



A division of SAMMONS SECURITIES, INC.

Part II Disclosure Brochure

Advisory Services and Fees

Sammons Advisor Services' (sometimes referred to herein as "we") sole investment advisory service is an asset allocation program¹ through which model portfolios are made available to individual owners of variable annuity contracts and variable life insurance policies (together, "Variable Contracts") issued by our affiliated insurance company, Midland National Life Insurance Company ("Midland National"). Each model portfolio provides a suggested asset allocation among certain of the allocation options available under a Variable Contract that we deem appropriate for a hypothetical client based on the client's assumed investment objective, tolerance for risk and time to begin withdrawing Variable Contract value.

We have retained a third party service provider, Ibbotson Associates, Inc.² ("Ibbotson") to provide us with recommendations regarding the development and updating of the model portfolios. We then review the service provider's recommendations and its rationale for the recommendations, and revise such recommendations if we deem appropriate, before we communicate them to our clients. We also conduct periodic due diligence reviews with respect to the process utilized by Ibbotson for the development and updating of the model portfolios.

Midland National periodically identifies the allocation options available under client's Variable Contract that can be included in the model portfolios. This "universe of allocation options", which may not include all allocation options available under the client's Variable Contract, will be modified from time to time by Midland National. In addition, clients whose Variable Contracts are subject to certain riders (e.g., premium guarantee rider, living benefit rider) may be limited to certain model portfolios and allocation options by the terms of such riders. The limitations for such riders are described in the prospectus for each Variable Contract.

Our advisory services are limited to the development and updating of the model portfolios generally; we do not provide any investment advice to clients regarding the application of a particular model portfolio to any client's particular circumstances. The client is solely responsible for determining whether participating in the asset allocation program, selecting any model portfolio, changing to a different model portfolio, or choosing to reject any periodic reallocation (as discussed below) is suitable and appropriate for them.

Ibbotson is not affiliated with Sammons Advisor Services or Midland National and, except as described above, Sammons Advisor Services and its affiliates have no control or authority over Ibbotson or its recommendations. Ibbotson provides services to Midland National and Sammons Advisor Services, not to the Client, and Ibbotson has no obligation to comply with any disclosure or other requirements under the Investment Advisers Act of 1940 with respect to the Client. We may in the future retain a different third party service provider to provide recommendations or may develop and/or update model portfolios without retaining a third party.

¹No investment strategy assures a profit or protects against losses in a declining market. All Separate Account Investment Portfolios are subject to market risk.

²Ibbotson Associates, a registered investment advisor, is a wholly owned subsidiary of Morningstar, Inc.

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Variable Life: One Sammons Plaza, Sioux Falls, SD 57193 • (800) 272-1642 Variable Annuity: P.O. Box 79907, Des Moines, IA 50325 • (877) 586-0240

Ibbotson will reevaluate each model portfolio periodically (typically annually), and will make recommendations to us regarding updates. In certain circumstances reviews and allocations may occur more frequently, such as where a particular allocation option becomes unavailable for additional investment. If we change a model portfolio in accordance with their recommendations, Midland National, acting as administrator of the asset allocation program, will send a reallocation communication to notify clients of the updated model portfolio. Clients are responsible for determining whether or not their Variable Contract value should be reallocated to the updated model portfolio. A client will be deemed to have determined to reallocate his or her Variable Contract value unless the client instructs Midland National **not** to do so by written or other authorized notification as specified in the reallocation communication. If the client fails to provide notification as specified in the reallocation communication, the client's Variable Contract value will be reallocated in accordance with the reallocation specified in the reallocation communication on the date the change becomes effective. If a client provides such an "opt-out" notification as to any proposed reallocation, or makes any reallocation independent of a reallocation communication from Midland National, the client will continue to receive future reallocation notices. In that case, however, the client will be required to "opt-in" to the future reallocation in writing to have his or her Variable Contract value reallocated in accordance with the updated model portfolio. If a client wishes to terminate participation in the asset allocation program and not receive future reallocation communications, it must do so by providing Sammons Advisor Services notice to that effect as provided for under the Client Agreement. If a client's Variable Contract includes an optional rider that limits the client's investment options, an opt-out notification, or any reallocation independent of a reallocation communication from Midland National, will terminate the rider unless the client reallocates to a designated allocation option(s) or another model portfolio permitted for use with such rider as described in the applicable Variable Contract prospectus.

In making recommendations, Sammons Advisor Services and Ibbotson analyze general economic and market conditions to determine appropriate allocations among various asset classes, and information regarding each potential allocation option to determine which allocation option(s) should represent a particular asset class in a model portfolio. In addition to documents filed with the Securities and Exchange Commission for the allocation options (*e.g.*, Variable Contract and fund company prospectuses), Sammons Advisor Services uses Ibbotson's recommendations in developing and updating the model portfolios.

As described under the applicable Variable Contract prospectus, a client's Variable Contract value may be rebalanced periodically so that the client's actual asset allocation is brought back into line with the asset allocation specified by the applicable model portfolio.

