund might incur certain costs and delays in realizing payment on the loan or loan participation and could suffer a loss of principal or interest.

Direct indebtedness purchased by the Fund may include letters of credit, revolving credit facilities, or other standby financing commitments obligating the Fund to pay additional cash on demand. These commitments may have the effect of requiring the Fund to increase its investment in a borrower at a time when it would not otherwise have done so. The Fund will set aside appropriate liquid assets in a segregated custodial account to cover its potential obligations under standby financing commitments.

The Fund limits the amount of total assets that it will invest in issuers within the same industry (see fundamental investment limitation (4)). For purposes of this limitation, the Fund generally will treat the borrower as the "issuer" of indebtedness held by the Fund. In the case of loan participations where a bank or other lending institution serves as financial intermediary between the Fund and the borrower, if the participation does not shift to the Fund the direct debtor-creditor relationship with the borrower, SEC interpretations require the Fund, in appropriate circumstances, to treat both the lending bank or other lending institution and the borrower as "issuers" for the purposes of determining whether the Fund has invested more than 5% of its total assets in a single issuer. Treating a financial intermediary as an issuer of indebtedness may restrict the Fund's ability to invest in indebtedness related to a single financial intermediary, or a group of intermediaries engaged in the same industry, even if the underlying borrowers represent many different companies and industries.

MORTGAGE-BACKED SECURITIES. The Fund may purchase mortgage-backed securities issued by government and non-government entities such as banks, mortgage lenders, or other financial institutions. A mortgage-backed security may be an obligation of the issuer backed by a mortgage or pool of mortgages or a direct interest in an underlying pool of mortgages. Some mortgage-backed securities, such as collateralized mortgage obligations, or CMOs, make payments of both principal and interest at a variety of intervals; others make semiannual interest payments at a predetermined rate and repay principal at maturity (like a typical bond). Mortgage-backed securities are based on different types of mortgages including those on commercial real estate or residential properties. Other types of mortgage-backed securities will likely be developed in the future, and the Fund may invest in them if FMR determines they are consistent with the Fund's investment objective and policies.

The value of mortgage-backed securities may change due to shifts in the market's perception of issuers. In addition, regulatory or tax changes may adversely affect the mortgage securities market as a whole. Non-government mortgage-backed securities may offer higher yields than those issued by government entities, but also may be subject to greater price changes than government issues. Mortgage-backed securities are subject to prepayment risk. Prepayment, which occurs when unscheduled or early payments are made on the underlying mortgages, may shorten the effective maturities of these securities and may lower their total returns.

REPURCHASE AGREEMENTS. In a repurchase agreement, the Fund purchases a security and simultaneously commits to resell that security to the seller at an agreed-upon price on an agreed-upon date. The resale price reflects the purchase price plus an agreed-upon incremental amount which is unrelated to the coupon rate or maturity of the purchased security. A repurchase agreement involves the obligation of the seller to pay the agreed-upon price, which obligation is in effect secured by the value (at least equal to the amount of the agreed-upon resale price and marked to market daily) of the underlying security. The Fund may engage in repurchase agreements with respect to any security in which it is authorized to invest. While it does not presently appear possible to eliminate all risks from these transactions (particularly the possibility of a decline in the market value of the underlying securities, as well as delay and costs to the Fund in connection with bankruptcy proceedings), it is the policy of the Fund to limit repurchase agreements whose creditworthiness has been reviewed and found satisfactory by FMR.

FOREIGN REPURCHASE AGREEMENTS. Foreign repurchase agreements may include agreements to purchase and sell foreign securities in exchange for fixed U.S. dollar amounts, or in exchange for specified amounts of foreign currency. Unlike typical U.S. repurchase agreements, foreign repurchase agreements may not be fully collateralized at all times , i.e., the value of the security purchased by the Fund may be more or less than the price at which the counterparty has agreed to repurchase the security. In the event of a default by the counterparty, the Fund may suffer a loss if the value of the security purchased is less than the agreed-upon repurchase price, or if the Fund is unable to successfully assert a claim to the collateral under foreign laws. As a result, foreign repurchase agreements may involve higher credit risks than repurchase agreements in U.S. markets, as well as risks associated with currency fluctuations. In addition, as with other emerging market investments, repurchase agreements with counterparties located in emerging markets or relating to emerging market securities may involve issuers or counterparties with lower credit ratings than typical U.S. repurchase agreements.

REVERSE REPURCHASE AGREEMENTS. In a reverse repurchase agreement, the Fund sells a portfolio instrument to another party, such as a bank or broker-dealer, in return for cash and agrees to repurchase the instrument at a particular price and time. While a reverse repurchase agreement is outstanding, the Fund will maintain appropriate liquid assets in a segregated custodial account to cover its obligation under the agreement. The Fund will enter into reverse repurchase agreements only with parties whose creditworthiness has been found satisfactory by FMR. Such transactions may increase fluctuations in the market value of the Fund's assets and may be viewed as a form of leverage.

RESTRICTED SECURITIES generally can be sold in privately negotiated transactions, pursuant to an exemption from registration under the Securities Act of 1933, or in a registered public offering. Where registration is required, the Fund may be obligated to pay all or part of the registration expense and a considerable period may elapse between the time it decides to seek registration and the time the Fund may be permitted to sell a security under an effective registration statement. If, during such a period, adverse market conditions were to develop, the Fund might obtain a less favorable price than prevailed when it decided to seek registration of the security.

SECURITIES LENDING. The Fund may lend securities to parties such as broker-dealers or institutional investors, including Fidelity Brokerage Services, Inc. (FBSI). FBSI is a member of the NYSE and a subsidiary of FMR Corp.

Securities lending allows the Fund to retain ownership of the securities loaned and, at the same time, to earn additional income. Since there may be delays in the recovery of loaned securities, or even a loss of rights in collateral supplied should the borrower fail financially, loans will be made only to parties deemed by FMR to be of good standing. Furthermore, they will only be made if, in FMR's judgment, the consideration to be earned from such loans would justify the risk.

FMR understands that it is the current view of the SEC Staff that the Fund may engage in loan transactions only under the following conditions: (1) the Fund must receive 100% collateral in the form of cash or cash equivalents (e.g., U.S. Treasury bills or notes) from the borrower; (2) the borrower must increase the collateral whenever the market value of the securities loaned (determined on a daily basis) rises above the value of the collateral; (3) after giving notice, the Fund must be able to terminate the loan at any time; (4) the Fund must receive reasonable interest on the loan or a flat fee from the borrower, as well as amounts equivalent to any dividends, interest, or other distributions on the securities loaned and to any increase in market value; (5) the Fund may pay only reasonable custodian fees in connection with the loan; and (6) the Board of Trustees must be able to vote proxies on the securities loaned, either by terminating the loan or by entering into an alternative arrangement with the borrower.

Cash received through loan transactions may be invested in any security in which the Fund is authorized to invest. Investing this cash subjects that investment, as well as the security loaned, to market forces (i.e., capital appreciation or depreciation).

SWAP AGREEMENTS. Swap agreements can be individually negotiated and structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swap agreements may increase or decrease the Fund's exposure to long- or short-term interest rates (in the U.S. o r abroad), foreign currency values, mortgage securities, corporate borrowing rates, or other factors such as security prices or inflation rates. Swap agreements can take many different forms and are known by a variety of names. The Fund is not limited to any particular form of swap agreement if FMR determines it is consistent with the Fund's investment objective and policies.

In a typical cap or floor agreement, one party agrees to make payments only under specified circumstances, usually in return for payment of a fee by the other party. For example, the buyer of an interest rate cap obtains the right to receive payments to the extent that a specified interest rate exceeds an agreed-upon level, while the seller of an interest rate floor is obligated to make payments to the extent that a specified interest rate falls below an agreed-upon level. An interest rate collar combines elements of buying a cap and selling a floor.

Swap agreements will tend to shift the Fund's investment exposure from one type of investment to another. For example, if the Fund agreed to exchange payments in dollars for payments in foreign currency, the swap agreement would tend to decrease the Fund's exposure to U.S. interest rates and increase its exposure to foreign currency and interest rates. Caps and floors have an effect similar to buying or writing options. Depending on how they are used, swap agreements may increase or decrease the overall volatility of the Fund's investments and its share price and yield.

The most significant factor in the performance of swap agreements is the change in the specific interest rate, currency, or other factors that determine the amounts of payments due to and from the Fund. If a swap agreement calls for payments by the Fund, the Fund must be prepared to make such payments when due. In addition, if the counterparty's creditworthiness declined, the value of a swap agreement would be likely to decline, potentially resulting in losses. The Fund expects to be able to reduce its exposure under swap agreements either by assignment or other disposition, or by entering into an offsetting swap agreement with the same party or a similarly creditworthy party.

The Fund will maintain appropriate liquid assets in a segregated custodial account to cover its current obligations under swap agreements. If the Fund enters into a swap agreement on a net basis, it will segregate assets with a daily value at least equal to the excess, if any, of the Fund's accrued obligations under the swap agreement over the accrued amount the Fund is entitled to receive under the agreement. If the Fund enters into a swap agreement on other than a net basis, it will segregate assets with a value equal to the full amount of the Fund's accrued obligations under the agreement.

LIMITATIONS ON FUTURES AND OPTIONS TRANSACTIONS. The Fund intends to file a notice of eligibility for exclusion from the definition of the term "commodity pool operator" with the Commodity Futures Trading Commission (CFTC) and the National Futures Association, which regulate trading in the futures markets, before engaging in any purchases or sales of futures contracts or options on futures contracts. The Fund intends to comply with Rule 4.5 under the Commodity Exchange Act which limits the extent to which the Fund can commit assets to initial margin deposits and option premiums.

In addition, the Fund will not: (a) sell futures contracts, purchase put options, or write call options if, as a result, more than 25% of the Fund's total assets would be hedged with futures and options under normal conditions; (b) purchase futures contracts or write put options if, as a result, the Fund's total obligations upon settlement or exercise of purchased futures contracts and written put options would exceed 25% of its total assets; or (c) purchase call options if, as a result, the current value of option premiums for call options purchased by the Fund would exceed 5% of the Fund's total assets. These limitations do not apply to options attached to or acquired or traded together with their underlying securities, and do not apply to securities that incorporate features similar to options.

The above limitations on the Fund's investments in futures contracts and options, and the Fund's policies regarding futures contracts and options discussed elsewhere in this Statement of Additional Information, are not fundamental policies and may be changed as regulatory agencies permit.

FUTURES CONTRACTS. When the Fund purchases a futures contract, it agrees to purchase a specified underlying instrument at a specified future date. When the Fund sells a futures contract, it agrees to sell the underlying instrument at a specified future date. The price at which the purchase and sale will take place is fixed when the Fund enters into the contract. Some currently available futures contracts are based on specific securities, such as U.S. Treasury bonds or notes, and some are based on indices of securities prices, such as the Standard & Poor's 500 Composite Stock Price Index (S&P 500). Futures can be held until their delivery dates, or can be closed out before then if a liquid secondary market is available.

The value of a futures contract tends to increase and decrease in tandem with the value of its underlying instrument. Therefore, purchasing futures contracts will tend to increase the Fund's exposure to positive and negative price fluctuations in the underlying instrument, much as if it had purchased the underlying instrument directly. When the Fund sells a futures contract, by contrast, the value of its futures position will tend to move in a direction contrary to the market. Selling futures contracts, therefore, will tend to offset both positive and negative market price changes, much as if the underlying instrument had been sold.

FUTURES MARGIN PAYMENTS. The purchaser or seller of a futures contract is not required to deliver or pay for the underlying instrument unless the contract is held until the delivery date. However, both the purchaser and seller are required to deposit "initial margin" with a futures broker, known as a futures commission merchant (FCM), when the contract is entered into. Initial margin deposits are typically equal to a percentage of the contract's value. If the value of either party's position declines, that party will be required to make additional "variation margin" payments to settle the change in value on a daily basis. The party that has a gain may be entitled to receive all or a portion of this amount. Initial and variation margin payments do not constitute purchasing securities on margin for purposes of the Fund's investment limitations. In the event of the bankruptcy of an FCM that holds margin on behalf of the Fund, the Fund may be entitled to return of margin owed to it only in proportion to the amount received by the FCM's other customers, potentially resulting in losses to the Fund.

PURCHASING PUT AND CALL OPTIONS. By purchasing a put option, the Fund obtains the right (but not the obligation) to sell the option's underlying instrument at a fixed strike price. In return for this right, the Fund pays the current market price for the option (known as the option premium). Options have various types of underlying instruments, including specific securities, indices of securities prices, and futures contracts. The Fund may terminate its position in a put option it has purchased by allowing it to expire or by exercising the option. If the option is allowed to expire, the Fund will lose the entire premium it paid. If the Fund exercises the option, it completes the sale of the underlying instrument at the strike price. The Fund may also terminate a put option position by closing it out in the secondary market at its current price, if a liquid secondary market exists.

