



Princor Financial Services Corporation

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Des Moines, IA 50392

888-774-6267

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This Brochure provides information about the qualifications and business practices of Princor Financial Services Corporation ("Princor"). If you have any questions about the contents of this Brochure, please contact us at 888-774-6267. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Princor is a registered investment adviser. While registration is required under the law, registration of an investment adviser or a broker-dealer does not imply any specific level of skill or training.

Additional information about Princor is available on the SEC's website at www.adviserinfo.sec.gov and on FINRA's website at www.finra.org/brokercheck.

Securities, advisory products, and brokerage services are offered through Princor Financial Services Corporation, Member SIPC.

Item 2 – Material Changes

On July 28, 2010, the United States Securities and Exchange Commission (“SEC”) published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, it is materially different in structure and requires certain new information that our previous Brochure did not require.

In the future, this Item (Material Changes) will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our Brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. Our fiscal year-end is December 31st. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested free of charge by contacting Princor at 888-774-6267.

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Item 4 – Advisory Business

I. INTRODUCTION

Princor is federally registered with the SEC as an investment adviser and is a member broker-dealer with the Financial Industry Regulatory Authority (“FINRA”). Princor is registered or licensed to conduct business in all fifty states and the District of Columbia.

Princor began its operation in 1968, and is headquartered in Des Moines, Iowa. Princor is a member company of the Principal Financial Group, a family of financial services companies offering businesses, individuals and institutional clients a wide range of financial products and services, including retirement and investment services, life and health insurance, and banking through its diverse family of financial services companies.

Princor’s principal business activity is acting as a securities broker-dealer. When acting as a broker-dealer, Princor may provide securities-related advice to its brokerage clients that is incidental to the brokerage services provided and for which Princor does not receive any special compensation (i.e., compensation other than the usual and customary brokerage commissions). Brokerage services and incidental advice are provided by individuals who are registered representatives of Princor (“Broker-Dealer Representatives”). Princor does not consider clients who receive only brokerage services or such incidental advice from our Broker-Dealer Representatives to be investment advisory clients (“Advisory Clients”).

Princor is a wholly owned subsidiary of Principal Financial Services, Inc. which is a wholly owned subsidiary of the Principal Financial Group, Inc. The Principal Financial Group, Inc. is a publically held company traded on the New York Stock Exchange.

II. ADVISORY SERVICES

Princor authorizes individuals who are registered as investment adviser representatives of Princor (“Adviser Representatives”) in writing to act on its behalf to offer services as described below, collectively referred to as “Advisory Services”. Princor allows all of its Adviser Representatives to use either Investment Adviser Representative or Financial Advisor titles when offering Advisory Services. Some Adviser Representatives are permitted to use the title of Financial Planner if they engage in certain levels of fee-based financial planning service.

A. Princor Advisory Programs

Princor sponsors Principal Managed Portfolio, Principal Dynamic Portfolios by Ibbotson, Principal Managed Account, and Principal Advisory Select Portfolios. These are described collectively as “Princor Advisory Programs.”

1. Principal Managed PortfolioSM and Principal Dynamic Portfolios by IbbotsonSM

Princor sponsors the Principal Managed Portfolio Program (“Managed Portfolio”). Managed Portfolio is a discretionary mutual fund asset allocation service primarily using the mutual funds of Principal Funds, Inc. The only investments other than Principal Funds, Inc. that are included in the Program are municipal bond funds comprising the fixed income component in the tax sensitive non-qualified Model Portfolios and a limited number of mutual funds and Exchange Traded Funds (“ETFs”) representing alternative asset classes and investment strategies. As of 10/31/2011, discretionary assets under management are \$609,000,000.

Princor also sponsors the Principal Dynamic Portfolios by Ibbotson program (“Dynamic Portfolios”). Dynamic Portfolios is a discretionary mutual fund asset allocation service using a list of fund families provided by Princor and up to five additional fund families selected by Ibbotson Associates, Inc., (“Ibbotson”) including no-load and load-waived mutual funds of Principal Funds, Inc. and other mutual fund families that are not affiliated with Princor, as well as ETFs. As of 10/31/2011, discretionary assets under management are \$125,900,000.

Princor uses asset allocation tools and investment research from Ibbotson, also a registered investment adviser, as the primary resource in delivering the Managed Portfolio and Dynamic Portfolios Programs. Ibbotson has developed the asset allocation models for both Programs. Ibbotson utilizes its proprietary research and screening processes to design portfolios (“Model Portfolios”) consistent with these asset allocation models. Ibbotson screens and updates its research on a quarterly basis.

Princor does not recommend, select or play any role in Ibbotson’s selection of the specific investments comprising the Model Portfolios for both Programs. However, for the Dynamic Portfolios Program, Princor has selected most of the mutual fund families whose funds may be selected by Ibbotson and Ibbotson has the discretion to select up to five additional mutual fund families. Principal Funds, Inc. is one of the mutual fund companies that is included in both Programs. Principal Funds, Inc. is managed by an affiliate of Princor. Certain funds in Principal Funds, Inc. are sub-advised by affiliates of Princor. Principal Funds, Inc. pays investment management fees to these Princor affiliates. Although Princor does not directly receive these payments, Princor has a conflict of interest in including Principal Funds in the Program over mutual funds that are not sub-advised or managed by Princor’s affiliates.

Princor has relied on Ibbotson’s determination that the overall performance of Principal Funds merits its inclusion in Program Model Portfolios. In offering these funds in the Programs, Princor believes that it has complied with standards of fiduciary duty that require it to act solely in the best interest of the client when making investment recommendations.

Under both Programs, Princor utilizes a questionnaire and a scored answer system (“risk tolerance questionnaire”) developed by Ibbotson for these Programs that is used to match the prospective client to a Model Portfolio suited to the client’s investment objectives, risk profile, and tax situation as reflected on the questionnaire. Princor does not take part in the design of the Model Portfolios or development of the asset allocation tools in these Programs. Ibbotson’s investment research, risk tolerance questionnaire and other asset allocation tools are relied upon by Princor in the Programs to ensure that the Model Portfolios appropriately meet prospective investors’ investment objectives and risk tolerance.

Princor offers the Principal Managed Portfolio Program to Fiduciaries and Plan Sponsors of defined contribution retirement plans. In that case, the risk tolerance questionnaire is not utilized. The Fiduciaries and Plan Sponsors select one of the Model Portfolios based on their need for a specific portfolio investment style ranging from conservative to aggressive. Princor does not assume responsibility for administration of any Plan or for diversification of any Plan’s investments. Princor does not have any duties, responsibilities or liabilities for any Plan assets that are not in the Program account.

2. Principal Managed Account Program

Princor offers the Principal Managed Account Program (“Managed Account Program”). The Managed Account Program is only offered to sponsors (“Sponsors”) of self-directed defined contribution plans whose plan recordkeeping services are provided by Principal Life Insurance Company (“Plans”). The Managed Account Program enables Sponsors to make available to their prospective and current Plan participants (“Participants”) access to personalized, independent investment advice regarding their account balance held for their benefit by the Plan. Princor has retained the services of an independent financial expert for the Managed Account Program in compliance with Advisory Opinion 2001-09A, issued by the U.S. Department of Labor (“DOL”), and with applicable law and other DOL positions or actions applicable to the Managed Account Program. Ibbotson is currently serving as that independent financial expert in the Managed Account Program to deliver the investment advice. Ibbotson provides all investment advice to the Plan Participants in the Managed Account Program. Principal Life Insurance Company, an affiliated company of Princor, provides technology facilitating Ibbotson’s delivery of investment management services in the Managed Account Program. Princor’s advisory services under the Managed Account Program are limited to offering the Managed Account Program to Plan Sponsors and providing certain support services for Ibbotson.