Clients pay no fees directly to Sammons Advisor Services for the asset allocation services provided. However, clients indirectly pay for the services, including any portion that Sammons Advisors or Midland National may pay to a third party service provider, as a result of the fees and expenses clients pay Midland National in connection with their Variable Contracts.

Education and Business Background

Sammons Advisor Services has no expressly stated general standards of education or business experience that it requires of persons giving investment advice to customers. Set forth below is background information on the Principal Executive Officers and members of the Allocations Model Committee.

Principal Executive Officers

Michael M. Masterson – Chairman – Mike Masterson serves as Chairman of Sammons Advisor Services. He joined the Sammons family of companies in 1995. He held the position of Executive Vice President and Chief Marketing Officer of Midland National, becoming President and CEO in 1996. He was promoted to Chairman, CEO and President of Midland National and North American Company for Life and Health Insurance (North American) in 1999 and President and CEO of the Sammons Financial Group in January 2002. In 2003, Mike was appointed Chairman and CEO of the Sammons Financial Group, and in August 2009, he was named Chief Executive Officer of Sammons Enterprises.

Mike's career in the insurance business began in 1969 when he joined Connecticut General. He spent 16 years in various field positions before entering the home office in 1985, where he was primarily involved in the responsibilities of a Chief Marketing Officer and CEO of a broker/dealer.

Mike earned a Bachelor of Arts degree from the University of Minnesota and is a graduate of the University of Minnesota Executive Program, the Harvard Executive Program in Competitive Strategies, and the LIMRA Leadership Institute. He has also earned his CLU, ChFC, and LLIF designations and has been a member of various industry boards, including the LIMRA International Board from 1997 to 2000, the National Endowment for Financial Education from 1996 to 1998, and the American Council of Life Insurers (ACLI) Board in 2007 to 2009, and Insurance Marketplace Standards Association in 2009. Mike was born in 1947.

Steven C. Palmitier – Chief Executive Officer – Steve Palmitier serves as Chief Executive Officer of Sammons Advisor services. Steve began his insurance career as an agent with Lincoln National Life in 1978. He served in field management positions with several companies before accepting the position of Vice President of Sales with Penn Mutual in 1990 and in 1995 was named Senior Vice President of Sales for Penn Mutual. In 1996 he joined Midland National and accepted the position of Chief Marketing Officer and Senior Vice President - Sales. He was promoted to the position of President and CEO of Sammons Securities Company (a broker-dealer affiliate of Sammons Advisor Services) in 2002, and later became President and COO of Midland National in 2003. In 2007, he also became President and Chief Operating Officer for North American.

Steve has been active in the industry's research and marketing organization (LIMRA) as a Board Member and has served on several of its committees. He received his Bachelor of Arts degree from the University of Northern Iowa and is also a graduate of the Columbia University Executive Management Program. He also holds both a CLU and LLIF designation. Steve was born in 1956.

Cindy K. Reed – President – Cindy Reed serves as President of Sammons Advisor Services. In January 2009, Cindy was appointed President of Sammons Securities Company and in November 2009 was promoted to President of the Sammons Annuity Group, a division of Midland National, effective January 1, 2010.

Cindy joined Sammons Annuity Group, a division of Midland National, in 2001 as Vice President of Independent Agent Distribution. Prior to joining Sammons, she worked with USG Annuity and Life Company/ING for several years in sales and marketing positions of increasing importance. She graduated from Eckerd College with a Bachelor of Arts degree. Cindy was born in 1958.

Jeff Hugunin – Chief Financial Officer – Jeff Hugunin serves as Chief Financial Officer of Sammons Advisor Services. He joined Midland National in 1999 as an AVP – Finance. In 2004 he was promoted to 2nd VP Finance.

Jeff began his career with Arthur Young & Company in 1984. In 1986 he joined Harcourt Brace Jovanovich, Inc. (HBJ) and held various financial positions. In 1991 he was promoted to Vice President and Treasurer of HBJ Insurance Companies. In 1995 HBJ Insurance Companies was acquired by GNA Corporation and Jeff joined GNA Corporation (later known as GE Financial Insurance) and held positions of Assistant Treasurer and Treasurer. Jeff graduated from Drake University in 1984 with a Bachelor of Science degree in Accounting. Jeff was born in 1962.

Teresa A. Silvius – Chief Compliance Officer – Teresa (Terri) Silvius serves as Chief Compliance Office of Sammons Advisor Services. Terri joined Midland National and North American as a Senior Compliance Analyst in June of 2000 and continued to progress in positions of increasing importance. Terri became OSJ Manager and Variable Advertising Principal for Sammons Securities Company in 2003. Terri has earned the Certified Regulatory and Compliance Professional (CRCP) designation through FINRA and the Wharton School of Business in 2003. In October 2007, Terri was appointed AVP and 38a-1 CCO for Midland National and North American. Prior to joining Midland National and North American, Terri worked as a Technical Coordinator in Metropolitan Life Insurance Company's Corporate Ethics and Compliance department. Terri graduated from Kishwaukee Community College in 1983 with an Associates of Science Degree. Terri was born in 1953.