The buyer of a typical put option can expect to realize a gain if security prices fall substantially. However, if the underlying instrument's price does not fall enough to offset the cost of purchasing the option, a put buyer can expect to suffer a loss (limited to the amount of the premium paid, plus related transaction costs).

The features of call options are essentially the same as those of put options, except that the purchaser of a call option obtains the right to purchase, rather than sell, the underlying instrument at the option's strike price. A call buyer typically attempts to participate in potential price increases of the underlying instrument with risk limited to the cost of the option if security prices fall. At the same time, the buyer can expect to suffer a loss if security prices do not rise sufficiently to offset the cost of the option.

WRITING PUT AND CALL OPTIONS. When the Fund writes a put option, it takes the opposite side of the transaction from the option's purchaser. In return for receipt of the premium, the Fund assumes the obligation to pay the strike price for the option's underlying instrument if the other party to the option chooses to exercise it. When writing an option on a futures contract, the Fund will be required to make margin payments to an FCM as described above for futures contracts. The Fund may seek to terminate its position in a put option it writes before exercise by closing out the option in the secondary market at its current price. If the secondary market is not liquid for a put option the Fund has written, however, the Fund must continue to be prepared to pay the strike price while the option is outstanding, regardless of price changes, and must continue to set aside assets to cover its position.

If security prices rise, a put writer would generally expect to profit, although its gain would be limited to the amount of the premium it received. If security prices remain the same over time, it is likely that the writer will also profit, because it should be able to close out the option at a lower price. If security prices fall, the put writer would expect to suffer a loss. This loss should be less than the loss from purchasing the underlying instrument directly, however, because the premium received for writing the option should mitigate the effects of the decline.

Writing a call option obligates the Fund to sell or deliver the option's underlying instrument, in return for the strike price, upon exercise of the option. The characteristics of writing call options are similar to those of writing put options, except that writing calls generally is a profitable strategy if prices remain the same or fall. Through receipt of the option premium, a call writer mitigates the effects of a price decline. At the same time, because a call writer must be prepared to deliver the underlying instrument in return for the strike price, even if its current value is greater, a call writer gives up some ability to participate in security price increases.

COMBINED POSITIONS. The Fund may purchase and write options in combination with futures or forward contracts, to adjust the risk and return characteristics of its overall position. For example, the Fund may purchase a put option and write a call option on the same underlying instrument, in order to construct a combined position whose risk and return characteristics are similar to selling a futures contract. Another possible combined position would involve writing a call option at one strike price and buying a call option at a lower price, in order to reduce the risk of the written call option in the event of a substantial price increase. Because combined options positions involve multiple trades, they result in higher transaction costs and may be more difficult to open and close out.

CORRELATION OF PRICE CHANGES. Because there are a limited number of types of exchange-traded options and futures contracts, it is likely that the standardized contracts available will not match the Fund's current or anticipated investments exactly. The Fund may invest in options and futures contracts based on securities with different issuers, maturities, or other characteristics from the securities in which it typically invests, which involves a risk that the options or futures position will not track the performance of the Fund's other investments.

Options and futures prices can also diverge from the prices of their underlying instruments, even if the underlying instruments match the Fund's investments well. Options and futures prices are affected by such factors as current and anticipated short-term interest rates, changes in volatility of the underlying instrument, and the time remaining until expiration of the contract, which may not affect security prices the same way. Imperfect correlation may also result from differing levels of demand in the options and futures markets and the securities markets, from structural differences in how options and futures and securities are traded, or from imposition of daily price fluctuation limits or trading halts. The Fund may purchase or sell options and futures contracts with a greater or lesser value than the securities it wishes to hedge or intends to purchase in order to attempt to compensate for differences in volatility between the contract and the securities, although this may not be successful in all cases. If price changes in the Fund's options or futures positions are poorly correlated with its other investments, the positions may fail to produce anticipated gains or result in losses that are not offset by gains in other investments.

LIQUIDITY OF OPTIONS AND FUTURES CONTRACTS. There is no assurance a liquid secondary market will exist for any particular options or futures contract at any particular time. Options may have relatively low trading volume and liquidity if their strike prices are not close to the underlying instrument's current price. In addition, exchanges may establish daily price fluctuation limits for options and futures contracts, and may halt trading if a contract's price moves upward or downward more than the limit in a given day. On volatile trading days when the price fluctuation limit is reached or a trading halt is imposed, it may be impossible for the Fund to enter into new positions or close out existing positions. If the secondary market for a contract is not liquid because of price fluctuation limits or otherwise, it could prevent prompt liquidation of unfavorable positions, and potentially could require the Fund to continue to hold a position until delivery or expiration regardless of changes in its value. As a result, the Fund's access to other assets held to cover its options or futures positions could also be impaired.

OTC OPTIONS. Unlike exchange-traded options, which are standardized with respect to the underlying instrument, expiration date, contract size, and strike price, the terms of over-the-cou nter (OTC) options (not traded on exchanges) generally are established through negotiation with the other party to the option contract. While this type of arrangement allows the Fund greater flexibility to tailor an option to its needs, OTC options generally involve greater credit risk than exchange-traded options, which are guaranteed by the clearing organization of the exchanges where they are traded.

OPTIONS AND FUTURES RELATING TO FOREIGN CURRENCIES. Currency futures contracts are similar to forward currency exchange contracts, except that they are traded on exchanges (and have margin requirements) and are standardized as to contract size and delivery date. Most currency futures contracts call for payment or delivery in U.S. dollars. The underlying instrument of a currency option may be a foreign currency, which generally is purchased or delivered in exchange for U.S. dollars, or may be a futures contract. The purchaser of a currency call obtains the right to purchase the underlying currency, and the purchaser of a currency put obtains the right to sell the underlying currency.

The uses and risks of currency options and futures are similar to options and futures relating to securities or indices, as discussed above. The Fund may purchase and sell currency futures and may purchase and write currency options to increase or decrease its exposure to different foreign currencies. The Fund may also purchase and write currency options in conjunction with each other or with currency futures or forward contracts. Currency futures and options values can be expected to correlate with exchange rates, but may not reflect other factors that affect the value of the Fund's investments. A currency hedge, for example, should protect a

Yen-denominated security from a decline in the Yen, but will not protect the Fund against a price decline resulting from deterioration in the issuer's creditworthiness. Because the value of the Fund's foreign-denominated investments changes in response to many factors other than exchange rates, it may not be possible to match the amount of currency options and futures to the value of the Fund's investments exactly over time.

ASSET COVERAGE FOR FUTURES AND OPTIONS POSITIONS. The Fund will comply with guidelines established by the SEC with respect to coverage of options and futures strategies by mutual funds, and if the guidelines so require will set aside appropriate liquid assets in a segregated custodial account in the amount prescribed. Securities held in a segregated account cannot be sold while the futures or option strategy is outstanding, unless they are replaced with other suitable assets. As a result, there is a possibility that segregation of a large percentage of the Fund's assets could impede portfolio management or the Fund's ability to meet redemption requests or other current obligations.

SPECIAL CONSIDERATIONS AFFECTING LATIN AMERICA

Latin America is a region rich in natural resources such as oil, copper, tin, silver, iron ore, forestry, fishing, livestock, and agriculture. The region has a large population (roughly 300 million) representing a large series of markets. Economic growth was strong in the 1960s and 1970s, but slowed dramatically in the 1980s as a result of poor economic policies, higher international interest rates and the denial of access to new foreign capital. Capital flight has proven a persistent problem and external debt has been forcibly rescheduled. Political turmoil, high inflation, capital export or repatriation restrictions, and nationalization have further exacerbated economic conditions.

Changes in political leadership, the implementation of market oriented economic policies, such as privatization, trade reform, and fiscal and monetary reform are among the recent steps taken to renew economic growth. External debt is being restructured and flight capital (domestic capital that has left the home country) has begun to return. Inflation control efforts have also been implemented. Free trade zones are being discussed in various areas around the region, the most notable being a free zone recently approved among Mexico, the U.S., and Canada. Latin American equity markets can be extremely volatile and in the past have shown little correlation with the U.S. market. Currencies are typically weak, but most are now relatively free floating, and it is not unusual for the currencies to undergo wide fluctuations in value over short periods of time due to changes in the market.

Mexico's economy is a mixture of state-owned industrial plants (notably oil), private manufacturing and services, and both large-scale and traditional agriculture. In the 1980s, Mexico experienced severe economic difficulties: the nation accumulated large external debts as world petroleum prices fell; rapid population growth outstripped the domestic food supply; and inflation, unemployment, and pressures to emigrate became more acute. Growth in national output however appears to be recovering, rising from 1.4% in 1988 to 3.9% in 1990. The U.S. is Mexico's major trading partner, accounting for two-thirds of its exports and imports. In fact, the U.S. now exports more goods to Mexico than Japan. After petroleum, border assembly plants and tourism are the largest earners of foreign exchange. The government, in consultation with international economic agencies, is implementing programs to stabilize the economy and foster growth, and strongly supported the recent free trade agreement with the U.S. and Canada as a means to foster growth.

Brazil entered the 1990s with declining real growth, runaway inflation, an unserviceable foreign debt of $122 billion, and a lack of policy direction. A major long-run strength is Brazil's natural resources. Iron ore, bauxite, tin, gold, and forestry products make up some of Brazil's basic natural resource base, which includes some of the largest mineral reserves in the world. A vibrant private sector is marred by an inefficient public sector. The government has embarked on an ambitious reform program that seeks to modernize and reinvigorate the economy by stabilizing prices, deregulating the economy, and opening the economy to increased foreign competition. Privitization of certain industries has been proposed and is proceeding slowly. In terms of population, Brazil is the sixth largest in the world with about 155 million people and represents a huge domestic market.

Chile, like Brazil, is endowed with considerable mining resources, in particular copper. Economic reform has been ongoing in Chile for at least 15 years, but political democracy has only recently returned to Chile. Privatization of the public sector beginning in the early 1980s has bolstered the equity market. A well-organized pension system has created a long-term domestic investor base.

Argentina is strong in wheat production and other foodstuffs and livestock ranching. A well-educated and skilled population boasts one of the highest literacy rates in the region. The country has been ravaged by decades of extremely high inflation and political instability. Recent attempts by the present political regime to slow inflation and rationalize government spending appear to be meeting with some success. Privatization is ongoing and should reduce the amount of external debt outstanding. External debt has grown to $60 billion, creating severe debt servicing difficulties and hurting the country's creditworthiness with international lenders.

Venezuela has substantial oil reserves. External debt is being renegotiated, and the government is implementing economic reform in order to reduce the size of the public sector. Internal gasoline prices, which are one-third those of international prices, are being increased in order to reduce subsidies. Plans for privatization and exchange and interest rate liberalization are examples of recently introduced reforms.

SPECIAL CONSIDERATIONS AFFECTING THE PACIFIC BASIN

Thailand has been transformed into one of the fastest growing stock markets in the world. On February 23, 1991, the military staged its 17th coup since the overthrow of the absolute monarchy in 1932. The newly appointed government quickly focused on the economy and enacted major tax revisions, slashing personal income tax and reducing taxes on imports. Most significantly it pushed through a 7% value added tax. Released from political consideration by the coup, the Bank of Thailand was finally able to implement a monetary tightening. As a result, interest rates rose and GDP declined to 7.7% from 10% the previous year. These changes contributed to the stock market's poor performance, but have positioned Thailand for continued strong economic growth. Deterioration of infrastructure may limit future growth.

Hong Kong's impending return to Chinese dominion in 1997 has dampened its economic growth which was vigorous in the 1980s. However, authorities in Beijing have agreed to maintain a capitalist system in Hong Kong for 50 years, which, along with Hong Kong's continued economic growth, continued to further strong stock market returns. In preparation for 1997, Hong Kong has continued to develop trade with China, where it is the largest foreign investor, while also maintaining its long-standing export relationship with the U.S. Spending on infrastructure improvements is a significant priority of the colonial government while the private sector continues to diversify abroad based on its position as an established international trade center in the Far East.

In terms of GNP, industrial standards, and level of education, South Korea is second only to Japan in Asia. It enjoys the benefits of a diversified economy with well-developed sectors in electronics, automobiles, textiles and shoe manufacturing, steel and shipbuilding, among others. The driving force behind the economy's dynamic growth has been the planned development of an export-oriented economy in a vigorously entrepreneurial society. Real GNP grew about 7.5% in 1991. Labor unrest was noticeably calmer, unemployment averaged a low of 2.3%, and investment was strong. Inflation rates, however, are beginning to challenge South Korea's strong economic performance. Moreover, the international situation between South and North Korea continues to be uncertain.