Under this Managed Account Program, Sponsors elect to include the Managed Account Program as a service available to their Participants. Participants have the option to contract for the investment advisory service provided by Ibbotson. Participants who contract with Ibbotson for the Managed Account Program (“Managed Account Program

Participants”) will receive asset allocation models, portfolio rebalancing, and ongoing investment management regarding their Plan account balances allocated in the investment options in the Plan. Ibbotson utilizes its proprietary asset allocation tools and investment research to manage these account balances in a manner appropriate for the Participant. Managed Account Program Participants grant Ibbotson exclusive discretionary management authority over their Plan account balance. Neither Ibbotson nor Princor provide investment advice to the Plan Sponsor with respect to the Plan’s investment options at any time. In addition, Princor does not provide investment advice to the Managed Account Program Participants. Ibbotson delivers asset allocation models and investment advice to Managed Account Program Participants through a web-based internet portal made available to the Sponsors and Managed Account Program Participants by Principal Life Insurance Company. Managed Account Program Participants will have access to daily valuations of their Plan account balances. They will also have access to records of all transactions in their Plan account balance, including the fees imposed and current Plan account investment option allocations. As of September 30, 2011, total assets under management are \$90,000,000.

3. Principal Advisory Select PortfoliosSM

Principal Advisory Select Portfolios is a non-discretionary advisory program sponsored by Princor that assists Advisory Clients with asset allocation utilizing a broad array of eligible investments such as mutual funds, individual equities and fixed income investments and ETFs. The details of this program are contained in Appendix 1 of Form ADV (Wrap Fee Program Brochure).

B. Mutual Fund Asset Allocation and Portfolio Management Programs Sponsored by Unaffiliated Advisors

1. Mutual Fund Asset Allocation Programs

Princor, acting as investment adviser, may refer Advisory Clients to a number of discretionary mutual fund asset allocation programs. The following Unaffiliated Advisors offer these programs:

- 1) The Managers Funds – ManagersChoice Program. Managers Funds acts as investment adviser and mutual funds of Managers Funds are utilized in this program.
- 2) SEI Investment Management Corporation (“SEI”) – Asset Management Program. SEI acts as investment adviser and mutual funds of SEI are utilized in this program.
- 3) Morningstar® Managed PortfoliosSM offered by Morningstar Investment Services, Inc.
- 4) Lockwood Advisors, Inc. – Lockwood Asset Allocation Portfolios (LAAP) is a discretionary managed account service. This program is a multi-disciplined managed account product housed in a single portfolio.

5) Genworth Financial Wealth Management, Inc. – Mutual Fund Program and ETF Program

Princor, acting as a solicitor¹, currently refers Advisory Clients to a number of discretionary mutual fund asset allocation programs. The following Unaffiliated Advisors offer these programs:

- 1) Brinker Capital, Inc. (“Brinker”) – Destinations
- 2) Aris Wealth Services, Inc. (“Aris”) – Asset Builder
- 3) Symmetry Partners, LLC (“Symmetry”) - Symmetry Partners Portfolio Program
- 4) Lindner Capital Advisors, Inc.
- 5) Stadion Money Management
- 6) Ameritas Investment Corp. – Advantage Advisory Program
- 7) The Standard
- 8) Genworth Financial Wealth Management, Inc. – Mutual Fund Program and ETF Program

Princor has also entered into a solicitor’s agreement with CLS Investment Firm, LLC (“CLS”). Among other services, CLS offers retirement solutions, an investment program made available to participants in certain qualified plans administered by Nationwide Life Insurance Company or its affiliates. In this program, CLS provides investment management services for participants’ qualified plan asset balances invested in mutual funds and ETFs. Only certain Adviser Representatives of Princor are permitted to refer participants to this Firm.

All of these mutual fund asset allocation programs provide several model investment portfolios for different investment objectives and risk tolerances, from which the Advisory Client may select. The Advisory Client invests in shares of certain no-load mutual funds and/or loaded funds available at net asset value selected by the Unaffiliated Advisor for inclusion in its program. As these are discretionary programs, they allow the Unaffiliated Advisor to change the model investment portfolios at their own discretion. Further

¹ When acting as a solicitor, Adviser Representatives refer clients to Unaffiliated Advisors that offer mutual fund asset allocation programs, portfolio management programs or both in exchange for a solicitor’s fee paid by the Unaffiliated Advisor firms to Princor. These referral arrangements are conducted in accordance with the Rule 206(4)-3 under the Investment Advisers Act of 1940. Depending on the program, Princor can provide some or all of the following services:

- 1) Assist Advisory Clients in evaluating their financial circumstances and objectives and determining which program may help meet those objectives;
- 2) Assist Advisory Clients in selecting the model portfolio available through mutual fund asset allocation programs (when applicable);
- 3) Assist Advisory Clients in selecting an investment manager available through portfolio management programs (when applicable);
- 4) Assist Advisory Clients in the completion and delivery of necessary paperwork to open the account; and
- 5) Contact the Advisory Client on an annual basis to determine whether there have been any changes to the Advisory Client’s financial situation and/or investment objectives.

information regarding all of these programs may be found in each Unaffiliated Advisor's Disclosure Brochure.

2. Portfolio Management Programs

Princor acting as investment adviser may refer Advisory Clients to a number of portfolio management programs. The following Unaffiliated Advisors offer these programs:

- 1) SEI Investment Management Corporation (SEI) – Integrated Managed Account Program, a discretionary managed account service. SEI acts as investment adviser and individual managed accounts are utilized in this program.
- 2) Manning and Napier Advisory Advantage Company, LLC (“Manning and Napier”), a discretionary managed account service.
- 3) Lockwood Advisors, Inc. – Managed Account Link Program, a discretionary managed account service. In this program, the Advisory Client can select from a number of portfolio managers available through the Lockwood program. Lockwood Investment Strategies (LIS) is a discretionary managed account service. This program is a multi-disciplined managed account product housed in a single portfolio. Lockwood Advisors serves as the Portfolio Manager, determines the asset allocation strategy and selects specific investment vehicles, and sub-managers for the LIS program, for each investment style component of the portfolios.
- 4) Genworth Financial Wealth Management (“GFWM”)– Privately Managed Account Program, which consists of the Individually Managed Account Program and the Consolidated Managed Account Program.

Princor, acting as a solicitor, currently refers Advisory Clients to a number of discretionary portfolio management programs. The following Unaffiliated Advisors offer these programs:

- 1) Brinker Capital, Inc. (“Brinker”) – Core Asset Manager and Unified Managed Account Programs
- 2) Aris Wealth Services, Inc. (“Aris”) – Wealth Manager, Wealth Registry, Tactical Asset and Style Allocation(TASA) and Investor's Circle
- 3) Vantage Investment Advisors
- 4) Rochdale Investment Management – Private Client Program
- 5) The Haverford Trust Company
- 6) Curian Capital, LLC – Custom Style Portfolios
- 7) Genworth Financial Wealth Management (“GFWM”)– Privately Managed Account Program and Unified Managed Account (UMA) Program. The UMA Program consists of the Privately Managed Portfolios Solution, the Genworth Multiple Strategies Solution and the Active Return Opportunities Solution.
- 8) Advised Assets Group, LLC – Third-party investment advisory services, comprehensive range of advisory tools
- 9) Clark Capital Management Group, Inc – Privately Managed Portfolios wrap fee program
- 10) Beaumont Financial Partners, LLC – Wealth Management and Model Portfolios

With these discretionary portfolio management programs, the Advisory Client, with the assistance of the Adviser Representative, analyzes the Advisory Client's investment objectives and risk tolerance, then the Advisory Client selects one of the individual equity or fixed income portfolios available in the program. The portfolios are managed by portfolio managers who are not affiliated with Princor. The portfolios are managed on a discretionary basis (i.e., the portfolio manager determines the investments within an Advisory Client's portfolio and makes the appropriate trades without prior notification to the Advisory Client). Further information regarding all of these programs may be found in each Unaffiliated Advisor's Disclosure Brochure.

Adviser Representatives are available to Advisory Clients on an ongoing basis to receive instructions and to convey to the Unaffiliated Advisor any changes in the Advisory Clients' financial circumstances and/or investment objectives. Upon request, Adviser Representatives will conduct a review of the Advisory Clients' accounts to determine whether the Unaffiliated Advisor has managed the account in a manner consistent with the Advisory Program's investment objectives and policies. Princor does not participate in the creation or management of any of the portfolios offered by the Unaffiliated Advisors.

C. Impersonal Advisory Services (Seminar Services)

Princor may provide Seminar Services by allowing its Adviser Representatives to present pre-approved investment-related seminar programs. These Seminar Services are offered to audiences that have a common employer or membership in certain trade associations or unions.