Allocation Models Committee

Michael L. Yanacheak – Variable Annuity Allocations – Michael L. Yanacheak (Mike) focuses on the Variable Annuity allocation models. Mike graduated from Drake University in May 1990 with a Bachelor of Science in Business Administration degree in Actuarial Science. After graduation, he worked at Equitable Life Insurance Company of Iowa in Des Moines, Iowa, as an actuarial student in the Product Development Department. He then joined Midland National in August 1999 as the product actuary in the Annuity Division's Product Development Department and is currently the 2nd Vice President—Product Development. Mike became an Associate of the Society of Actuaries in 1995. Mike was born in 1971.

Sarah Theis – Variable Annuity Allocations – Sarah Theis focuses on the Variable Annuity allocation models. Sarah graduated from Iowa State University in May 1998 with a Bachelor of Science degree in Statistics with a minor in business. After graduation, she worked at AmerUs Life Insurance Company in Des Moines, Iowa, as an actuarial student in the Annuity Product Development Department. She then joined Midland National in November 2001 as an actuary student in the Annuity Division's Product Development Department and is currently the Director of Annuity Finance. Sarah became a Fellow in the Society of Actuaries in 2005. Sarah was born in 1976.

Randy Shaul – Variable Life Allocations – Randy Shaul focuses on the Variable Life allocation models. Randy graduated from South Dakota State University in May 1985 with a Bachelor of Science degree in Mathematics and a minor in Computer Science. After graduation, he worked at the American National family of life insurance companies in Oklahoma City, OK as an actuarial student and actuarial associate. He then joined Midland National in December of 1989 as an Assistant Actuary for the life division and is currently an AVP and Associate Actuary of Product Development – Life. Randy became a Fellow in the Society of Actuaries in 2001. Randy was born in 1963.

Other Business Activities

As described above in detail, the principal executive officers and allocations model committee of Sammons Advisor Services are engaged in a number of activities with our affiliated companies. In particular, these activities relate to functions with Midland National and North American related to the issuance and distribution of fixed and variable insurance products. Additionally, certain of the officers engage in activities in connection with Sammons Securities Company, LLC (a broker-dealer subsidiary of Sammons Advisor Services) that also serves as the principal underwriter for the Variable Contracts. These individuals spend the majority of their time on matters for affiliates of Sammons Advisor Services.

Other Financial Industry Activities or Affiliations

Sammons Advisor Services and Sammons Securities Company, LLC are related persons. Sammons Securities Company, LLC serves as the principal underwriter for the Variable Contracts under which Sammons Advisor Services provides allocation services to contract owners. Clients of the Sammons Advisor Services will also be, in some cases, customers of Sammons Securities Company, LLC as the broker-dealer firm selling the Variable Contracts.

The separate accounts of the Variable Contracts are registered investment companies under the Investment Company Act of 1940. As such, the registered separate accounts supporting the Variable Contracts are related persons to Sammons Advisor Services.

Midland National, the issuer of the Variable Contracts is under common control with Sammons Advisor Services. We rely on the issuance of Variable Contracts by Midland National to create an opportunity for our allocation services to be provided to our clients.

Participation or Interest in Client Transactions

Set forth below is a description of client transactions in which Sammons Advisor Services, or a related person, has an interest or participates.

An affiliate effects securities transactions for clients. Sammons Securities Company, LLC, one of our affiliates, acts as principal underwriter for the Variable Contracts, and in some cases as the broker-dealer selling firm of the Variable Contracts. Accordingly, Sammons Securities Company, LLC receives compensation in connection with the purchase of Variable Contracts and the making of additional contributions to the Variable Contracts by clients.

Recommendations made to clients in which Sammons Advisor Services or a related person has some financial interest. Certain fund families that make up the allocation options pay compensation to Midland National or other affiliates of Sammons Advisor Services. The amount of this compensation and how it is computed varies by allocation option, and may be significant. Furthermore, Midland National will receive compensation as a result of Variable Contract assets allocated to its fixed account. Accordingly, recommendations of certain allocation options that we make may benefit Midland National and other affiliates more than recommendation of other allocation options.

Buying or selling securities that are also recommended to clients. Sammons Advisor Services has adopted a Code of Ethics, the full text of which is available upon request. The code of ethics sets forth professional standards under which all of our associated persons are expected to conduct themselves. Associated persons are not prohibited from investing in securities for their personal accounts, which securities may include the allocation options recommended through the model portfolios or substantially similar funds managed by the same investment advisers as the allocation options that are available for direct investment (*i.e.*, not through a variable insurance product). However, certain associated persons are required under our Code of Ethics to provide reports or records of their personal securities transactions to our Compliance Department.

Client Reports

Clients receive quarterly reports from Midland National regarding the client's Variable Contract that show the performance of the Variable Contract assets, as well as reallocation communications generally on an annual basis. We do not provide separate reports on the asset allocation program or the model portfolios.