Indonesia is a mixed economy with many socialist institutions and central planning but with a recent emphasis on deregulation and private enterprise. Financial markets in Indonesia are characterized by less disclosure of information, more thinly capitalized issuers, and less frequent trading than in more developed markets. Like Thailand, Indonesia has extensive natural wealth, yet with a large and rapidly increasing population, it remains a poor country. Agriculture, including forestry and fishing, is an important sector, accounting for 21% of GDP and over 50% of the labor force. Once the world's largest rice importer, Indonesia is now nearly self-sufficient.

The Malaysian economy continues to perform well growing at an average annual rate of 9% from 1987 through 1991. This placed Malaysia as one of the fastest growing economics in the Asian-Pacific region. Malaysia has become the world's third-largest producer of semiconductor devices (after the U .S. and Japan) and the world's largest exporter of semiconductor devices. More remarkable is the country's ability to achieve rapid economic growth with relative price stability (2% inflation over the past five years) as the government followed prudent fiscal/monetary policies. Malaysia's high export dependence level leaves it vulnerable to a recession in the Organization for Economic Cooperation and Development countries or a fall in world commodity prices. Moreover, Malaysia's infrastructure may need significant improvement to support additional growth.

Singapore has an open entrepreneurial economy with strong service and manufacturing sectors and excellent international trading links derived from its entrepot history. During the 1970s and the early 1980s, the economy expanded rapidly, achieving an average annual growth rate of 9%. Per capita GDP is among the highest in Asia. Singapore holds a position as a major oil refining and services center.

SPECIAL CONSIDERATIONS AFFECTING EUROPE

Most Eastern European nations, including Hungary, Poland, the Czech Republic, Slovakia, and Romania have had centrally planned, socialist economies since shortly after World War II. A number of their governments, including those of Hungary, the Czech Republic, and Poland are currently implementing or considering reforms directed at political and economic liberalization, including efforts to foster multi-party political systems, decentralize economic planning, and move toward free market economies. At present, no Eastern European country has a developed stock market, but Poland, Hungary, and the Czech Republic have small securities markets in operation. Ethnic and civil conflict currently rage throughout the former Yugoslavia. The outcome is uncertain.

Both the European Union (EU) and Japan, among others, have made overtures to establish trading arrangements and assist in the economic development of the Eastern European nations. A great deal of interest also surrounds opportunities created by the reunification of East and West Germany.

Following reunification, Germany remains a firm and reliable member of the EU and numerous other international alliances and organizations. To reduce inflation caused by the unification of East and West Germany, Germany has adopted a tight monetary policy which has led to weakened exports and a reduced domestic demand for goods and services. However, in the long-term, reunification could prove to be an engine for domestic and international growth.

The conditions that have given rise to these developments are changeable, and there is no assurance that reforms will continue or that their goals will be achieved.

Portugal is a genuinely emerging market which has experienced rapid growth since the mid-1980s, except for a brief period of stagnation over 1990-91. Portugal's government remains committed to privatization of the financial system away from one dependent upon the banking system to a more balanced structure appropriate for the requirements of a modern economy. Inflation continues to be about three times the EC average.

Economic reforms launched in the 1980s continue to benefit Turkey in the 1990s. Turkey's economy has grown steadily since the early 1980s, with real growth in per capita Gross Domestic Product (GDP) increasing more than 6% annually. Agriculture remains the most important economic sector, employing approximately 55% of the labor force, and accounting for nearly 20% of GDP and 20% of exports. Inflation and interest rates remain high, and a large budget deficit will continue to cause difficulties in Turkey's substantial transformation from a centrally controlled to a free market economy.

Like many other Western economies, Greece suffered severely from the global oil price hikes of the 1970s, with annual GDP growth plunging from 8% to 2% in the 1980s, and inflation, unemployment, and budget deficits rising sharply. The fall of the socialist government in 1989 and the inability of the conservative opposition to obtain a clear majority have led to business uncertainty and the continued prospects for flat economic performance. Once Greece has sorted out its political situation, it will have to face the challenges posed by the steadily increasing integration of the EU, including the progressive lowering of trade and investment barriers. Tourism continues as a major industry, providing a vital offset to a sizable commodity trade deficit.

SPECIAL CONSIDERATIONS AFFECTING AFRICA

Africa is a continent of roughly 50 countries with a total population of approximately 840 million people. Literacy rates (the percentage of people who are over 15 years of age and who can read and write) are relatively low, ranging from 20% to 60%. The primary industries include crude oil, natural gas, manganese ore, phosphate, bauxite, copper, iron, diamond, cotton, coffee, cocoa, timber, tobacco, sugar, tourism, and cattle.

Many of the countries are fraught with political instability. However, there has been a trend over the past five years toward democratization. Many countries are moving from a military style, Marxist, or single party government to a multi-party system. Still, there remains many countries that do not have a stable political process. Other countries have been enmeshed in civil wars and border clashes.

Economically, the Northern Rim countries (including Morocco, Egypt, Algeria, Nigeria, Zimbabwe, and South Africa are the wealthier countries on the continent due to their strong ties with the European nations. The market capitalization of these countries has been growing recently as more international companies invest in Africa and as local companies start to list on the exchanges. However, religious strife has been a significant source of instability in the Northern Rim countries. Although racial discord in South Africa may be reduced by constitutional changes that are in progress, the long-term future of South Africa is uncertain.

On the other end of the economic spectrum are countries, such as Burkina, Faso, Madagascar, and Malawi, that are considered to be among the poorest or least developed in the world. These countries are generally landlocked or have poor natural resources. The economies of many African countries are heavily dependent on international oil prices. Of all the African industries, oil has been the most lucrative, accounting for 40% to 60% of many countries' Gross Domestic Product. However, general decline in oil prices has had an adverse impact on many economies.

PORTFOLIO TRANSACTIONS

All orders for the purchase or sale of portfolio securities are placed on behalf of the Fund by FMR pursuant to authority contained in th e Management Contract. Since FMR has granted investment management a uthority to the sub-advisers (see the section entitled "Management Contract s " , the sub-advisers are authorized to place orders for the purchase and sale of portfolio securities and will do so in accordance with the policies described below. FMR is also responsible for the placement of transaction orders for other investment companies and accounts for which it or its affili ates act as investment ad viser. In selecting broker-dealers subject to applicable limitations of the federal securities laws, FMR considers various relevant factors, including, but not limited to : the size and type of the transaction; the nature and character of the markets for the security to be purchased or sold; the execution efficiency, settlement capability, and financial condition of the broker-dealer firm; the broker-dealer's execution services rendered on a continuing basis; t he reasonableness of any c ommissions ; and arrangements for payment of fund expenses . Commissions for foreign investments traded on foreign exchanges will generally be higher than for U.S. investments and may not be subject to negotiation.

The Fund may execute portfolio transa ctions with broker-dealers who provide research and execution services to the Fund or other accounts over which FMR or its affiliates exercise investment discretion. Such services may include advice concerning the value of securities; the advisability of investing in, purchasing or selling securities; the availability of securities or the purchasers or sellers of securities; furnishing analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy and performance of accounts; and effecting securities transactions and performing functions incidental thereto (such as clearance and settlement). The selection of such broker-dealers is generally made by FMR (to the extent possible consistent with execution considerations) in accordance with a ranking of broker-dealers determined periodically by FMR's investment staff based upon the quality of research and execution services provi ded.

The receipt of research from broker-dealers that execute transactions on behalf of the Fund may be useful to FMR in re ndering investment management services to the Fund or its other clients, and conversely, such research provided by broker-dealers who have executed transaction orders on behalf of other FMR clients may be useful to FMR in carrying out its obligations to the Fund. The receipt of such research has not reduced FMR's normal independent research activities; however, it enables FMR to avoid additional expenses that could be incurred if FMR tried to develop comparable information through its o wn efforts.

Subject to applicable limitations of the federal securities laws, broker-dealers may receive commissions for agency transactions that are in excess of the amount of commissions charged by other broker-dealers in recognition of their research and execution services. In order to cause the Fund to pay such higher commissions, FMR must determine in good faith that such commissions are reasonable in relation to the value of the brokerage and research services provided by such executing broker-dealers viewed in terms of a particular transaction or FMR's overall responsibilities to the Fund and its other clients. In reaching this determination, FMR will not attempt to place a specific dollar value on the brokerage and research services provided, or to determine what portion of the compensation should be related to those services.

FMR is authorized to use research services provided by and to place portfolio transactions with brokerage firms that have provided assistance in the distribution of shares of the Fund or shares of other Fidelity funds to the extent permitted by law. FMR may use research services provided by and place agency transactions with FBSI and Fidelity Brokerage Services, Ltd. (FBSL), subsidiaries of FMR Corp., if the commissions are fair, reasonable, and comparable to commissions charged by non-affiliated, qualified brokerage firms for similar services.
Section 11(a) of the Securities Exchange Act of 1934 prohibits members of national securities exchanges from executing exchange transactions for accounts which they or their affiliates manage, unless certain requirements are satis fied. Pursuant to such requirements, the Board of Truste es has authorized FBSI to execute portfolio transactions on national securities exchanges in accordance with approved procedures and applicable SEC rules.
The Trustees periodically review FMR's performance of its responsibilities in connection with the placement of portfolio transactions on behalf of the Fund and review the commissions paid by the Fund over representative periods of time to determine if they are reasonable in relation to the benefits to the Fund.

The Fund's annual portfolio turnover rate in its first fiscal period is not expected to exceed 200%. The portfolio turnover rate will vary from year to year depending upon market conditions. Because a high turnover rate increases transaction costs and may increase taxable capital gains, FMR carefully weighs the benefits of short-term investing against these consequences.

From time to time the Trustees will review whether the recapture for the benefit of the Fund of some portion of the brokerage commissions or similar fees paid by the Fund on portfolio transactions is legally permissible and advisable. The Fund seek s to recapture soliciting broker- dealer fees on the tender of portfolio securities, but at present no other recapture arrangements are in effect. The Trustees intend to continue to review whether recapture opportunities are available and are legally permissible and, if so, to determine, in the exercise of their business judgment, whether it would be advisable for the Fund to seek such recapture.

Although the Trustees and officers of the Fund are substantially the same as those of other funds managed by FMR, investment decisions for the Fund are made independently from those of other funds managed by FMR or accounts managed by FMR affiliates. It sometimes happens that the same security is held in the portfolio of more than one of these funds or accounts.

Simultaneous transactions are inevitable when several funds and accounts are managed by the same investment adviser, particularly when the same security is suitable for the investment objective of more than one fund or account.

When two or more funds are engaged simultaneously in the purchase or sale of the same security, the prices and amounts are allocated in accordance with a formula considered by the officers of the funds involved to be equitable to each fund. In some cases this system could have a detrimental effect on the price or value of the security as far as the Fund is concerned. In other cases, however, the ability of the Fund to participate in volume transactions will produce better executions and prices for the Fund. It is the current opinion of the Trustees that the desirability of retaining FMR as investment adviser to the Fund outweighs any disadvantages that may be said to exist from exposure to simultaneous transactions.

VALUATION OF PORTFOLIO SECURITIES

The Fund's portfolio securities, including ADRs, EDRs and other forms of depository receipts, are valued (i) by appraising portfolio securities that are traded on the NYSE or AMEX at the closing bid price, or, if no closing price is available, at the last traded bid price; and (ii) by appraising foreign securities as nearly as possible in the manner described in clause (i) if traded on any other U.S., Canadian, or foreign exchange, and, if not so traded, on the basis of closing over-the-counter bid prices, if available.

U.S. Treasury securities are valued on the basis of valuations furnished by a pricing service which utilizes both dealer-supplied valuations and electronic data processing techniques. Such techniques take into account appropriate factors such as institutional-size trading in similar groups of securities, yield, quality, coupon rate, maturity, type of issue, trading characteristics, and other market data, without exclusive reliance upon quoted prices or exchange or over-the-counter prices, since such valuations are believed to reflect more accurately the fair value of such securities.

Foreign securities are valued at the closing bid price in the principal market where they are traded, or, if closing prices are unavailable, at the last traded bid price available prior to the time the Fund's net asset value per share (NAV) is determined. Foreign portfolio security prices are furnished by quotation services expressed in the local currency's value. Fidelity Service Co. (Service) translates the value of foreign securities from the local currency into U.S. dollars. Foreign security prices that cannot be obtained by the quotation services are priced individually by Service using dealer-supplied quotations.

Short-term obligations that mature in 60 days or less are valued at amortized cost, which constitutes fair value. All other securities and other assets are appraised at their fair value as determined in good faith under consistently applied procedures under the general supervision of the Board of Trustees.

Generally, trading in foreign securities, as well as corporate bonds, U.S. government securities, money market instruments, and repurchase agreements, is substantially completed each day at various times prior to the close of the NYSE. The values of any such securities held by the Fund are determined as of such times for the purpose of computing the Fund's NAV. The procedures set forth in (i) and (ii) above need not be used to determine the value of debt securities owned by the Fund if, in the opinion of the Board of Trustees, some other method (e.g., based on closing over-the-counter bid prices in the case of debt instruments traded on an exchange) would more accurately reflect the fair market value of such debt securities. Foreign currency exchange rates are also generally determined prior to the close of the NYSE. If an extraordinary event that is expected to affect the value of a portfolio security materially occurs after the close of an exchange on which that security is traded, then the security will be valued at fair value as determined in good faith under the direction of the Board of Trustees.