D. Financial Planning Services

Princor offers fee-based financial planning to Advisory Clients. A Business Consulting or Financial Planning Report ("Business Report" or "Personal Report", collectively "Reports") is produced to assist Advisory Clients in the area of business or personal financial planning. The Business Report is generally suitable for Advisory Clients who own or control small to medium sized businesses with annual sales of more than \$1,000,000, an approximate business value over \$2,000,000 and/or under 100 employees. The Personal Report is generally suitable for Advisory Clients who have more than \$75,000 in household income, or \$100,000 in household investable assets or \$250,000 in net worth, not including the value of their primary residence.

E. Executive Planning Services

In addition to the Financial Planning Services, Princor makes available access to a personal internet site accessible by the Advisory Client (the "Website") that offers account aggregation and document storage services. This personal internet site is hosted and maintained by a third party that is not affiliated with Princor. The Executive Planning Agreement and Terms of Services of the Website allow the Advisory Client access to these

services, authorizes Princor's Adviser Representative to access the Website, which offers the capability to collect and consolidate on a daily basis account information gathered from multiple accounts the Advisory Client maintains with various third-party financial institutions. The system is designed to give the Advisory Client a single access point to their finances including various financial accounts, tax and legal documents, insurance coverages, specific goals, and strategic plans. Updated reports of asset values, asset allocation, retirement and estate planning issues are calculated daily. The service includes a Client web site to check key planning numbers and store personal documents for online retrieval.

The executive planning services are generally suitable for Advisory Clients who have more than \$75,000 in household income, or \$100,000 in household investable assets or \$250,000 in net worth, not including the value of their primary residence. The term of the Executive Planning Client Service Agreement will not exceed 1 year from the date the Agreement is executed by all parties. After the agreement has expired, a renewal agreement will be required in order for the Client to continue the service.

Item 5 – Fees and Compensation

A) Princor Advisory Programs

1) Principal Managed PortfolioSM and Principal Dynamic Portfolios by IbbotsonSM

The Program fee schedules payable by Managed Portfolio and Dynamic Portfolios clients are set forth below and are expressed in terms of an annual percentage range of the account asset value. The client and the Adviser Representative agree on a percentage fee for each breakpoint asset level.

Principal Managed Portfolio Client Fee Schedule for Traditional and Alternative Model Portfolios				
Asset Value	\$0-\$250,000	>\$250,000-\$500,000	> 500,000-\$1,000,000	>\$1,000,000
Program Fee	1.00 – 2.00 %	.75 – 1.75%	.50 – 1.50%	.40 – 1.25%

Principal Dynamic Portfolios Client Fee Schedule for Model Portfolios					
Asset Value	\$0-\$250,000	>\$250,000-\$500,000	> \$500,000-\$1,000,000	>\$1,000,000-\$6,000,000	> \$6,000,000
Program Fee	1.00 – 2.00%	.75 – 1.75%	.50 – 1.50%	.40 – 1.25%	.40 – 1.00%

Amounts reaching a breakpoint asset level do not realize the benefit on total account assets; Program fee reductions apply only to amounts in excess of the breakpoint asset

level. Except for certain client charges as specified below, the Program fee covers the provision of initial and ongoing investment advisory services, execution and clearing of securities transactions, account administration and custody of assets invested in the Program. Princor pays a portion of the total Program fee to Ibbotson to compensate it for ongoing asset allocation modeling, investment research, Model Portfolio design and asset allocation tools updates, and to Lockwood for ongoing account administration services and for rights to use Lockwood's client website.

Except for the first three month period beginning with the date the account is opened ("inception quarter"), Managed Portfolio and Dynamic Portfolios accounts are assessed the Program fee quarterly, in advance, based on the market value of account assets as of the last business day of the previous quarter. The Program fee in the inception quarter is charged on a prorated basis to reflect the number of days in the inception quarter the assets are to be on deposit in the Program, and is based on the initial amount deposited. In the event of termination of an account, unearned Program fees are refunded to the client by Princor on a pro rata basis; however, due to the administrative costs of establishing Managed Portfolio and Dynamic Portfolios accounts, an early account closing fee of \$500.00 will be applied to accounts terminated within the first four full calendar quarters following the date the account was opened. The Program fee is deducted from assets in Advisory Client accounts and is negotiable. Princor discounts the Program fee for customers meeting certain criteria, such as having existing insurance, banking, or investment relationships with Princor or its affiliates, or having an immediate family relation that is an Adviser Representative. Princor will also discount its Program fees for competitive reasons. Princor may negotiate Program fee reductions with prospective customers and existing customers in other situations upon customer request.

Princor absorbs any SEC and exchange fees arising from account activity. Custodial and maintenance fees normally applicable to individual retirement accounts and qualified retirement plans for which Pershing acts as Custodian are waived. One-time fees related to the termination of individual retirement accounts for which Pershing acts as Custodian apply. Cash balances in the Managed Portfolio and Dynamic Portfolios Client accounts are automatically swept to a money market fund. If the money market fund balance or other cash equivalent funds in the Program accounts are not sufficient to pay the Program fee, the difference will be paid by redemption of the client's mutual fund holdings in the Program accounts on a pro-rata basis. The values in Program accounts held by related persons may be aggregated for purposes of determining the Program fee. Generally, the minimum initial investment in each Program is \$25,000.

The mutual funds held in the Program accounts also incur investment management fees, and may incur 12b-1 distribution fees and other operating fees and expenses. Similarly, ETFs in which Program account assets are invested incur transaction charges and other expenses. These charges decrease potential investment and Program account positive returns and increase potential negative returns. The Program Client pays internal expenses of the Funds, which are in addition to the Program fee paid to Princor. Some of the mutual funds included in Model Portfolios may pay certain fees to Princor, including,

but not limited to distribution fees paid pursuant to distribution and shareholder servicing plans adopted by the Funds under Rule 12b-1 of the Investment Company Act of 1940. Princor will retain these distribution and shareholder servicing fees. Because Princor receives compensation from these mutual fund companies, Princor has a conflict of interest in including these Funds in the Program. However, Princor has relied on Ibbotson's determination that the overall performance of these Funds, after taking into account such payments, merits inclusion in the Program's Model Portfolios.

A client could invest in the investments in the Model Portfolios directly without the services of Princor and would not incur a Program fee. These Programs may cost the client more or less than purchasing such services separately, assuming that similar services could be purchased directly from the various providers thereof. Additionally, providers of investment management portfolios such as these Programs may not be able to offer such services for individual client accounts for the account minimums typically associated with mutual fund asset allocation programs or, if so, only at a higher cost because such service providers do not enjoy the economies of scale associated with providing services to clients of mutual fund asset allocation programs.

2) Managed Account Program

Managed Account Program fees are incurred by each Managed Account Program Participant and are based on the value of Plan assets held for their benefit in the Sponsor's Plan. Managed Account Program fees are collected quarterly by Princor from the Managed Account Program Participant's Plan account balance held for their benefit. Princor will pay Ibbotson a portion of the investment advisory fee, which will be no more than .08% annually, pursuant to the contract between Princor and Ibbotson and the balance of the Managed Account Program Fee is retained by Princor.

The Managed Account Program Fee amounts are set forth below and are expressed in terms of an annual basis point fee based on the account asset value. There is no minimum balance requirement.

Participant Balance in the Managed Account Program	Annual Asset Based Charge
\$0 - \$49,999	0.50%
Next \$25,000	0.40%
Next \$25,000	0.30%
All Additional Assets	0.20%

The Managed Account Program fee covers the provision of initial and ongoing investment advisory services by Ibbotson and the offering and maintenance of the Managed Account Program by Princor.

Under certain circumstances the Managed Account Program fees may be waived, negotiated, or paid by Sponsor on a case-by-case basis under agreement with the Sponsor.

If the Managed Account Program Fee is not waived or paid by the Sponsor, the Managed Account Program fee is deducted from the Managed Account Program Participants' account balances quarterly in arrears. In the first three-month period beginning with the date in which the Participant begins to participate in the Managed Account Program (the inception quarter), the Managed Account Program fees are prorated based on the number of days in the inception quarter for which services were provided. Thereafter, the Managed Account Program fees are collected at the end of each full calendar quarter the Participant participates in the Managed Account Program. The Managed Account Program Participant may terminate participation in the Program at any time upon written notice without penalty.