PERFORMANCE

The Fund may quote its performance in various ways. All performance information supplied in advertising is historical and is not intended to indicate future returns. Share price, yield and total return fluctuate in response to market conditions and other factors, and the value of shares when redeemed may be more or less than their original cost.

TOTAL RETURN CALCULATIONS. Total returns quoted in advertising reflect all aspects of return, including the effect of reinvesting dividends and capital gain distributions, and any change in the NAV over the period. Average annual total returns are calculated by determining the growth or decline in value of a hypothetical historical investment over a stated period, and then calculating the annually compounded percentage rate that would have produced the same result if the rate of growth or decline in value had been constant over the period. For example, a cumulative return of 100% over ten years would produce an average annual total return of 7.18%, which is the steady annual return that would equal 100% growth on a compounded basis in ten years. While average annual total returns are a convenient means of comparing investment alternatives, investors should realize that performance is not constant over time, but changes from year to year, and that average annual returns represent averaged figures as opposed to actual year-to-year performance.

In addition to average annual total returns, unaveraged or cumulative total returns reflecting the simple change in value of an investment over a stated period may be quoted. Average annual and cumulative total returns may be quoted as a percentage or as a dollar amount, and may be calculated for a single investment, a series of investments, and/or a series of redemptions, over any time period. Total returns may be broken down into their components of income and capital (including capital gains and changes in share price) in order to illustrate the relationship of these factors and their contributions to total return. Total returns may be quoted with or without taking the maximum sales charge into account. Total r eturns may be quoted on a before-tax or after-tax basis. Excluding the sales charge from a total return calculation produces a higher total return figure. Total returns , yields and other performance information may be quoted numerically or in a table, graph or similar illustration. To illustrate the components of overall performance the Fund may separate its cumulative and average annual returns into income results and capital gains or losses.

YIELD CALCULATIONS. Yields u sed in advertising are computed by dividing the class' interest and dividend income for a given 30-day or one-month period, net of expenses, by the average number of shares entitled to receive distribution s during the period, dividing this figure by the NAV per share at the end of the period and annualizing the result (assuming compounding of income) in order to arrive at an annual percentage rate. Income is calculated for purposes of yield quotations in accordance with standardized methods applicable to all stock and bond funds. Dividends from equity investments are treated as if they were accrued on a daily basis, solely for the purposes of yield calculations. In general, interest income is reduced with respect to bonds trading at a premium over their par value by subtracting a portion of the premium from income on a daily basis, and is increased with respect to bonds trading at a discount by adding a portion of the discount to daily income. For the Fund's investments denominated in foreign currencies, income and expenses are calculated first in their respective currencies, and are then converted to U.S. dollars, either when they are actually converted or at the end of the 30-day or one month period, whichever is earlier. Capital gains and losses generally are excluded from the calculation.

Investors should recognize that in periods of declining interest rates, yield will tend to be somewhat higher than the prevailing market rates, and that in periods of rising interest rates, the yield will tend to be somewhat lower. Also, when interest rates are falling, the inflow of net new money to the Fund from the continuous sale of shares will likely be invested in instruments producing lower yields than the balance of the Fund's holdings, thereby reducing the current yield. In periods of rising interest rates, the opposite can be expected to occur.

The distribution rate, which expresses the historical amount of income dividends paid as a percentage of the share price may also be quoted. The distribution rate is calculated by dividing the daily dividend per share by its offering price (including the maximum sales charge, if any) for each day in the 30-day period, averaging the resulting percentages, then expressing the average rate in annualized terms.

Income calculated for the purposes of calculating yield differs from income as determined for other accounting purposes. Because of the different accounting methods used, and because of the compounding of income assumed in yield calculations, the yield may not equal its distribution rate, the income paid to your account, or the income reported in the Fund's financial statements.

PERFORMANCE COMPARISONS. Performance may be compared to the performance of other mutual funds in general, or to the performance of particular types of mutual funds. These comparisons may be expressed as mutual fund rankings prepared by Lipper Analytical Services, Inc. (Lipper), an independent service located in Summit, New Jersey that mo nitors the performance of mutual funds. Lipper generally ranks funds on the basis of total return, assuming rein vestment of distributions, but does not take sales charges or redemption fees into consideration and is prepared without regard to tax consequences. Lipper m ay also rank funds based on yield. In addition to mutual fund rankings, performance may be compared to mutual fund performance indices prepared by Lipper.

From time to time, performance may also be compared to other mutual funds tracked by financial or business publications and periodicals. For example, Morningstar, Inc. may be quoted in its advertising materials. Morningstar, Inc. is a mutual fund rating service that rates mutual funds on the basis of risk-adjusted performance. Rankings that compare the performance of Fidelity funds to one another in appropriate categories over specific periods of time may also be quoted in advertising.

The Fund may be compared in advertising to certificates of deposit (CDs) or other investments issued by banks. Mutual funds differ from bank investments in several respects. For example, the Fund may offer greater liquidity or higher potential returns than CDs, and the Fund does not guarantee your principal or your return.

Fidelity may provide information designed to help individuals understand their investment goals and explore various financial strategies. For example, Fidelity's Asset Allocation Program materials may include : computerized investment planning software, a workbook describing general principles of investing, such as asset allocation, diversification, risk tolerance, and goal setting , a questionnaire designed to help create a personal financial profile; and an action plan offering investment alternatives.

Ibbotson A ssociates of Chicago, Illinois (Ibbotson) provides historical returns of the capital markets in the U.S., including common stocks, small capitalization stocks, long-term corporate bonds, intermediate-term government bonds, long-term g overnment bonds, Treasury bills, the U.S. rate of inflation (based on the Consumer Price Index (CPI)), and combinations of various capital markets. The performance of these capital markets is based on the returns of different indices.

Fidelity funds may use the performance of these capital markets in order to demonstrate general risk-versus-reward investment scenarios. Performance comparisons may also include the value of a hypothetical investment in any of these capital markets. The risks associated with the security types in any capital market may or may not correspond di rectly to those of the Fund. Ibbotson calculates total returns in the same method as the Fund.

Performance comparisons m ay also be made to that of other compilations or indices that may be developed and made available in the future.

Performance may also be compared to that of the S&P 500, the Dow Jones Industrial Average (the DOW or DJIA),the Dimensional Fund Advisors (DFA) Small Company Fund, and the NASDAQ Composite Index (NASDAQ). The

Standard and Poor's 500 Composite Stock Price Index (the S&P 500) and the DOW are widely recognized, unmanaged indices of common stock prices. The performance of the S&P 500 is b ased on changes in the prices of stocks comprising the index and assumes the reinvestment of all dividends paid on such stocks. Taxes, brokerage commissions and other fees are disregarded in computing the level of the S&P 500 and the DJIA. The DFA is a market-value-weighted index of the ninth and tenth deciles of the NYSE, plus stocks listed on the AMEX and OTC with the same or less capitalization as the upperbound of the NYSE ninth decile stocks. The yield or total return of Ginnie Maes, Fannie Maes, Freddie Macs, corporate bonds and U.S. Treasury bonds and notes, may be quoted either in comparison to each other or to the performance of the Fund.

From time to time, the Fund may quote its performance in advertising and other types of literature as compared to the performance of the J.P. Morgan Emerging Market Bond Index, the Lehman Brothers Aggregate Bond Index, the Salomon Brothers World Government Bond Index, the S &P 500 , the J.P. Morgan Government Bond Index, and the Morgan Stanley Emerging Markets Index.

Performance may be compared to the following unmanaged indices of bond prices and yields.

Lehman Brothers Government Bond Index is comprised of all public obligations of the U.S. Treasury, of U.S. Government agencies, quasi-federal corporations, and corporate debt guaranteed by the U.S. Government. The index excludes flower bonds, foreign targeted issues and mortgage-backed securities.

Lehman Brothers Corporate Bond Index is comprised of all public, fixed-rate, non-convertible investment grade domestic corporate debt. Issues included in this index are rated at least Baa by Moody's Investors Service (Moody's) or BBB by Standard & Poors (S&P) , or in the case of bonds unrated by Moody's or S&P, BBB by Fitch Investor Service. Collateralized mortgage obligations are not included in the Corporate Bond Index.

Salomon Brothers High Yield Composite Index is comprised of high yielding utility and corporate bonds with a minimum maturity of seven years and with total debt outstanding of at least $50 million. Issues included in the index are rated Baa or lower by Moody's or BBB or lower by S&P.

Salomon Brothers High Grade Corporate Bond Index is comprised of high quality corporate bonds with a minimum maturity of at least ten years and with total debt outstanding of at least $50 million. Issues included in the index are rated Aa or better by Moody's or AA or better by S&P. The Fund also may compare its performance to that of other compilations or indices of comparable quality to those listed above which may be developed and made available in the future.

Performance, or the performance of securities in which the Fund may invest, may be compared to averages published by IBC USA (Publications), Inc. of Ashland, Massachusetts. These averages assume reinvestment of distribu tions. THE BOND FUND REPORT AVERAGES(trademark)/fixed-income which is reported in the BOND FUND REPORT(registered trademark), covers over 250 taxable bond funds .

When evaluating comparisons to money market funds, investors should consider the relevant differences in investment objectives and policies. Specifically, money market funds invest in short-term, high-quality instruments and seek to maintain a stable $1.00 share price. The Fund, however, invests in longer-term instruments and its share price changes daily in response to a variety of factors.

In advertising materials, Fidelity may reference or discuss its products and services, which may include: other Fidelity funds; retirement investing; brokerage products and services; the effects of periodic investment plans and dollar cost averaging . In addition, Fidelity may quote financial or business publications or periodicals, including model portfolios or allocations, as they relate to fund management, investment philosophy, and investment techniques.

The Fund may present its Fund number, Quotron(trademark) number and CUSIP number, and discuss or quote its current portfolio manager.

According to the Investment Company Institute, over the past ten years, assets in fixed-income funds increased from $26 billion in 1984 to approximately $389 billion at the end of 1993. As of April 30, 1994, FMR managed approximately $100 billion in fixed-income assets, as defined and tracked by Lipper. From time to time the Fund may compare FMR's fixed-income assets under management with that of other investment advisers.

VOLATILITY. Various measures of volatility and benchmark correlation may be quoted in advertising. In addition, the Fund may compare these measures to those of other funds. Measures of volatility seek to compare historical share price fluctuations or total returns compared to those of a benchmark. Measures of benchmark correlation indicate how valid a comparative benchmark may be. All measures of volatility and correlation are calculated using averages of historical data.

MOVING AVERAGES. Performance may be illustrated using moving averages. A long-term moving average is the average of each week's adjusted closing NAV for a specified period. A short-term moving average is the average of each day's adjusted closing NAV for a specified period. Moving Average Activity Indicators combine adjusted closing NAVs from the last business day of each week with moving averages for a specified period to produce indicators showing when an NAV has crossed, stayed above, or stayed below its moving average.

MOMENTUM INDICATORS indicate the Fund's price movements over specific periods of time. Each point on the momentum indicator represents the Fund's percentage change in price movements over that period.

NET ASSET VALUE. Charts and graphs using the Fund's adjusted NAVs and benchmark indices may be used to exhibit performance. An adjusted NAV includes any distributions paid by the Fund and reflects all elements of its return. Unless otherwise indicated, the Fund's adjusted NAVs are not adjusted for sales charges, if any.

DURATION. Duration is a measure of volatility commonly used in the bond market. Bonds with long durations are more volatile, or interest rate sensitive, than bonds with short durations. (Interest rate sensitivity is the magnitude of the change in a bond's price for a given change in a bond's yield to maturity.) Duration also can be calculated for other fixed-income securities, or for portfolios of fixed-income securities.

Unlike the maturity of a bond, which reflects only the time remaining until the final principal payment is made to the bondholders, duration reflects all of the coupon payments made to bondholders during the life of the bond, as well as the final principal payment made when the bond matures. More precisely, duration is the weighted average time remaining for the payment of all cash flows generated by a bond, with the weights being the present value of these cash flows. Present values are calculated using the bond's yield to maturity.

Because there is only one payment to take into account, the duration of a bond that pays all of its interest at maturity (a zero coupon bond) is the same as its maturity. The duration of a coupon bearing security will be shorter than its maturity, however, because of the effect of its regular interest payments. Generally, bonds with lower coupons or longer maturities will have longer durations, and thus be more volatile, than otherwise similar bonds with higher coupons or shorter maturities.

With the investment in mortgage-backed securities, callable corporate bonds or other bonds with imbedded options, there is a degree of uncertainty regarding the timing of these securities' cash flows. As a result, in order to calculate the durations of these securities, forecasts of their probable cash flow patterns must be made. These forecasts require various assumptions to be made as to future interest rate levels and, for example, mortgage prepayment rates. Because duration calculations for these types of securities are based in part on assumptions, duration figures may not be precise and may change as economic conditions change.

Examples of the effects of periodic investment plans, including the principle of dollar cost averaging may be advertised. In such a program, an investor invests a fixed dollar amount in a portfolio at periodic intervals, thereby purchasing fewer shares when prices are high and more shares when prices are low. While such a strategy does not assure a profit or guard against loss in a declining market, the investor's average cost per share can be lower than if fixed numbers of shares had been purchased at the same intervals. In evaluating such a plan, investors should consider their ability to continue purchasing shares through periods of low price levels.

Shares of the Fund may be available for purchase through retirement plans or other programs offering deferral of, or exemption from, income taxes, which may produce superior after-tax returns over time. For example, a $1,000 investment earning a taxable return of 10% annually would have an after-tax value of $1,949 after ten years, assuming tax was deducted from the return each year at a 31% rate. An equivalent tax-deferred investment would have an after-tax value of $2,100 after ten years, assuming tax was deducted at a 31% rate from the tax-deferred earnings at the end of the ten-year period.

TRADITION OF PERFORMANCE. Fidelity's tradition of performance is achieved through:

MONEY MANAGEMENT: a proud tradition of money management motivated by the expectation of excellence backed by solid analysis and worldwide resources. Fidelity employs a bottom-up approach to security selection based upon

in-depth analysis of the fundamentals of that investment opportunity.
INNOVATION: constant attention to the changing needs of today's investors and vigilance to the opportunities that arise from changing global markets. Research is central to Fidelity's investment decision-making process. Fidelity's greatest resource--over 200 skilled investment professionals--is supported with the most sophisticated technology available.
Fidelity provides:
(bullet) Global research resources: an opportunity to diversify portfolios and share in the growth of markets outside the United States.
(bullet) In-house, proprietary bond-rating system, constantly updated, which provides extremely sensitive credit analysis.
(bullet) Comprehensive chart room with over 1500 exhibits to provide sophisticated charting of worldwide economic, financial, and technical indicators, as well as to provide tracking of over 800 individual stocks for portfolio managers.
(bullet) State-of-the-art trading desk, with access to over 200 brokerage houses, providing real-time information to achieve the best executions and optimize the value of each transaction.
(bullet) Use of extensive on-line computer-based research services.
(bullet) SERVICE: Timely, accurate and complete reporting. Prompt and expert attention when an investor or an investment professional needs it.

ADDITIONAL PURCHASE, EXCHANGE AND REDEMPTION INFORMATION

The Fund is open for business and the NAV of each class is calculated each day the NYSE is open for trading. The NYSE has designated the following holiday closings for 1994: Presidents' Day, Good Friday, Memorial Day, Independence Day (observed), Labor Day, Thanksgiving Day, and Christmas Day (observed). Although FMR expects the same holiday schedule, with the addition of New Year's Day, to be observed in the future, the NYSE may modify its holiday schedule at any time. On any day that the NYSE closes early, or as permitted by the SEC, the right is reserved to advance the time on that day by which purchase and redemption orders must be received. To the extent that portfolio securities are traded in other markets on days the NYSE is closed, each class' NAV may be affected on days when investors do not have access to the Fund to purchase or redeem shares. Certain Fidelity funds may follow different holiday schedules.

If the Trustees determine that existing conditions make cash payments undesirable, redemption payments may be made in whole or in part in securities or other property, valued for this purpose as they are valued in computing the NAV of each class of shares. Shareholders receiving any such securities or other property on redemption may realize a gain or loss for tax purposes, and will incur any costs of sale, as well as the associated inconveniences.

Pursuant to Rule 11a-3 under the 1940 Act (the Rule), the Fund is required to give shareholders at least 60 days' notice prior to te rminating or modifying the Fund's exchange privilege. Under the Rule, the 60-day notification requirement may be waived if (i) the only effect of a modification would be to reduce or eliminate an administrative fee, redemption fee or deferred sales charge ordinarily payable at the time of an exchange, or (ii) the Fund suspends the redemption of shares to be exchanged as permitted under the 1940 Act, or the rules and regulations thereunder, or the fund to be acquired suspends the sale of its shares because it is unable to invest amounts effectively in accordance with its investment objective and policies.

In each prospectus, the Fund has notified shareholders that it reserves the right at any time, without prior notice, to refuse exchange purchases by any person or group if, in FMR's judgment, the Fund would be unable to invest effectively in accordance with its investment objective and policies or would otherwise potentially be adversely affected.

PURCHASE INFORMATION

As provided for in Rule 22d-1 under the 1940 Act, Distributors exercises its right to waive Class A's maximum 4.75% sal es charge in connection with the Fund's merger with or acquisition of any investment company or trust.

CLASS A NE T ASSET VALUE PURCHASES. S ales charges do not apply to shares purchased: (1) by registered representatives, bank trust officers and other employees (and their immediate families) of investment professionals having agreements with Distributors; (2) by a current or former Trustee or officer of a Fidelity fund or a current or retired officer, director or regular employee of FMR Corp. or its direct or indirect subsidiaries (a "Fidelity Trustee or employee"), the spouse of a Fidelity Trustee or employee, a Fidelity Trustee or employee acting as custodian for a minor child, or a person acting as trustee of a trust for the sole benefit of the minor child of a Fidelity Trustee or employee; (3) by a charitable organization (as defined in Section 501(c)(3) of the Internal Revenue Code) investing $100,000 or more; (4) by a charitable remainder trust or life income pool established for the benefit of a charitable organization (as defined in Section 501(c)(3) of the Internal Revenue Code); (5) by trust institutions (including bank trust departments) investing on their ow n behalf or on behalf of their clients; (6) in accounts as to which a bank or broker-dealer charges an asset management fee, provided the bank or broker-dealer has an agreement with Distributors; (7) as part of an employee benefit plan (including Fidelity-Sponsored 403(b) and Corporate IRA programs, but otherwise as defined in the Employee Retirement Income Se curity Act (ERISA)), maintained by a U.S. employer having more than 200 eligible employees, or a minimum of $1,000,000 invested in Fidelity Advisor mutual funds, and the assets of which are held in a bona fide trust for the exclusive benefit of employees participating therein; (8) in a Fidelity or Fidelity Advisor IRA account purchased with the proceeds of a distribution from an employee benefit plan having more than 200 eligible employees or a minimum of $3,000,000 in pl an assets invested in Fidelity mutual funds or $1,000,000 invested in Fidelity Advisor mutual funds, or an insurance company separate account qualifying under (9) below, or funding annuity contracts purchased by employee benefit plans which, in the aggregate, have at least $3,000,000 in plan assets invested in Fidelity mutual funds; (9) by an insurance company separate account used to fund annuity contracts purchased by employee benefit plans (including 403(b) programs, but otherwise as defined in ERISA), which, in the aggregate, have either more than 200 eligible em ployee s or a minimum of $1,000,000 in assets invest in Fidelity Advisor mutual funds; (10) by any state, county, or city, or any gov ernmental instrumentality, department, authority or agency; or (11) with redemption proceeds from other mutual fund complexes on which the investor has paid a front-end sales charge only.

Distributors compensates investment professionals with a fee of .25% on purchases of Class A shares of $1 million or more, except for purchases made through a bank or bank-affiliated broker-dealer that qualify for a Class A Sales Charge Waiver described in the Class A prospectus. All assets on which the .25% fee is paid must remain within the Fidelity Advisor Funds (including Class A shares exchanged into Initial shares of Daily Money Fund: U.S. Treasury Portfolio and shares of Daily Money Fund: Money Market Portfolio and Daily Tax-Exempt Money Fund) for a period of one uninterrupted year or the investment professional will be required to refund this fee to Distributors. Purchases by insurance company separate accounts will qualify for the .25% fee only if an insurance company's client relationship underlying the separate account exceeds $1 million. It is the responsibility of the insurance company to maintain records of purchases by any such client relationship. Distributors may request records evidencing any fees payable through this program.

CLASS B WAIVERS. The contingent deferred sales charge (CDSC) on Class B shares may be waived in the case of disability or death, provided that the redemption is made within one year following the death or initial determination of disability, or in connection with a total or partial redemption made in connection with certain distributions from retirement plan accounts.

Distributors compensates securities dealers and banks having agreements with Distributors (investment profes sionals), who sell Class A and Class B shares according to the schedule in each prospectus. Distributor s will , at its expense, provides promotio nal incentives to investment professionals who support the sale of each class of shares without reimbursement from the Fund. In some instances, these incentives will be offered only to certain investment professionals such as bank-affiliated and non-bank affiliated broker-dealers whose representatives provide services in connection with the sale or expected sale of significant amounts of shares.

QUANTITY DISCOUNTS. Reduced sales charges are applicable to purchases of Class A shares of the Fund in amounts of $50,000 or more alone or in combination with purchases of Class A and Class B shares of certain other Fi delity Advisor Funds made at any one time (including Daily Money Fund and Daily Tax-Exempt Money Fund shares acquired by exchange from any Fidelity Advisor Fund with a sales charge). To obtain a reduction of the front-e nd sales charge, you or your investment professional must notify the Transfer Agent at the time of purchase whenever a quantity discount is applicable to your purchase. Upon such notification, you will receive the lowest applicable front-end sales charge.

In ad dition to investing at one time in any combination of funds in an amount entitling you to a reduced front-end sales charge, you may qualify for a reduction in the front-end sales charge under the following programs:

COMBINED PURCHASES. When you invest in Class A shares for several accounts at the same time, you may combine these investments into a single transaction if purchased through one investment professional and if the total is at least $50,000. The following may qualify for this privilege: an individual, or "company" as defined in Section 2(a)(8) of the 1940 Act; an individual, spouse, and their children under age 21 purchasing for his, her, or their own account; a trust ee, administrator or other fiduciary purchasing for a single trust estate or a single fiduciary account or for a single or a parent-subsidiary group of "employee benefit plans" (as defined in Section 3(3) of ERISA); and tax-exempt organizat ions under Section 501(c)(3) of the Internal Revenue Code.

RIGHTS OF ACCUMULATION. Your "Rights of Accumulation" permit reduced front-end sales charges on any future purcha ses after you have reached a new breakpoint in the Class A sales charge schedule (see the Class A prospectus for the front-end sales charge schedule). You can add the value of existing Fidelity Advisor Fund Class A and Class B shares, held by you, your spouse, and your children under age 21 determined at the previous day's NAV at the close of business, to the amount of your new purchase valued at the current offering price to determine your reduced front-end sales charge. You can also add shares of Daily Money Fund and Daily Tax-Exempt Money Fund, provided they were acquired by ex change from any Fidelity Advisor Fund with a sales charge, to the amount of your new purchase.

LETTER OF INTENT. If you anticipate purchasing Class A shares of the Fund in amounts of $50,000 or more alone or in combination with Class A and Class B shares of other Fidelity Advisor Funds within a 13-month period, you may obtain Class A shares of the Fund or Class A shares of other Fidelity Advisor Funds at the same reduced front-end sales charge as though the total quantity were invested in one lump sum, by filing a nonbinding Letter of Intent (the Letter) within 90 days of the start of the purchases. Each investment you make after signing the Letter will be entitled to the front-end sales charge applicable to the total investment indicated in the Letter. For example, a $2,500 purchase toward a $50,000 Letter would receive the same reduced front-end sales charge as if the $50,000 had been invested at one time. To ensure that the reduced front-end sales charge will be received on future pur chase s, you or your investment professional must inform the Transfer Agent that the Letter is in effect each time shares are purchased. Neither income dividends nor capital gain distributions taken in additional shares will apply toward the completion of the Letter.

Your initial investment must be at least 5% of the total amount you plan to invest. Out of the initial purchase, 5% of the dollar amount specified in the Letter will be registered in your name and held in escrow. The s hares held in escrow cannot be redeemed or exchanged until the Letter is satisfied or the additional front-end sales charges have been paid. You will earn income dividends and capital gain distributions on escrowed s hares. The escrow will be released when your purchase of the total amount has been completed. You are not obligated to complete the Letter.

If you purchase more than the amount specified in the Letter and qualify for a further front-end sales charge reduction, the sales charge will be adjusted to reflect your total purchase at the end of 13 months. Surplus funds will be applied to the purchase of additional Class A shares of the Fund or Class A shares of other Fidelity Advisor Funds at the then current offering price applicable to the total purchase.

If you do not complete your purchase under the Letter within the 13-month period, your front-end sales charge will be adjusted upward, corresponding to the amount actually purchased, and if after 30 days' written notice, you do not pay the increased front-end sales charge, sufficient escrowed shares will be redeemed to pay such charge.