If the Managed Account Program Participant has elected participation in the Managed Account Program in more than one employer-sponsored retirement plan with plan services provided by Principal Life Insurance Company and sponsored by the same employer, the account values will be combined in determining the level of fees charged for the Managed Account Program.

B. Mutual Fund Asset Allocation and Portfolio Management Programs Sponsored by Unaffiliated Advisors

1. Mutual Fund Asset Allocation Programs

The Advisory Client assets in these services will be invested in shares of mutual funds. Each fund will have its own, separate investment management fees and fund expenses (including redemption fees). As a shareholder of these funds, the Advisory Client will bear their proportionate share of these fees. These investment management fees decrease potential positive investment returns and increase potential negative investment returns of the programs. If Advisory Clients were to purchase shares of mutual funds directly, rather than through these programs, they would not pay an advisory fee.

2. Portfolio Management Programs

The range of fees paid by Advisory Clients to Princor and/or the Unaffiliated Advisors is variable and depends both on the Advisory Program selected and the level of assets invested.

Where Princor acts as a solicitor, the total fees payable by the Advisory Client are described in each Unaffiliated Advisor's Disclosure Brochure. The Unaffiliated Advisor will pay a portion of the fees it collects on its accounts to Princor as a solicitor's fee. When Princor acts as an investment adviser in these programs, it will contract with the Advisory Client

for a fee separately from the Unaffiliated Advisor. Princor's portion of the fees are charged and collected from the Advisory Client's assets under management by the Unaffiliated Advisor or custodian and remitted to Princor. The Portfolio Management Services programs may contain separate account management fees not included in the Princor advisory fee.

With all of the programs sponsored by Unaffiliated Advisors, comparable programs or services may be available from other sources for fees lower than those specified in this Brochure. In addition to fees that may be negotiated with Princor, some of the Unaffiliated Advisors' fees may be negotiable in some special circumstances involving assets at higher levels, as Princor and the product sponsor shall determine on a case-by-case basis. Account minimums may also be lower than those stated in certain circumstances. Please read each Unaffiliated Advisor's Disclosure Brochure for more information about their fees, including but not limited to how fees are collected, if they are negotiable, and if any early termination fees apply.

The annual fees Princor receives as either a solicitor or as an investment adviser are listed below along with the Advisory Service and the applicable sponsor:

Symmetry Partners, LLC – Symmetry Partners Portfolio Program

- Symmetry remits a solicitor's fee to Princor of anywhere from .85% to 1.5% of the value of Symmetry's client assets under management.
- Generally, the minimum initial investment is \$100,000.

Brinker Capital, Inc. - Brinker Core Asset Manager and Unified Managed Account Programs

- Brinker pays Princor a solicitor's fee in a range from .15% to 1.00% of the value of Brinker's client assets under management. Generally, the minimum initial investment in the Core Asset Manager Program is \$500,000; in the Unified Managed Account Program is \$250,000

Brinker Capital, Inc. - Destinations Program

- Brinker pays Princor a solicitor's fee in a range from .60% to 1.00% of the value of Brinker's client assets under management.
- Generally, the minimum initial investment in the Destinations Program is \$100,000.

Vantage Investment Advisors

- Vantage remits a solicitor's fee to Princor of anywhere from .55% to 1.05% of their client's assets under management in accounts referred by Princor.
- Generally, the minimum initial investment is \$25,000.

Aris Wealth Services, Inc.

- Aris remits a solicitor's fee on their various programs to Princor of anywhere from .25% to 1.45 % of their client assets under management in accounts referred by Princor.

- Generally, the minimum initial investment in the Asset Builder Program is \$50,000; in the Wealth Manager Program is \$200,000; in the Wealth Registry Program is \$1 million; in the Investor's Circle is \$2.5 million.

Rochdale Investment Management - Private Client Program

- Rochdale remits a solicitor's fee to Princor of anywhere from .07% to 1.00% of their client's assets under management at Rochdale.
- Generally, the minimum initial investment is \$500,000.

The Haverford Trust Company

- Haverford remits a solicitor's fee to Princor equal to .50% of the advisory fees Haverford collects from its clients on the accounts referred by Princor.
- Generally, the minimum initial investment is \$25,000.

Curian Capital, LLC

- Curian remits a solicitor's fee to Princor of up to 1.5% of the value of Curian's client assets under management.
- Generally, the minimum initial investment in the Custom Style Portfolios Program is \$25,000.

Lindner Capital Advisors, Inc.

- Lindner remits a solicitor's fee to Princor equal to 60% of the advisory fees Lindner collects from its clients on the accounts referred by Princor.
- Generally, the minimum initial investment is \$100,000.

The Standard

- The Standard pays Princor a solicitor's fee of up to 1.5% of assets subject to an agreement referred by Princor
- Generally, The Standard requires a minimum asset balance of \$250,000 for Private Clients.

CLS Investment Firm, LLC

- CLS pays Princor a solicitor's fee of up to .45% of the value of its plan participant client's assets under CLS management.

Advised Assets Group, LLC (AAG)

- AAG remits a solicitor's fee to Princor in an amount equal to .25% of the total assets under management for a Plan, based upon the total number of participants enrolled in AAG's Managed Account service, assessed on a quarterly basis, at the end of each quarter.
- There is no participant account minimum.

Stadion Money Management

- Stadion remits a solicitor's fee to Princor of between 0.20% and 0.35% of the annual investment advisory fee that Stadion collects from its clients on accounts referred by Princor.
- There is no account minimum.

Clark Capital Management Group, Inc.

- Clark remits a solicitor's fee to Princor of between .25% and 1.00% of the value of a client's assets under management in accounts referred by Princor.
- Generally, the minimum initial investment in Navigator Unified Solutions is \$100,000; in Navigator Master is \$125,000; in Pallister Bay All Cap is \$100,000; in Pallister Bay Small Cap is \$100,000; in Pallister Bay Global Macro is \$100,000; in Navigator Option Enhancement is \$250,000.

Beaumont Financial Partners, LLC (BFP)

- BFP remits a solicitor's fee to Princor equal to 50% of the advisory fees paid to Beaumont for clients referred by Princor.
- There is no account minimum to start the relationship, but minimum total annual revenue of \$10,000 applies.

Ameritas Investment Corp.

- Ameritas remits a solicitor's fee to Princor of up to 1% of the annual asset value on accounts referred by Princor.
- There is no account minimum.

The Managers Funds - ManagersChoice Program

- Where Princor acts as investment adviser with the ManagersChoice Program, the advisory fee is set by Princor as a percent of the asset value of the client's account at the end of each quarter according to the following schedule (expressed as annualized fees):

The Managers Funds Client Fee Schedule for the ManagersChoice Program	
Asset Value	Program Fee
\$0 - \$149,999	1.00% - 1.50%
\$150,000 - \$249,999	.85% - 1.35%
\$250,000 - \$499,999	.75% - 1.25%
\$500,000 - \$999,999	.50% - 1.15%
\$1 million - \$1,999,999	.45% - .95%
\$2 million and up	.35% - .85%

The fees within the ranges stated above are generally negotiable with Princor. The fees are automatically deducted at the end of each quarter from the client's account. Fees are prorated based on the number of days for which services were provided. The Advisory Client may terminate the agreement any time upon written notice. The Managers Funds may terminate the investment advisory service it provides to Princor through the ManagersChoice Program at any time upon written notice.

- Generally, the minimum initial investment is \$50,000.

SEI Investment Management Corporation

- Where Princor acts as investment adviser with the SEI managed accounts and asset allocation programs, the advisory fee is set by Princor as a percent of the asset value of the client's account at the end of each quarter according to the following schedule (expressed as annualized fees):

SEI Investment Management Corporation Client Fee Schedule Integrated Managed Account Program	
Asset Value	Program Fee
\$0 - \$149,999	1.00% - 1.50%
\$150,000 - \$249,999	.85% - 1.35%
\$250,000 - \$499,999	.75% - 1.25%
\$500,000 - \$999,999	.50% - 1.15%

SEI Investment Management Corporation Client Fee Schedule Asset Management Program	
Asset Value	Program Fee
\$0 - \$149,999	1.00% - 1.50%
\$150,000 - \$249,999	.85% - 1.35%
\$250,000 - \$499,999	.75% - 1.25%
\$500,000 - \$999,999	.50% - 1.15%
\$1 million - \$1,999,999	.45% - .95%
\$2 million and up	.35% - .85%

The fees within the ranges stated above are generally negotiable with Princor and could be substantially lower if heavily weighted bond portfolios and CD ladders are being created or managed. The fee is collected quarterly in arrears. Fees are prorated based on the number of days for which services were provided. The Advisory Client may terminate this agreement any time upon written notice without penalty. SEI may terminate the investment advisory service it provides to Princor through the SEI Managed Account Program at any time upon written notice, without penalty. Upon termination, SEI will calculate and deduct any fees due pro-rated based upon the number of days the client account was open during that quarter. The SEI Funds assess separate advisory fees that are payable to the funds' portfolio managers.