FIDELIT Y ADVISOR SYSTEMATIC INVESTMENT P ROGRAM . You can make regular investments in Class A or Class B shares of the Fund or other Fidelity Advisor Funds with the Systematic Investment P rogram by completing the appropriate section of the account application and attaching a voided personal check with your bank's magnetic ink coding number across the front. If your bank account is jointly owned, be sure that all owners sign. Investments may be made monthly by automatically deducting $100 or more from your bank checking account. You may change the amount of your monthly purchase at any time. There is a $1,000 minimum initial investment requirement for S ystematic I nvestment Program .

Your account will be drafted on or about the first business day of every month. Class A or Class B shares will be purchased at the offering price next determined following receipt of the order by the Transfer Agent. You may cancel your participation in the Systematic Investment Program at any time without payment of a cancellation fee. You will receive a confirmation from the Transfer Agent for every transaction, and a debit entry will appear on your bank statement.

EXCHANGE INFORMATION

FIDELITY ADVISO R SYSTEMATIC EXCHANGE P ROGRAM . With the Systematic Exchange P rogram , you can exchange a specific dollar amount of Class A or Class B shares of the Fund into the same class of other Fidelity Advisor Funds on a monthly, quarterly or semiannual basis.

1. The account from which the exchanges are to be processed must have a minimum value of $10,000 before you may elect to begin exchanging systematically. The account into which the exchanges are to be processed must be an existing account with a minimum balance of $1,000.
2. Both accounts must have identical registrations and taxpayer identification numbers. The minimum amount to be exchanged systematically is $100.
3. Systematic Exchanges will be processed at the NAV determined on the transaction date, except that s ystematic e xchanges into a Fidelity Advisor Fund from any eligible money market fund will be processed at the offering price next determined on the transaction date, unless the shares were acquired by exchange from another Fidelity Advisor Fund.

REDEMPTION INFORMATION

REINSTATEMENT PRIVILEGE. If you have sold all or part of your Class A or Class B shares you may reinvest an amount equal to all or a portion of the redemption proceeds in the same class o f the Fund or any of the other Fidelity Advisor Funds, at the NAV next determined after receipt of your investment order, provided that such reinvestment is made within 30 days of redemption . You must reinstate your Class A or Class B shares into an account with the same registration. This privilege may be exercised only once by a shareholder with respect to the Fund and certain restrictions may apply. For purposes of the CDSC schedule, the holding period of the Class B shares will continue as if the Class B shares had not been redeemed.

FIDELITY ADVISOR SYSTEMATIC WITHDRAWAL PROGRAM . If you own Class A shares worth $10,000 or more, you can have monthly, quarterly or semiannual checks sent from your account to you, to a person named by you, or to your bank checking account. You may obtain information about the Systematic Withdrawal Program by contacting your investment professional. Your Systematic Withdrawal Program payments are drawn from Class A share redemptions. If Systematic Withdrawal Program redemptions exceed income dividends earned on your Class A shares, your account eventually may be exhausted. Since a front-end sales charge is applied on new Class A shares you buy, it is to your disadvantage to buy Class A shares while also making systematic redemptions.

DISTRIBUTIONS AND TAXES

DISTRIBUTIONS. If you request to have distributions mailed to you and the U.S. Postal Service cannot deliver your checks, or if your checks remain uncashed for six months, the Transfer Agent may reinvest your distributions at the then-current NAV. All subsequent distributions will then be reinvested until you provide the Transfer Agent with alternative instructions.

DIVIDENDS. Because the Fund invests significantly in foreign securities, corporate shareholders should not expect dividends from the Fund to qualify for the dividends-received deduction. If the Fund earns qualifying dividends from U.S. corporations, the Fund will notify corporate shareholders annually of the percentage of Fund dividends that qualify for the dividends-received deduction. Gains (losses) attributable to foreign currency fluctuations are generally taxable as ordinary income and, therefore, will increase (decrease) dividend distributions. If foreign currency losses exceed the Fund's net investment income during a taxable year, all or a portion of the distributions made in the same taxable year would be re-characterized as a return of capital to shareholders, thereby reducing each shareholder's cost basis in their fund shares. In order to minimize the risk of a return of capital, FMR may adjust the Fund's income distributions to reflect the effect of currency fluctuations.

CAPITAL GAIN DISTRIBUTIONS. Long-term capital gains earned by the Fund on the sale of securities and distributed to shareholders are federally taxable as long-term capital gains, regardless of the length of time that the shareholders have held their shares. If a shareholder receives a long-term capital gain distribution on shares of the Fund and such shares are held six months or less and are sold at a loss, the portion of the loss equal to the amount of the long-term capital gain distribution will be considered a long-term loss for tax purposes.

Short-term capital gains distributed by the Fund are taxable to shareholders as dividends, not as capital gains. Distributions from the short-term capital gains do not qualify for the dividends received deduction.

FOREIGN TAXES. Foreign governments may withhold taxes from dividends or interest paid with respect to foreign securities typically at a rate between 10% and 35%. The Fund intends to elect to pass through foreign taxes paid in order for a shareholder to take a credit or deduction if, at the close of its fiscal year, more than 50% of the Fund's total assets are invested in securities of foreign issuers.

TAX STATUS OF THE FUND. The Fund intends to qualify each year as a "regulated investment company" for tax purposes, so that it will not be liable for federal tax on income and capital gains distributed to shareholders. In order to qualify as a regulated investment company and avoid being subject to federal income and excises taxes, the Fund intends to distribute substantially all of its net taxable income and realized capital gains within each calendar year as well as on a fiscal year basis. The Fund also intends to comply with other tax rules applicable to regulated investment companies, including a requirement that capital gains from the sale of securities held for less than three months must constitute less than 30% of the Fund's gross income for each fiscal year. Gains from some futures contracts and options, and foreign currency denominated forward contracts which are not directly related to the Fund's business of investing in foreign securities, are included in this 30% calculation, which may limit the Fund's investments in such instruments.

If the Fund purchases shares in certain foreign investment entities, called passive foreign investment companies (PFICs), it may be subject to U.S. federal income taxes on a portion of any excess distribution or gain from the disposition of such shares. Interest charges may also be imposed on the Fund with respect to deferred taxes arising from such distributions or gains.

The Fund is treated as a separate entity from the other series of Fidelity Advisor Series VIII for tax purposes.

OTHER TAX INFORMATION. The information above is only a summary of some of the tax consequences generally affecting the Fund and its shareholders, and no attempt has been made to discuss individual tax consequences. In addition to federal income taxes, shareholders of the Fund may be subject to state and local taxes on distributions received from the Fund. Investors should consult their tax advis e rs to determine whether the Fund is suitable f o r their particular tax situation.

FMR

FMR is a wholly owned subsidiary of FMR Corp., a parent company organized in 1972. At present, the principal operating activities of FMR Corp. are those conducted by three of its divisions, as follows: Service, which is the transfer and shareholder servicing agent for certain of the funds advised by FMR; FIIOC, which performs shareholder servicing functions for certain institutional customers; and Fidelity Investments Retail Marketing Company, which provides marketing services to various companies within the Fidelity organization.

Several affiliates of FMR also are engaged in the investment advisory business. Fidelity Management Trust Company provides trustee, investment advisory and administrative services to retirement plans and corporate employee benefit accounts. FMR U.K. and FMR Far East, both wholly owned subsidiaries of FMR formed in 1986, supply investment research, and may supply portfolio management services, to FMR in connection with certain funds advised by FMR. Analysts employed by FMR, FMR U.K., FIJ, and FMR Far East research and visit thousands of domestic and foreign companies each year. FMR Texas Inc. (FMR Texas), a wholly owned subsidiary of FMR formed in 1989, supplies portfolio management and research services in connection with certain money market funds advised by FMR.

TRUSTEES AND OFFICERS

The Board of Trustees and executive officers of the Trust are listed below. Except as indicated, each individual has held the office shown or other offices in the same company for the last five years. All persons named as Trustees and officers also serve in similar capacities for other funds advised by FMR. Unless otherwise noted, the business address of each Trustee and officer is 82 Devonshire Street, Boston, MA 02109, which is also the address of FMR. Those Trustees who are "interested persons" (as defined in the 1940 Act) by virtue of their affiliation with either the Fund or FMR are indicated by an asterisk (*).

*EDWARD C. JOHNSON 3d, Trustee and President, is Chairman, Chief Executive Officer and a Director of FMR Corp.; a Director and Chairman of the Board and of the Executive Committee of FMR; Chairman and a Director of FMR Texas (1989), FMR U.K., and FMR Far East.

*J. GARY BURKHEAD, Trustee and Senior Vice President, is President of FMR; and President and a Director of FMR Texas (1989), FMR U.K. and FMR Far East.

RALPH F. COX, 200 Rivercrest Drive, Fort Worth, TX, Trustee (1991), is a consultant to Western Mining Corporation (1994). Prior to February 1994, he was President of Greenhill Petroleum Corporation (petroleum exploration and production, 1990). Until March 1990, Mr. Cox was President and Chief Operating Officer of Union Pacific Resources Company (exploration and production). He is a Director of Sanifill Corporation (non-hazardous waste, 1993) and CH2M Hill Companies (engineering). In addition, he served on the Board of Directors of the Norton Company (manufacturer of industrial devices, 1983-1990) and continues to serve on the Board of Directors of the Texas State Chamber of Commerce, and is a member of advisory boards of Texas A&M University and the University of Texas at Austin.

PHYLLIS BURKE DAVIS, P.O. Box 264, Bridgehampton, NY , Trustee (1992). Prior to her retirement in Septembe r 1991, Mrs. Davis was the Senior Vice President of Corporate Affairs of Avon Products, Inc. She is currently a Director of BellSouth Corporation (telecommunications), Eaton Corporation (manufacturing, 1991), and the TJX Companies, Inc. (retail stores, 1990), and previously served as a Director of Hallmark Cards, Inc. (1985-1991) and Nabisco Brands, Inc. In addition, she serves as a Director of the New York City Chapter of the National Multiple Sclerosis Society, and is a member of the Advisory Council of the International Executive Service Corps. and the President's Advisory Council of the University of Vermont School of Business Administration.

RICHARD J. FLYNN, 77 Fiske Hill, Sturbridge, MA, Trustee, is a financial consultant. Prior to September 1986, Mr. Flynn was Vice Chairman and a Director of the Norton Company (manufacturer of industrial devices). He is currently a Director of Mechanics Bank and a Trustee of College of the Holy Cross and Old Sturbridge Village, Inc.

E. BRADLEY JONES, 3881-2 Lander Road, Chagrin Falls, OH, Trustee (1990). Prior to his retirement in 1984, Mr. Jones was Chairman and Chief Executive Officer of LTV Steel Company. Prior to May 1990, he was Director of National City Corporation (a bank holding company) and National City Bank of Cleveland. He is a Director of TRW, Inc. (original equipment and replacement products), Cleveland-Cliffs, Inc. (mining), NACCO Industries, Inc. (mining and marketing), Consolidated Rail Corporation, Birmingham Steel Corporation, Hyster-Yale Materials Handling, Inc. (1989), and RPM, Inc. (manufacturer of chemical products, 1990). In addition, he serves as a Trustee of First Union Real Estate Investments , Chairman of the Board of Trustees and a member of the Executive Committee of the Cleveland Clinic Foundation, a Trustee and a member of the Executive Committee of University School (Cleveland), and a Trustee of Cleveland Clinic Florida.

DONALD J. KIRK, 680 Steamboat Road, Apartment #1, North Greenwich, CT, Trustee, is a Professor at Columbia University Graduate School of Business and a financial consultant. Prior to 1987, he was Chairman of the

Financial Accounting Standards Board. Mr. Kirk is a Director of General Re Corporation (reinsurance) and Valuation Research Corp. (appraisals and valuations, 1993) . In addition, he serves as Vice Chairman of the Board of Directors of the National Arts Stabilization Fund and V ice Chairman of the Board of Trustees of the Greenwich Hospital Association .

*PETER S. LYNCH, Trustee (1990) is Vice Chairman of FMR (1992). Prior to his retirement on May 31, 1990, he was a Director of FMR (1989) and Executive Vice President of FMR (a position he held until March 31, 1991); Vice President of Fidelity Magellan Fund and FMR Growth Group Leader; and Managing Director of FMR Corp. Mr. Lynch was also Vice President of Fidelity Investments Corporate Services (1991-1992). He is a Director of W.R. Grace & Co. (chemicals, 1989) and Morrison Knudsen Corporation (engineering and construction). In addition, he serves as a Trustee of Boston College, Massachusetts Eye & Ear Infirmary, Historic Deerfield (1989) and Society for the Preservation of New England Antiquities, and as an Overseer of the Museum of Fine Arts of Boston (1990).