- Generally, the minimum initial investment in the Integrated Managed Account Program ranges from \$100,000 to \$5 million; in the Asset Management Program is \$100,000.

Morningstar® Managed PortfoliosSM

- An annual Program fee is charged quarterly in arrears and is based on client's average daily account asset value during the previous quarter; pro-rated for partial quarters.

The Program fee consists of two parts:

Morningstar Investment Services' (MIS) Fee – which covers its discretionary investment management services, back-office support (e.g., proposals and account-opening documents), communications to clients and their Adviser Representative, marketing activities and trading costs (e.g., brokerage commissions on ETF transactions);

Princor Fee – which covers assisting the Advisory Client in completing a questionnaire and other applicable account opening forms, determining suitability and the appropriate portfolio within the program, contacting the client at least annually to obtain any changes in their financial situation and acting as liaison between MIS and the Advisory Client.

The maximum total fee payable by the Advisory Client as a percent of the asset value of the client's account at the end of each quarter according to the following schedule (expressed as annualized fees):

Morningstar® Managed Portfolios SM Client Fee Schedule				
	First \$500,000	Next \$500,000	Next \$1,000,000	Over \$2,000,000
Total Fee	1.50%	1.40%	1.30%	1.10%
MIS Advisory Fee	.40%	.35%	.30%	.20%
Princor Fee	1.10%	1.05%	1.00%	.90%

Princor's fee is generally negotiable at all asset levels. Amounts reaching a breakpoint asset level do not realize the benefit on total account assets; fee reductions apply only to amounts in excess of the breakpoint asset level.

- Generally, the minimum initial investment in the Asset Allocation and Focused Strategy Portfolios is \$50,000; in the Enhanced Portfolio Service is \$1 million; in the Institutional Income Portfolios is \$250,000.

Manning and Napier Advisory Advantage Company, LLC

- Princor acts as investment adviser with the Manning and Napier portfolios. Princor's advisory fee is set as a percentage of the asset value of the client's account at Manning and Napier. Princor charges between .15% and 1.25% annually as adviser in connection with the Manning and Napier portfolios. This fee is in addition to the portfolio management and custodial fees assessed the client by Manning and Napier. The fees in this range are generally negotiable depending on the size of the client's account and the level of services provided to the particular client. Fees are payable to Princor semi-annually in advance and are billed pro-rata in the first six month period following the

commencement date of Manning & Napier's investment management contract with the client and thereafter billed on a semi-annual basis. Prepayment of fees is for less than six months and in the event of termination of the advisory agreement with Manning and Napier or Princor or both, all unearned fees shall be refunded to the client. Princor follows the minimum account size requirement set by Manning and Napier. The client may terminate their advisory agreement with Princor upon thirty days written notice to Princor without a penalty.

- Generally, the minimum initial investment is \$250,000.

Lockwood Advisors, Inc. – Managed Account Link Program, Lockwood Investment Strategies Program, and Lockwood Asset Allocation Portfolios Program

- Princor acts as investment adviser in conjunction with offering the Lockwood Managed Account Link Program, the Lockwood Investment Strategies Program, and the Lockwood Asset Allocation Portfolios Program. Princor's advisory fee is set as a percentage of the asset value of the client's account at the Lockwood Division of Pershing, LLC, an affiliate of Lockwood Advisors, Inc. Princor's advisory fees are as follows (expressed as annualized fees):

Lockwood Advisors, Inc. Client Fee Schedule	
Asset Value	Program Fee
\$0 - \$500,000	.50% - 1.00%
\$500,001 - \$1,000,000	.50% - .90%
\$1,000,001 - \$5,000,000	.30% - .50%
> \$5,000,000	.10% - .50%

The fees in this range are generally negotiable depending on the size of the client's account and the level of services provided to the particular client. This fee is in addition to the fees charged by the portfolio manager selected by the Advisory Client, the program fee assessed by Lockwood Advisors, Inc., and the clearing, custodial and transaction fees charged by Pershing, LLC. Fees are billed from the date the account is opened through the end of that calendar quarter in advance. Thereafter, fees are billed in advance for the next calendar quarter based on the value of the assets at the end of the prior calendar quarter. An Advisory Client may terminate without penalty within five days of the execution of the investment advisory agreement. Otherwise, Clients may terminate the account at Lockwood at any time, in which case fees will be prorated through the termination date. The client may terminate their advisory agreement with Princor upon written notice to Princor without a penalty.

- Generally, the minimum initial investment in the Managed Account Link Program is \$100,000 or as determined by the specific portfolio manager selected by the Advisory Client; in the Lockwood Investment Strategies Program is \$250,000; in the Lockwood Asset Allocation Portfolios Program is \$50,000 with minimum subsequent investments of \$1,000 each.

Genworth Financial Wealth Management, Inc.

- Princor may act as investment adviser or solicitor in conjunction with offering the Genworth Financial Wealth Management ("GFWM") Mutual Fund and ETF Programs. Advisory Client fees in the GFWM system are payable quarterly, in advance, based on assets under management. The maximum annual fees charged by Princor under this service are reflected on the following schedule:

Genworth Financial Wealth Management, Inc. Client Fee Schedule			
Mutual Fund Program		ETF Program	
First \$250,000	1.50%	First \$1,000,000	1.35%
Next \$250,000	1.35%	Next \$2,000,000	1.00%
Next \$500,000	1.15%	Next \$2,000,000	0.85%
Next \$1,000,000	0.85%	Over \$5,000,000	0.65%
Over \$2,000,000	0.55%		

Genworth may remit an advisory fee or solicitor fee to Princor for the Privately Managed Account Program of between .55% and 1.35%. For the Individually Managed Account Program, the Investment Manager Fee, estimated at 0.50% for equity managers, is not part of the fee shown above for the GFWM system and is billed separately and disclosed separately in GFWM program documents. In addition, custody and trading fees are not included above, and are billed separately by the Custodian to the Advisory client, pursuant to the Custodian's fee schedule. For the Consolidated Managed Account Program, the fee shown is inclusive of the Investment Manager Fee but exclusive of the custody and trading fee.

Princor's advisory fee is generally negotiable. The advisory fees charged to the GFWM accounts do not reflect the investment management fees, 12b-1 distribution fees and other operating fees and expenses of the mutual funds. These fees decrease potential positive returns and increase potential negative returns of accounts in the GFWM System. The Advisory Client pays these internal expenses of the mutual funds, which are in addition to the advisory fee paid to Princor and the custody and trading fees. Clients may terminate GFWM accounts at any time and receive a full pro-rata refund of any unearned fees.

- Genworth remits a solicitor's fee to Princor on the Unified Managed Account Program. Advisory Client fees in the GFWM system are payable quarterly, in advance, based on assets under management. The maximum annual advisory fees charged by Princor under this service are reflected on the following schedule:

Genworth Financial Wealth Management, Inc. Client Fee Schedule	
\$0 - \$999,999	.80% - 1.00%
\$1 million - \$4.9 million	.50%
\$5 million and up	.30%

- Princor is entitled to receive a quarterly reimbursement from GFWM for qualified marketing and/or business development expenses it incurs. The amount of such reimbursement is based on the total assets invested by Advisory Clients at the end of each calendar quarter in the GFWM system as follows:

Genworth Financial Wealth Management, Inc. Quarterly Reimbursement Schedule	
Asset Level	Quarterly Reimbursement
\$25 Million	\$1,250
\$35 Million	\$1,750
\$50 Million	\$2,500
\$75 Million	\$3,750
\$100 Million	\$5,000

- Generally, the minimum initial investment for the Mutual Fund Program is \$25,000; for the Genworth Multiple Strategies Solution and the Active Return Opportunities Solution the minimum is \$50,000; for the Individually Managed Account Program and the ETF Program the minimum is \$100,000; for the Privately Managed Portfolios Solution the minimum is \$250,000; for the Consolidated Managed Account Program the minimum is \$500,000.

C. Impersonal Advisory Services (Seminar Services)

Princor may charge an attendance fee to the seminar attendees, their employer or other organization of which they are a member, or both. A portion of those fees may be used to cover the cost of printed materials distributed during the seminar and/or facilities and food expense. The fee is determined by the Adviser Representative and will not exceed \$100 per attendee in most cases.

D. Financial Planning Services

Princor typically compensates the Adviser Representative in connection with an Advisory Client's purchase of a Report. Each Adviser Representative sets his/her hourly rate for planning services, based on educational and business background, professional designations, licensing, geographic location and other relevant factors. Adviser Representatives quote the fee for financial planning either on an hourly or flat fee basis. An hourly fee is based on the Adviser Representative's hourly planning rate multiplied by the estimated number of hours the Adviser Representative will spend preparing and delivering the Report. A flat fee is subject to prior negotiation and agreement between the client and

the Adviser Representative. The degree of detail and sophistication of the financial plan varies according to the individual client's circumstances. The total fee to complete a Report will not exceed \$5,000, except as approved in advance by Princor. If included in the Business Consulting Client Service Agreement, the Advisory Client may agree to reimburse certain travel expenses incurred by an Adviser Representative in the process of developing the Report. The term of the Planning Agreement will not exceed 1 year from the date the Planning Agreement is executed by all parties.

The fees for this service are subject to prior negotiation and agreement between the client and the Adviser Representative. Princor may waive the fees for Advisory Clients maintaining certain levels of assets or contracts with Princor or affiliates of Princor. Under certain circumstances, such as where administrative or other services are being provided or where additional sales are expected, a portion of the total fee for a Report may be waived. Furthermore, a Report may be offered to Advisory Clients for a discounted fee in certain circumstances; e.g., a grouping of products and services. Comparable plans may be available from other sources at lesser or no cost.

The Advisory Client must sign the Financial Planning or Business Consulting Client Service Agreement ("Planning Agreement") and receive a copy of Princor's Form ADV. If the Advisory Client cancels the Planning Agreement within five business days of receiving an executed copy of the agreement and a copy of Princor's Form ADV, the Advisory Client will receive a complete refund of the fee paid. Thereafter, the Advisory Client may terminate the Planning Agreement at any time, but is responsible for any fees and expenses incurred by Princor and/or the Adviser Representative for Report preparation at rates disclosed in the Planning Agreement.

E. Executive Planning Services

The total annual fee for this service generally ranges from \$250 to \$5,000. Fees in excess of \$5,000 are approved in advance by Princor. The fees for this service are subject to prior negotiation and agreement between the client and the Adviser Representative. Princor may waive the fees for Advisory Clients maintaining certain levels of assets or contracts with Princor or affiliates of Princor. Under certain circumstances, such as where administrative or other services are being provided or where additional sales are expected, a portion of the total fee for a Report may be waived. Furthermore, a Report may be offered to Advisory Clients for a discounted fee in certain circumstances; e.g., a grouping of products and services. Comparable plans may be available from other sources at lesser or no cost. If the Advisory Client cancels the Executive Planning Agreement within five business days of receiving an executed copy of the agreement and a copy of Princor's Form ADV, the Advisory Client will receive a complete refund of the fee paid. Thereafter, the Advisory Client may terminate the Executive Planning Agreement at any time, but is responsible for any fees and expenses incurred by Princor and/or the Adviser Representative for services provided up to the cancellation date.

Conflicts of Interest – Purchases of Financial Products in Connection with Financial Planning and Executive Planning Services

Advisory Clients are not required to implement any of the recommendations contained in Business Reports, Personal Reports or in any plans delivered through Executive Planning Services. Similarly, there is no obligation, either before or after receiving a Report for the Advisory Client to utilize Princor or the Adviser Representative to purchase any products or services offered by Princor or from its affiliated companies (such as insurance, banking, employee benefits or trust services). Should an Advisory Client decide to transact business with Princor or its affiliates, the Advisory Client will pay any applicable charges or commissions relating to the purchased product or service. These charges or commissions will be paid to the Adviser Representative in the capacity of a Broker-Dealer Representative or as a representative of Princor's affiliate companies. When recommending the purchase of securities or other financial products, Princor and the Adviser Representative will be acting solely in the capacities of a securities broker-dealer and securities salesperson and not in the capacities of an investment adviser and financial planner, financial advisor or similar term. The change in the role from an investment adviser to a broker-dealer means Princor and its Adviser Representatives may face conflicts of interests that are not obligated to be disclosed to the Advisory Client and Princor's interests may be different than those of the Advisory Client. If the Advisory Client purchases securities or other financial products through Princor, Principal Life Insurance Company, Principal National Life Insurance Company or through other financial services companies through Princor's Adviser Representative, Princor and the Adviser Representative will be compensated either by commissions paid as the result of the purchase, third parties who compensate Princor based on what the Advisory Client buys, or both. The compensation payable to a Broker-Dealer Representative or Adviser Representative may create a conflict of interest by influencing the Broker-Dealer Representative or Adviser Representative to recommend one product or service over another. Broker-Dealer Representatives are required to recommend only those securities transactions that are suitable for a customer. Princor reviews all sales transactions by its Broker-Dealer Representatives to ensure that they are suitable. In addition, when acting as an Adviser Representative offering Advisory Services, the Adviser Representative is required to act in your best interests. Princor also monitors the Adviser Representative's investment advisory activities for compliance with this obligation.

In its capacity as a broker-dealer, Princor, through its Broker-Dealer Representatives, may provide clients with additional analyses, reports and proposals during the course of discussing possible implementation steps contained in the Report. These analyses, reports and proposals are not part of the Report for which the Advisory Client has paid a fee, even though these analyses, reports and proposals may include information derived from or contained in the Report. In addition, employees of Princor or its affiliates may review client data, including the client questionnaire, to assist the client and his or her Broker-Dealer Representative with implementation issues or in connection with offering other products or services of Princor. The Advisory Client should not consider any solicitations or recommendations made by the Broker-Dealer Representative for the purchase or sale of a

certain security or other financial product as being part of the Report, even though the recommendations may be based on information contained in it.

Item 6 – Performance-Based Fees and Side-By-Side Management

Princor does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

Princor provides investment advice to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, and other corporations and business entities. The requirements for opening or maintaining accounts, such as minimum account size, are disclosed in Item 5.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Investment and advisory products and services offered or recommended by Princor or its Adviser Representatives are subject to risks associated with investing in securities and will not always be profitable. Princor and its Adviser Representatives do not guarantee the results of any advice or recommendations, nor do they guarantee that the investment objectives of Advisory Clients will be met in any program, service or product it provides or offers. Investing in securities involves risk of loss that clients should be prepared to bear.

A) Princor Advisory Programs

1. Principal Managed PortfolioSM and Principal Dynamic Portfolios by IbbotsonSM

Principal Managed Portfolio

Ibbotson researches, screens and selects certain mutual funds of Principal Funds, Inc. as well as mutual funds and ETFs not affiliated with Princor to create the Model Portfolios available in the Program. The only investments other than Principal Funds, Inc. that are included in the Program are municipal bond funds comprising the fixed income component in the tax sensitive non-qualified Model Portfolios and a limited number of mutual funds and ETFs representing alternative asset classes and investment strategies. There is no broad screening of mutual funds in this Program by Ibbotson and only a limited number of mutual funds other than Principal Funds, Inc. will be included. Ibbotson reviews the Model Portfolios on an ongoing basis. In choosing the specific investments, Ibbotson uses returns-

based style analysis as the primary tool to evaluate the investment style as well as the style-adjusted risk and returns characteristics of investments.