GERALD C. McDONOUGH, 135 Aspenwood Drive, Cleveland, OH, Trustee (1990), is Chairman of G.M. Management Group (strategic advisory services). Prior to his retirement in July 1988, he was Chairman and Chief Executive Officer of Leaseway Transportation Corp. (physical distribution services). Mr. McDonough is a Director of ACME-Cleveland Corp. (metal working, telecommunications and electronic products), Brush-Wellman, Inc. (metal refining), and York International Corp. (air conditioning and refrigeration, 1989), and Commercial Intertech Corp. (water treatment equipment, 1992), and Associated Estates Realty Corporation (a real estate investment trust, 1993).

EDWARD H. MALONE, 5601 Turtle Bay Drive #2104, Naples, FL, Trustee . Prior to his retirement in 1985, Mr. Malone was Chairman, General Electric Investment Corporation and a Vice President of General Electric Company. He is a Director of Allegheny Power Systems, Inc. (electric utility), General Re Corporation (reinsurance) and Mattel, Inc. (toy manufacturer). In addition, he serves as a Trustee of Corporate Property Investors, the EPS Foundation at Trinity College, the Naples Philharmonic Center for the Arts; and Rensselaer Polytechnic Institut e an d he is a member of the Advisory Boards of Butler Capital Corporation Funds and Warburg, Pincus Partnership Funds.

MARVIN L. MANN, 55 Railroad Avenue, Greenwich, CT, Trustee (1993) is Chairman of the Board, President, and Chief Executive Officer of Lexmark International, Inc. (office machines, 1991). Prior to 1991, he held the positions of Vice President of International Business Machines Corporation ("IBM") and President and General Manager of various IBM divisions and subsidiaries. Mr. Mann is a Director M.A. Hanna Company (chemicals, 1993) and Infomart (marketing services, 1991), a Trammell Crow Co. In addition, he serves as the Campaign Vice Chairman of the Tri-State United Way (1993) and is a member of the University of Alabama President's Cabinet (1990).

THOMAS R. WILLIAMS, 21st Floor, 191 Peachtree Street, N.E., Atlanta, GA, Trustee , is President of The Wales Group, Inc. (management and financial advisory services). Prior to retiring in 1987, Mr. Williams served as Chairman of the Board of First Wachovia Corporation (bank holding company), and Chairman and Chief Executive Officer of The First National Bank of Atlanta and First Atlanta Corporation (bank holding company). He is currently a Director of BellSouth Corporation (telecommunications), ConAgra, Inc. (agricultural products), Fisher Business Systems, Inc. (computer software), Georgia Power Company (electric utility), Gerber Alley & Associates, Inc. (computer software, 1987), National Life Insurance Company of Vermont, American Software, Inc. (1989), and AppleSouth, Inc. (restaurants, 1992).

GARY L. FRENCH, Treasurer (1991). Prior to becoming Treasurer of the Fidelity funds, Mr. French was Senior Vice President, Fund Accounting - Fidelity Accounting & Custody Services Co. (1991); Vice President, Fund Accounting - Fidelity Accounting & Custody Services Co. (1990); and Senior Vice President, Chief Financial and Operations Officer - Huntington Advisers, Inc. (1985-1990).

ARTHUR S. LORING, Secretary , is Senior Vice President and General Counsel of FMR, Vice President-Legal of FMR Corp., and Vice President and Clerk of Distributors.

ROBERT H. MORRISON, Manager, Security Transactions, is an employee of FMR.

Under a retirement program which became effective on November 1, 1989, Trustees, upon reaching age 72, become eligible to participate in a defined benefit retirement program under which they receive payments during their lifetime based on their basic trustees fees and length of service. Currently, Messrs. Robert L. Johnson, William R. Spaulding, Bertram H. Witham and David L. Yunich participate in the program.

MANAGEMENT CONTRACT AND OTHER SERVICES

The Fund employs FMR to furnish investment advisory and other services. Under FMR's Ma nagement C ontract with the Fund dated January 20, 1994 , FMR acts as investment adviser and, subject to the supervision of the Board of Trustees, directs the investments of the Fund in accordance with its investment objective, policies and limitations. FMR also provides the Fund with all necessary office facilities and personnel for servicing the Fund's investments, and compensates all officers of the Trust, all Trustees who are "interested persons" of the Trust or FMR, and all personnel of the Trust or FMR performing services relating to research,

statistical and investment activities.
In addition, FMR or its affiliates, subject to the supervision of the Board of Trustees, provide the management and administrative services necessary for the operation of the Fund. These services include providing facilities for maintaining the Fund's organization, supervising relations with custodians, transfer and pricing agents, accountants, underwriters and other persons dealing with the Fund, preparing all general shareholder communications and conducting shareholder relations, maintaining the Fund's records, and the registration of the Fund's shares under federal and state law, developing management and shareholder services for the Fund and furnishing reports, evaluations and analyses on a variety of subjects to the Board of Trustees.
In addition to the management fee payable to FMR and the fees payable to State Street (for Class A shares), FIIOC (for Class B shares) , and Service, the Fund pays all its expenses, without limitation, that are not assumed by those parties. The Fund pays for the typesetting, printing and mailing of proxy material s to shareholders, legal expenses, and the fees of the custodian, auditor and non-interested Trustees. Although the Fund's M anagement C ontract provides that the Fund will pay for typesetting, printing and mailing prospectuses, statements of additional information, notices and reports to shareholders, the Fund has entered into a revised transfer agent agreement with each Transfer Agent, pursuant to which the Transfer Agent bears the cost of providing these services to shareholders . Other expenses paid by the Fund include interest, taxes, brokerage commissions, the Fund's proportionate share of insurance premiums and Investment Company Institute dues, and the costs of registering shares under federal and state securities laws. The Fund is also liable for such non-recurring expenses as may arise, including costs of litigation to which the Fund is a party and any obligation it may have to indemnify its officers and Trustees with respect to l itigation.
COMPUTING THE BASIC FEE. The group fee rate is based on the monthly average net assets of all of the registered investment companies with which FMR has management contracts and is calculated on a cumulative basis pursuant to the graduated fee rate schedule shown below on the left. On the right, the effective fee rate schedules are the results of cumulatively applying the annualized rates at varying asset levels. For example, the effective annual fee rate at $232 billion of average group net assets - their approximate level for December 1993 - was .1621 % , which is the weighted average of the respective fee rates for each level of group net assets up to $232 billion.

GROUP FEE RATE SCHEDULE / EFFECTIVE ANNUAL FEE RATES

<TABLE>
<CAPTION>
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Average Group Assets	Annualized Rate	Group Net Assets	Effective Annual Fee Rates
$ 0 - 3 billion	.370%	$ 0.5 billion	.3700%
3 - 6	.340	25	.2664
6 - 9	.310	50	.2188
9 - 12	.280	75	.1986
12 - 15	.250	100	.1869
15 - 18	.220	125	.1793
18 - 21	.200	150	.1736
21 - 24	.190	175	.1695
24 - 30	.180	200	.1658
30 - 36	.175	225	.1629
36 - 42	.170	250	.1604
42 - 48	.165	275	.1583
48 - 66	.160	300	.1565
66 - 84	.155	325	.1548
84 - 120	.150	350	.1533
120 - 174	.145		
174 - 228	.140		

228 - 282	.1375
282 - 336	.1350
Over 336	.1325

</TABLE>

The individual fund fee rate is .55%. Based on the average group net assets of funds advised by FMR for December 1993, the annual fee rate would be calculated as follows:

<TABLE>
<CAPTION>

Group Fee Rate		Individual Fund Fee Rate		Basic Fee Rate
.1621%	+	.55%	=	.7121%

</TABLE>

One-twelfth of this annual basic fee rate is applied to the Fund's net assets averaged for the most recent month, giving a dollar amount, which is the fee for that month.

To comply with the California Code of Regulations, FMR will reimburse the Fund if and to the extent that the Fund's aggregate annual operating expenses exceed specified percentages of its average net assets. The applicable percentages are 2 1/2% of the first $30 million, 2% of the next $70 million, and 1 1/2% of average net assets in excess of $100 million. When calculating the Fund's expenses for purposes of this regulation, the Fund may exclude interest, taxes, brokerage commissions, and extraordinary expenses, as well as a portion of its distribution plan expenses, and custodian fees attributable to investments in foreign securities.

FMR may, from time to time, agree to voluntarily reimburse the Fund for expenses above a specified percentage of net assets. FMR retains the ability to be repaid for these expense reimbursements in the amount that expenses fall below the limit prior to the end of the fiscal year. Reimbursement by FMR will increase the Fund's total returns.

SUB-ADVISERS. FMR has entered into sub-advisory agreements with FMR U.K., in London, England, FMR Far East in Tokyo, Japan, and FIIA, in Hamilton, Bermuda. FIIA, in turn, has entered into a sub-advisory agreement with its wholly owned subsidiary FIIAL U.K., in Kent, England. Pursuant to the sub-advisory agreements, FMR may receive investment advice and research services with respect to issuers based outside the United States from the sub-advisers.

On behalf of the Fund, FMR may also grant the sub-advisors investment management authority as well as the authority to buy and sell securities if FMR believes it would be beneficial to the Fund.

Currently, FMR U.K., FMR Far East, FIIA, and FIIAL U.K. each focus on issuers in countries other than the United States including countries in Europe, Asia, and the Pacific Basin.

FMR U.K. and FMR Far East are wholly owned subsidiaries of FMR. FIIA is a wholly owned subsidiary of Fidelity International Limited (FIL), a Bermuda company formed in 1968 which primarily provides investment advisory services to non-U.S. investment companies and institutional investors investing in securities of issuers throughout the world. Edward C. Johnson 3d, Johnson family members, and various trusts for the benefit of Johnson family members, owns, directly or indirectly, more than 25% of the voting stock of FIL. FIIA was organized in Bermuda in 1983 and FIIAL U.K. was organized in the United Kingdom in 1984, and is a wholly owned subsidiary of Fidelity International Management Holdings Limited, an indirect wholly owned subsidiary of FIL.

Under the sub-advisory agreements, FMR pays the fees of FMR U.K., FMR Far East, and FIIA. FIIA, in turn, pays the fees of FIIAL U.K. For providing non-discretionary investment advice and research services the sub-advisers are compensated as follows:

(bullet) FMR pays FMR U.K. and FMR Far East fees equal to 110% and 105%, respectively, of FMR U.K.'s and FMR Far East's costs incurred in connection with providing investment advice and research services.

(bullet) FMR pays FIIA 30% of FMR's monthly management fee with respect to the average market value of investments held by the Fund for which FIIA has provided FMR with investment advice.

(bullet) FIIA pays FIIAL U.K. a fee equal to 110% of FIIAL U.K.'s costs incurred in connection with providing investment advice and research services.

For providing discretionary investment management and executing portfolio transactions, the sub-advisers are compensated as follows:

(bullet) FMR pays FMR U.K., FMR Far East, and FIIA 50% of its monthly management fee with respect to the Fund's average net assets managed by the sub-advisor on a discretionary basis.

(bullet) FIIA pays FIIAL U.K. 110% of FIIAL U.K.'s costs incurred with providing investment management services.

State Street is transfer , dividend disbursing and shareholder s' servicing agent for Class A shares of the Fund . State Street has delegated certain transfer, dividend-paying and shareholder services to FIIOC . Under the Trust's contract with State Street, t he Fund pays a per account fee of $30 and a monetary transaction fee of $6. For accounts that FIIOC maintains on behalf of State Street, FIIOC receives all such fees. For accounts as to which FIIOC provides limited services, FIIOC may receive a portion (currently $20 and $6, respectively) of related per account fees and monetary transaction fees, less applicable charges and expenses of State Street for account maintenance and transactions.

FIIOC is the transfer, dividend disbursing and shareholders' servicing agent for Class B shares of the Fund. Under the Trust's contract with FIIOC, Class B pays a per account fee of $95 and a monetary transaction of $20 or $17.50, depending on the nature of services provided.

Fees for certain institutional retirement plan accounts are based on the net asset value of all such accounts in the Fund. FIIOC pays out-of-pocket expenses associated with providing transfer agent services. In addition, FIIOC bears the expense of typesetting, printing, and mailing prospectuses, statements of additional information, and all other reports, notices, and statements to shareholders, with the exception of proxy statements.

The Trust has a contract with Service which provides that Service will perform the calculations necessary to determine the NAV and dividends of Class A and Class B shares and maintain the Fund's accounting records. The fee rates are based on the Fund's average net assets, specifically, .06% for the first $500 million of average net assets and .03% for average net assets in excess of $500 million. The fee is limited to a minimum of $45,000 and a maximum of $750,000 per year.

THE DISTRIBUTOR

The Fund has a General Distribution Agreement with Distributors, a Massachusetts corporation organized on July 18, 1960. Distributors is a broker-dealer registered under the Securities Exchange Act of 1934 and is a member of the National Association of Securities Dealers, Inc. The General Distribution Agreement calls for Distributors to use all reasonable efforts, consistent with its other business, to secure purchasers for shares of the Fund which are offered continuously . Promotional and administrative expenses in connection with the offer and sale of shares are paid by Distributors. Distributors also acts as general distributor for other publicly offered Fidelity funds. The expenses of these operations are borne by FMR or Distributors.