Principal Dynamic Portfolios by Ibbotson

Princor does not recommend, select or play any role in Ibbotson's selection of the specific investments comprising the Model Portfolios. However, Princor has selected most of the mutual fund families whose funds may be selected by Ibbotson, and Ibbotson has the discretion to select up to five additional mutual fund families. Ibbotson reviews the Dynamic Portfolios Model Portfolios on an ongoing basis. Ibbotson's dynamic asset allocation process is designed to be an overlay to a strategic asset allocation program. Clients have the option of investing in either Dynamic or Dynamic Tax-Sensitive Model Portfolios provided by Ibbotson. Ibbotson's dynamic asset allocation process is the process of implementing short-term deviations, based on current market outlook, from the strategic asset allocation benchmark. The goal of dynamic asset allocation is to enhance a Model Portfolio's overall risk and return characteristics by dynamically deviating from the long-term strategic asset allocation positions. Ibbotson's process aims to enhance returns while maintaining the long-term expected risk characteristics of the strategic asset allocation benchmark. The process primarily utilizes multifactor quantitative and qualitative signals and advanced risk budgeting techniques to determine relative asset class over/under weights. Ibbotson has an Investment Committee that meets monthly to discuss the current and future potential dynamic decisions. Three to five dynamic moves are likely to occur in a given year, and more or fewer may be made depending on the events occurring in the economic and financial markets. Ibbotson researches and selects certain mutual funds of Principal Funds, Inc. as well as mutual funds and ETFs not affiliated with Princor to create the Model Portfolios available in the Program. There is no broad screening of mutual funds in this Program by Ibbotson and only a limited number of mutual fund families, including Principal Funds, Inc., will be included. In choosing the specific investments, Ibbotson uses returns-based style analysis, holdings analysis, regression analysis, and other traditional forms of investment manager evaluation as the primary tools to evaluate fund investment style as well as the style-adjusted risk and returns characteristics of investments.

For both the Managed Portfolio and Dynamic Portfolios Programs, Ibbotson reviews the selected investments that make up the Model Portfolios each quarter and the asset allocation of the Model Portfolios are reviewed annually. Each Model Portfolio is reviewed once a quarter to determine if the Model Portfolio is still in balance with the drift parameters for the original targeted allocation percentages for each asset class. If the account is out of balance, it will be rebalanced to the original target allocation. Ibbotson and Princor work together to set drift parameters on each Model Portfolio unique to the different asset classes within the model.

2. Principal Managed Account Program

The Managed Account Program uses a quantitative approach to search for eligible

investment options offered in the retirement plan (“Eligible Investment Options”) that have demonstrated, over time, consistency in risk characteristics and security selection capabilities. Eligible Investment Options include those retirement plan assets eligible for the service. Generally speaking, the Managed Account Program will not advise on guaranteed interest accounts (GICs), brokerage accounts and company stock.

Ibbotson uses the specific Eligible Investment Options in a Sponsor’s retirement plan to construct and monitor model portfolios (“Portfolios”) for Managed Account Program Participants that are designed across a broad range of risk exposure levels. Ibbotson recommends a specific asset and investment portfolio along with a recommended savings rate and retirement age. Taken together these tools comprise an asset allocation strategy tailored to the individual Managed Account Program Participant.

To determine which asset and investment option-specific portfolio combination is recommended to a Managed Account Program Participant, Ibbotson uses information supplied by the Managed Account Program Participant and its own proprietary software to gauge their retirement goals and develop a working estimate of the chances that the Managed Account Program Participant will reach those retirement goals. The software allows Ibbotson to analyze a broad range of possible future return scenarios, enabling the company to estimate how a Managed Account Program Participant’s investments might turn out under a variety of conditions, including periods with fluctuations in interest rates, inflation rates and/or market conditions. Ibbotson then uses these estimates to produce a forecast reflecting the probability that the Managed Account Program Participant’s annual retirement income is likely to meet or exceed the Managed Account Program Participant’s stated retirement goals.

Once Ibbotson has estimated a Managed Account Program Participant’s chances of achieving the desired retirement income, Ibbotson analyzes the stated 401(k) savings rate, investment selections, savings rate outside the retirement plan and the Managed Account Program Participant’s chosen retirement age and recommends investment allocations designed to increase the Managed Account Program Participant’s chances of achieving the desired retirement income.

Any of the Managed Account Program Participant’s investments outside of this retirement plan, including company stock that the Managed Account Program Participant has reported are considered in Ibbotson’s recommendation. These are evaluated by general asset class and not by their unique investment characteristics. Ibbotson performs reviews of the Portfolio and its holdings at least quarterly to determine if changes need to be made. A change in market or economic changes, or new Eligible Investment Options becoming

available through the retirement plan, may lead Ibbotson to make changes. The Managed Account Program will also initiate transactions among Eligible Investment Options on an ongoing basis if the Portfolio's allocations stray from its intended asset allocation mix.

Princor does not recommend, select or play any role in Ibbotson's selection of the funds comprising the Portfolios. However, some Eligible Investment Options available to Sponsors are managed and sub-advised by affiliates of Princor. These Eligible Investment Options pay investment management fees to these affiliates.

B. Mutual Fund Asset Allocation and Portfolio Management Programs Sponsored by Unaffiliated Advisors

Princor analyzes the structure, costs, investment performance history, and other features of the Unaffiliated Advisors' mutual fund asset allocation programs and portfolio management programs for the purpose of helping Advisory Clients select among them. In addition, Princor assists the Advisory Clients, upon request, in reviewing and analyzing the performance of such Unaffiliated Advisors' programs.

The principal sources of information that Princor uses to select portfolio management and asset allocation services to be offered to Advisory Clients are materials provided by the Unaffiliated Advisors. Please read each Unaffiliated Advisor's Disclosure Brochure for more information about the methods of analysis, investment strategies and risk of loss.

In the case of Seminar Services, Princor provides only impersonal advice. The Unaffiliated Advisors and portfolio managers of the Advisory Services determine the investment strategies used to implement investment advice given to Advisory Clients.

C. Impersonal Advisory Services (Seminar Services)

Preparation of seminar materials is generally done by publishers and distributors of investment program material who are not affiliated with Princor. Materials provide attendees with investment-related information as well as educational material regarding general financial principles that are not investment-related. The information does not provide advice about specific securities or other investments and does not purport to meet the investment objectives or needs of specific individuals or accounts. Comparable seminars may be available from other sources at lesser or no cost.

D. Financial Planning and Executive Planning Services

The Reports provide an analysis of financial areas selected by the Advisory Client, which can include, but is not limited to, any combination of the following: setting business exit objectives and contingency planning, net worth, budgeting and cash flow, retirement planning, asset allocation, survivor needs and disability planning. Princor uses a variety of sources of information to prepare the Reports, including a client questionnaire,

government reports and publications, tax and financial planning publications and material prepared by Princor and other member companies of the Principal Financial Group.

The Reports do not contain specific securities or other investment recommendations, but may contain informational reports generated from research and ratings agencies on securities already held by the Advisory Client. The source of information for these reports is limited to pre-approved sources other than Princor or the Adviser Representative. Certain historical statistical data, derived from the performance of various indices, may also be provided in order to give Advisory Clients information regarding the relative historical risks and returns of broad asset classes and the general asset allocation models available. Advisory Clients are not required to implement any of the suggestions contained in the Report. Similarly, there is no obligation, either before or after receiving a Report, for the Advisory Client to utilize Princor or the Adviser Representative to purchase any products or services offered by Princor or from its affiliated companies. However, should the Advisory Client choose to do so, certain conflicts of interest arise between Princor and the Advisory Client. These conflicts are discussed in Item 5 (Fees and Compensation) below.

Item 9 – Disciplinary Information

May 4, 2009 - Regulatory Action initiated by the State of Missouri Office of the Secretary of State – Missouri Securities Division:

Based on an investigation conducted by the Missouri Securities Division, the Division believed that Princor failed to reasonably supervise the unauthorized outside business activity of a registered representative who used to be affiliated with Princor. Princor entered into a consent order with the Missouri Secretary of State/Missouri Securities Division, without admitting or denying the allegations. Pursuant to the consent order, Princor has paid \$146,050 to the Missouri Secretary of State's Investor Restitution Fund, \$75,000 to the Missouri Secretary of State's Investor Education and Protection Fund, and \$5,650 to the Missouri Secretary of State's Investor Education and Protection Fund as costs of the investigation.

Item 10 – Other Financial Industry Activities and Affiliations

Princor's principal business is that of a securities broker-dealer. Princor personnel spend on average in excess of 90% of their time on securities brokerage or mutual fund activities. Princor engages primarily in the sale of mutual funds, variable annuity, and variable life insurance contracts, but also markets unit investment trusts, direct participation programs, and general securities (as an introducing broker to a clearing firm on a fully disclosed basis).

Principal Funds Distributor, Inc., is the principal underwriter for an investment company (Principal Funds, Inc.). Shares of Principal Funds, Inc. may be sold in connection with

Princor's advisory products and pose certain conflicts of interest. Princor serves as distributor for the variable life and variable annuity contracts issued by Principal Life Insurance Company. Princor is affiliated with Principal Funds Distributor, Inc., Principal Life Insurance Company, Principal National Life Insurance Company, and all four are subsidiaries of Principal Financial Services, Inc. Please see the Adviser Representative's Form ADV Part 2B for additional details regarding their role as Broker-Dealer Representatives when selling securities products of affiliates.

The inclusion of Principal Funds, Inc. in our Princor Advisory Programs presents a conflict of interest. For more details describing the conflicts of interest, see Item 5 (Fees and Compensation) in this Brochure.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Princor has implemented a Code of Ethics ("Code") pursuant to SEC Rule 204A-1. A complete copy of the Code is available upon request. The purpose of this Code is to prevent conflicts of interest that may exist, or appear to exist, and to prevent any violations of applicable laws, when covered Officers, Directors, employees and Adviser Representatives of Princor ("Covered Persons") own or engage in transactions involving securities. Central aspects of the Code include: the requirement that all personal security transactions be conducted in such a manner as to avoid any actual or potential conflict of interest or abuse of an individual's position of trust and responsibility; fiduciary principles that include the requirement to place the interests of Advisory Clients first and maintain in confidence information concerning the security holdings of those customers, and the duty of Covered Persons to comply with applicable federal and state securities laws, including the prohibitions against insider trading and market manipulation. Each Covered Person is provided with a copy of the Code and any amendment, and must certify that they have read and will comply with the Code including any amendments.

In general, the Code also requires Covered Persons to disclose all accounts in which they will have beneficial ownership in certain reportable securities. When a person becomes a Covered Person or prior to being released as an Adviser Representative, those persons must furnish a copy of an initial holding report on any such accounts and reportable securities. A copy of an account statement issued by the firm where the account is maintained can satisfy this requirement. Covered Persons must also furnish copies of quarterly transaction reports and annual holding reports on reportable securities. Copies of quarterly and annual statements issued by the firm where the account is maintained can satisfy this requirement. These records are then reviewed as appropriate.

Princor is a registered broker-dealer and, through its Broker-Dealer Representatives, transacts business in a variety of securities products including mutual funds, stocks, bonds, CDs, etc. In such role, Princor may offer securities products, including those issued by its

affiliates or distributed by Princor to Advisory Clients. Princor will charge commissions on the sales of these products to Advisory Clients. Princor ensures that Broker-Dealer Representatives who also act as Adviser Representatives clearly disclose their dual role in all communications with the public by reviewing all advertising and sales literature, including business cards and letterhead as well as require that this Brochure be delivered to the Advisory Client upon solicitation for Advisory Services.

Item 12 – Brokerage Practices

Princor does not receive research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions (“soft dollar benefits”).

Princor will execute the trades for the Program accounts. Pershing, LLC must clear all trades in the Program accounts. Managed Portfolio and Dynamic Portfolios clients receive a confirmation upon each Program account trade, an account statement no less frequently than quarterly and monthly for every month in which there is brokerage activity in their Program account, and mutual fund prospectuses from Pershing, LLC. Pershing, LLC is the qualified custodian that has custody of client account assets and provides the custodial services for assets invested within the Programs. All dividends and other distributions from Program account assets will be managed in accordance with instructions given on the Program account opening forms.

Brokerage Requirements

Princor makes no recommendations as to broker-dealers or custodians except in connection with the Princor Advisory Programs, where clients must utilize Princor’s brokerage services for their program accounts.

Trade Error Correction Procedures

In the event of a trade error correction, Princor has specific procedures designed to correct any trade error as promptly as possible. Princor's policy is to rectify the trade error caused by us or our affiliates by adjusting the Advisory Client account as it would have been had no error occurred. For trades where Princor is at fault or where no fault can be determined, Princor will absorb any losses or gains resulting from that error. If it is determined that the Advisory Client is at fault, Princor may use its discretion to pass along any losses to the Advisory Client and Princor will keep any gains resulting from the trade error.

Item 13 – Review of Accounts

Accounts in the Principal Advisory Programs are reviewed as described earlier in Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss).

Reviews of accounts opened at the portfolio management programs and mutual fund asset allocation programs sponsored by Unaffiliated Advisors are done by Princor upon the Advisory Client's request. For these accounts, Adviser Representatives will review reports and other materials generated by the Unaffiliated Advisors. Generally, the review includes whether the chosen program, asset allocation model or portfolio manager chosen is still suited to the Advisory Client's stated investment objectives. It may also include a review of the account holdings, transactions, charges and performance. Generally, Financial Planning reviews are complete after the individual financial plan is provided to the Advisory Client and a copy is submitted to Princor.

Princor does not provide regular reports to Advisory Clients except for accounts in the Princor Advisory Programs. The Unaffiliated Advisors which sponsor the portfolio management programs and mutual fund asset allocation programs provide regular reports to Advisory Clients. They determine the nature and frequency of these reports. In all Advisory Programs where securities are purchased or sold in Advisory Client accounts, the Advisory Client receives confirmation statements whenever transactions are executed for their accounts.

Item 14 – Client Referrals and Other Compensation

This Item is not applicable to Princor.

Item 15 – Custody

For Princor Advisory Programs (except Principal Managed Account), Pershing, LLC is the qualified custodian that has custody of client account assets and provides the custodial services for assets invested within the Programs. Upon a client's request for withdrawal or transfer of client funds or securities invested within the Programs, Princor is deemed to have custody of those funds or securities in order to authenticate the client's request and enter the instructions into Pershing's system for processing.

For advisory programs offered by Unaffiliated Advisors, please see their Disclosure Brochure for information related to custody of Advisory Client assets.

Advisory Clients will receive at least quarterly statements from the qualified custodian that holds and maintains the client's investment assets. Please carefully review such statements and compare such official custodial records to the account statements that Princor or Unaffiliated Advisors may provide to you. Princor's statements may vary from custodial

statements based on aggregating various accounts held by unaffiliated product sponsors and reporting dates.

Item 16 – Investment Discretion

Advisory Clients sign an agreement giving Princor, as sponsor of the Principal Managed Portfolio and Principal Dynamic Portfolios by Ibbotson Programs, limited discretion to automatically implement account rebalancing and substitutions of mutual funds in model portfolios according to instructions solely dictated by the investment advice of Ibbotson Associates.

Princor, when acting as an investment adviser concerning the SEI Asset Allocation, ManagersChoice programs, and the Genworth Financial Wealth Management (“GFWM”) system, has limited discretion as follows:

SEI Trust Company and Managers Funds from time to time will implement a change to the mutual funds comprising their mutual fund model portfolios. Although Princor has no trading discretion or investment authority over an Advisory Client’s account at either Sponsor, the portfolio reallocation as a result of this action would result in the purchase and sale of certain mutual funds without express authority of the Advisory Client. For advisory clients invested in the GFWM Model Portfolios, Princor does have direction by the Advisory Client to automatically rebalance or substitute securities in the GFWM Model Portfolios to reflect any adjustment in the GFWM Model Portfolio by the independent investment strategist. This client authorization would result in the purchase and sale of certain mutual funds or exchange traded funds without further authorization by the client at such time as the independent investment strategist changes the composition of the selected GFWM Model Portfolio. Otherwise, Princor has no authority to cause any purchase or sale of securities in any GFWM client account, or change the GFWM Model Portfolios or to direct the account to be invested in any manner other than as previously authorized by the Advisory Client.

Other than the items listed above, Princor and its Adviser Representatives do not have investment discretion.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, Princor does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios.

Item 18 – Financial Information

Princor has no financial issues that would be reasonably likely to impair its ability to meet contractual commitments to clients. Princor has not been the subject of a bankruptcy proceeding.