DISTRIBUTION AND SERVICE PLAN

The Trustees of the Trust have adopted a Distribution and Service Plan on behalf of Class A and Class B shares of the Fund (the Plans) pursuant to Rule 12b-1 under the 1940 Act (the Rule). As required by the Rule, the Trustees carefully considered all pertinent factors relating to the implement of each Plan prior to its approval, and have determined that there is a reasonable likelihood that the Plan will benefit the applicable class and its shareholders.

Pursuant to the Class A Plan, Class A pays Distributors a distribution fee at an annual rate of up to .40% of its average net assets determined as of the close of business on each day throughout the month, but excluding assets attributable to Class A shares purchased more than 144 months prior to such day. Currently, the Trustees have approved a distribution fee for Class A at an annual rate of .25% of its average net assets. This fee may be increased only when, in the opinion of the Trustees, it is in the best interests of the Class A shareholders to do so.

Pursuant to the Class B Plan, Class B pays Distributors a distribution fee at an annual rate of .75% of its average daily net assets determined as of the close of business on each day throughout the month. Class B also pays investment professionals a service fee at an annual rate of .25% of its average daily net assets determined as of the close of business on each day throughout the month for personal services and/or the maintenance of shareholder accounts.

Each Plan also specifically recognizes that FMR, either directly or through Distributors, may use its management fee revenue, past profits or other resources, without limitation, to pay promotional and administrative expenses in connection with the offer and sale of shares of the applicable class. Under each Plan, if the payment by the Fund to FMR of management fees should be deemed to be indirect financing of the distribution of shares of the applicable class, such payment is authorized by the Plan. In addition, each Plan provides that FMR may use its resources, including its management fee revenues, to make payments to third parties that assist in selling shares of the applicable class or in other distribution activities relating to that class. To the extent that each Plan gives FMR and Distributor greater flexibility in connection with the distribution of shares of the applicable class, additional shares of Fund shares may result. Additionally, certain shareholder support services may be provided more effectively under the Plans by local entities with whom shareholders have other relationships.

None of the Plans provides for specific payments by the applicable class of any of the expenses of Distributors, or obligates Distributors or FMR to perform any specific type or level of distribution activities or incur any specific level of expense in connection with distribution activities. After payments by Distributors for advertising, marketing and distribution, and payments to investment professionals, the amounts remaining, if any, may be used as Distributors may elect.

The Glass-Steagall Act generally prohibits federally and state chartered or supervised banks from engaging in the business of underwriting, selling or distributing securities. Although the scope of this prohibition under the Glass-Steagall Act has not been fully defined, in Distributors' opinion, it should not prohibit banks from being paid for shareholder support services, servicing and record keeping functions. Distributors may engage banks to perform only these functions. However, changes in federal or state statutes and regulations pertaining to the permissible activities of banks and their affiliates or subsidiaries, as well as further judicial or administrative decisions or interpretations, could prevent a bank from continuing to perform all or a part of the contemplated services. If a bank were prohibited from so acting, the Trustees would consider what actions, if any, would be necessary to continue to provide efficient and effective shareholder services. In such an event, changes in the operation of the Fund might occur, including possible termination of any automatic investment or redemption or other services then provided by the bank. It is not expected that shareholders would suffer any adverse financial consequences as a result of any of these occurrences. The Fund may execute portfolio transactions with and purchase securities issued by depository institutions that receive payments under the Plans. No preference for the instruments of such depository institutions will be shown in the selection of investments. In addition, state securities laws on this issue may differ from the interpretations of federal law expressed herein, and banks and financial institutions may be required to register as dealers pursuant to state law.

DESCRIPTION OF THE TRUST

TRUST ORGANIZATION. Fidelity Advisor Emerging Markets Income Fund is a series of Fidelity Advisor Series VIII (the Trust), an open-end investment company organized as a Massachusetts business trust by Declaration of Trust dated September 23, 1983, as amended and restated October 1, 1986, and as supplemented November 29, 1990. Currently, t here are two funds in the Trust: Fidelity Strategic Opportunities Fund and Fidelity Advisor Emerging Markets Income Fund. The Declaration of Trust permits the Trustees to create additional funds .

In the event that FMR ceases to be the investment adviser to the Fund, the right of the Trust or the Fund to use the identifying name "Fidelity" may be withdrawn.

The assets of the Trust received for the issue or sale of shares of each series and all income, earnings, profits, and proceeds thereof, subject only to the rights of creditors, are especially allocated to such series , and constitute the underlying assets of such series . The underlying assets of each series are segregated on the books of account, and are to be charged with the liabilities with respect to such series and with a share of the general expenses of the Trust. Expenses with respect to the Trust are to be allocated in proportion to the asset value of the respective series , except where allocations of direct expense can otherwise be fairly made. The officers of the Trust, subject to the general supervision of the Board of Trustees, have the power to determine which expenses are allocable to a given series , or which are general or allocable to all of the series. In the event of the dissolution or liquidation of the Trust, shareholders of each series are entitled to receive as a class the underlying assets of such series available for distribution.

SHAREHOLDER AND TRUSTEE LIABILITY. The Trust is an entity of the type commonly known as a "Massachusetts business trust." Under Massachusetts law, shareholders of such a trust may, under certain circumstances, be held personally liable for the obligations of the trust. The Declaration of Trust provides that the Trust shall not have any claim against shareholders except for the payment of the purchase price of shares and requires that each agreement, obligation, or other instrument entered into or executed by the Trust or the Trustees include a provision limiting the obligations created thereby to the Trust and its assets. The Declaration of Trust provides for indemnification out of the Trust's property of any shareholder held personally liable for the obligations of the Fund. The Declaration of Trust also provides that the Fund shall, upon request, assume the defense of any claim made against any shareholder for any act or obligation of the Fund and satisfy any judgment thereon. Thus, the risk of a shareholder incurring financial loss on account of shareholder liability is limited to circumstances in which the Fund itself would be unable to meet its obligations. FMR believes that, in view of the above, the risk of personal liability to shareholders is remote.

The Declaration of Trust further provides that the Trustees, if they have exercised reasonable care, will not be liable for neglect or wrongdoing, but nothing in the Declaration of Trust protects a Trustee against any liability to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. Claims asserted against Class A shares may subject holders of Class B shares to certain liabilities and claims asserted against Class B shares may subject holders of Class A shares to certain liabilities.

VOTING RIGHTS. The Fund's capital consists of shares of beneficial interest. The shares have no preemptive or conversion rights; the voting and dividend rights, the right of redemption, and the privilege of exchange are described in the Prospectus. Shares are fully paid and nonassessable, except as set forth under the heading "Shareholder and Trustee Liability" above. Shareholders representing 10% or more of the Trust or Class A or Class B shares may, as set forth in the Declaration of Trust, call meetings for any purpose relating to the Trust , Fund or a class, as the case may be, including , in the case of a meeting of the entire Trust, the purpose of voting on removal of one or more Trustees. The Trust or the Fund may be terminated upon the sale of its assets to another open-end management investment company, or upon liquidation and distribution of its assets, if approved by the vote of the holders of a majority of the outstanding shares of the Trust or Fund. If not so terminated, the Trust or Fund will continue indefinitely.

As of March 24, 1994, the FMR Corp. owned, of record or beneficially, 91.10% of Fidelity Advisor Emerging Markets Income Fund: Class A.

CUSTODIAN. Chase, One Chase Manhattan Plaza, New York, New York, is custodian of the assets of the Fund. The custodian is responsible for the safekeeping of the Fund's assets and the appointment of subcustodian banks and clearing agencies. The custodian takes no part in determining the investment policies of the Fund or in deciding which securities are purchased or sold by the Fund. The Fund may, however, invest in obligations of the custodian and may purchase securities from or sell securities to the custodian.

FMR, its officers and directors, its affiliated companies , and the Trust's Trustees may from time to time have transactions with various banks, including banks serving as custodians for certain of the funds advised by FMR. Transactions that have occurred to date include mortgages and personal and general business loans. In the judgment of FMR, the terms and conditions of those transactions were not influenced by existing or potential custodial or other Fund relationships.

AUDITOR. Coopers & Lybrand, One Post Office Square, Boston, Massachusetts, serves as the Fund's independent accountant. The auditor examines financial statements for the Fund, and provides other audit, tax, and related services.

APPENDIX

The descriptions that follow are examples of eligible ratings for the Fund. The Fund may, however, consider the ratings for other types of investments and the ratings assigned by other rating organizations when determining the eligibility of a particular investment.

DESCRIPTION OF MOODY'S INVESTORS SERVICE, INC.'S CORPORATE BOND RATINGS:

AAA - Bonds rated Aaa are judged to be of the best quality. They carry the smallest degree of investment risk and are generally referred to as "gilt edge." Interest payments are protected by a large or by an exceptionally stable margin and principal is secure. While the various protective elements are likely to change, such changes as can be visualized are most unlikely to impair the fundamentally strong position of such issues.

AA - Bonds rated Aa are judged to be of high quality by all standards. Together with the Aaa group they comprise what are generally known as high-grade bonds. They are rated lower than the best bonds because margins of protection may not be as large as in Aaa securities or fluctuation of protective elements may be of greater amplitude or there may be other elements present which make the long-term risks appear somewhat larger than in Aaa securities.

A - Bonds rated A possess many favorable investment attributes and are to be considered as upper-medium-grade obligations. Factors giving security to principal and interest are considered adequate but elements may be present which suggest a susceptibility to impairment sometime in the future.

BAA - Bonds rated Baa are considered as medium-grade obligations, i.e., they are neither highly protected nor poorly secured. Interest payments and principal security appear adequate for the present but certain protective elements may be lacking or may be characteristically unreliable over any great length of time. Such bonds lack outstanding investment characteristics and in fact have speculative characteristics as well.

BA - Bonds rated Ba are judged to have speculative elements. Their future cannot be considered as well assured. Often the protection of interest and principal payments may be very moderate and thereby not well safeguarded during both good and bad times over the future. Uncertainty of position characterizes bonds in this class.

B - Bonds rated B generally lack characteristics of the desirable investment. Assurance of interest and principal payments or maintenance of other terms of the contract over any long period of time may be small.

CAA - Bonds rated Caa are of poor standing. Such issues may be in default or there may be present elements of danger with respect to principal or interest.

CA - Bonds rated Ca represent obligations which are speculative in a high degree. Such issues are often in default or have other marked short-comings.

C - Bonds rated C are the lowest-rated class of bonds and issued so rated can be regarded as having extremely poor prospects of ever attaining any real investment standing.

Moody's applies numerical modifiers, 1, 2, and 3, in each generic rating classification from Aa through B in its corporate bond rating system. The modifier 1 indicates that the security ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates that the issue ranks in the lower end of its generic rating category.

DESCRIPTION OF STANDARD & POOR'S CORPORATION'S CORPORATE BOND RATINGS:
AAA - Debt rated AAA has the highest rating assigned by Standard & Poor's to a debt obligation. Capacity to pay interest and repay principal is extremely strong.
AA - Debt rated AA has a very strong capacity to pay interest and repay principal and differs from the higher-rated issues only in small degree.
A - Debt rated A has a strong capacity to pay interest and repay principal, although it is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions.
BBB - Debt rated BBB is regarded as having an adequate capacity to pay interest and repay principal. Whereas it normally exhibits adequate protection parameters, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity to pay interest and repay principal for debt in this category than in higher-rated categories.
BB - Debt rate BB has less near-term vulnerability to default than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions which could lead to inadequate capacity to meet timely interest and principal payments.
B - Debt rated B has a greater vulnerability to default but currently has the capacity to meet interest payments and principal repayments. Adverse business, financial, or economic conditions will likely impair capacity or willingness to pay interest and repay principal. The B rating category is also used for debt subordinated to senior debt that is assigned an actual or implied BB- rating.
CCC - Debt rated CCC has a currently identifiable vulnerability to default, and is dependent upon favorable business, financial, and economic conditions to meet timely payment of interest and repayment of principal. In the event of adverse business, financial, or economic conditions, it is not likely to have the capacity to pay interest and repay principal.
CC - Debt rated CC is typically applied to debt subordinated to senior debt which is assigned an actual or implied CCC debt rating.
C - The rating C is typically applied to debt subordinated to senior debt which is assigned an actual or implied CCC- debt rating. The C rating may be used to cover a situation where a bankruptcy petition has been filed but debt service payments are continued.
CI - The rating CI is reserved for income bonds on which no interest is being paid.
D - Debt rated D is in payment default. The D rating category is used when interest payments or principal payments are not made on the date due even if the applicable grace period has not expired, unless S&P believes that such payments will be made during such grace period. The D rating will also be used upon the filing of a bankruptcy petition if debt service payments are jeopardized.
The ratings from AA to CCC may be modified by the addition of a plus or minus to show relative standing within the major rating categories.