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March 31, 2012

## **WRAP FEE PROGRAM BROCHURE**

**This wrap fee program brochure provides information about the qualifications and business practices of Curian Capital, LLC with respect to its WealthONE® Strategist Solutions® Mutual Fund & Exchange Traded Fund Wrap Program (“Strategist Solutions® Program” or “Program”). If you have any questions about the contents of this brochure, please contact us at (877) 847-4192, or [curiancarecenter@curian.com](mailto:curiancarecenter@curian.com). The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Additional information about Curian Capital, LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**IMPORTANT:** The Strategist Solutions® Program involves investing in securities. There are inherent risks related to investing, including the possible loss of principal. While it is our goal to limit losses by following our investment process, clients should be aware that there have been loss periods in the past and there will likely be loss periods in the future. The investment returns in the Strategist Solutions® Program, particularly over shorter time periods, are highly dependent on the value of underlying securities which are impacted by trends in the various investment markets. Thus, our investment management services are generally suitable for investors seeking long-term investment objectives or strategies, rather than for short-term trading purposes. We make no guarantees about the performance of a client’s Strategist Solutions® Program account and the securities included within the Model Portfolios. There is no guarantee that a client’s investment objectives will be achieved. Clients could lose money while participating in the Strategist Solutions® Program.

Curian Capital, LLC – A Registered Investment Advisor. Registration does not imply a certain level of skill or training.

## **ITEM 2. MATERIAL CHANGES**

The following updates have been made to this Brochure since the last annual update of March 31, 2011.

Please be advised that language previously appearing under Item 5 “Minimum Investment” regarding maintaining the minimum account balance has been updated to now appear under Item 5 of Co-Advisor’s Brochure. In addition, a new sub-section has been added under Item 4 “Custody Fees” for FaithONE Model Portfolios, and information regarding the frequency with which third party due diligence reviews of Strategists are conducted has been updated under Item 6 “Portfolio Manager Selection and Evaluation.”

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## **ITEM 4. SERVICES, FEES AND COMPENSATION**

### **INTRODUCTION**

Curian Capital, LLC (“Curian Capital”) is registered with the SEC as an investment advisor and has filed the required documentation in all states where such filings are required. Registration does not imply a certain level of skill or training.

All references to “you” and “your” in this Wrap Fee Program Brochure (“Brochure”) refer to prospective and existing investment advisory clients of Curian Capital. References to “we,” “us” or “our” refer to Curian Capital.

The Strategist Solutions® Program may be offered through affiliated and non-affiliated investment advisory firms who also serve as a co-investment advisor to the Program (“Co-Advisor”). The Co-Advisor’s services are provided by your investment advisor representative (“Representative”) acting on behalf of Co-Advisor.

### **OVERVIEW OF OUR ADVISORY SERVICES**

We are the sponsor and investment advisor of the WealthONE® Strategist Solutions® Mutual Fund and Exchange Traded Fund Wrap Program. We also sponsor another wrap fee program, the Curian Custom Style managed account program (“Custom Style Program”) and plan to introduce a Co-Advised wrap fee program in 2012. Information about these programs may be obtained by contacting us at (877) 847-4192.

The Strategist Solutions® Program enables us to provide you with customized investment portfolio options composed of either mutual fund and exchange-traded funds (“Model Portfolios”) managed by a group of asset managers (“Strategists”) we have selected to participate in the Program, and administered by us using a third party technology platform.

Your Representative will work with you to gather information about your financial situation, goals and objectives, including information on your investment time horizon (this is the length of time before you intend to sell your investments), risk tolerance (certain investments are more risky than others) and other relevant factors. Based on this information, your Representative will then propose an overall strategy that includes asset allocation (this is the practice of attempting to limit risk by investing among a range of different investment types) and investment portfolio recommendations in the form of one or more Model Portfolios, with each Model Portfolio to be managed in a separate account. Your Representative will periodically meet with you to discuss any changes to your financial situation, goals and objectives to ensure that the Model Portfolio upon which your investments are based continues to meet your investment needs.

We engage the Strategists to develop and manage Model Portfolios on our behalf through investments in mutual funds and exchange-traded funds. The Strategists determine which mutual funds and/or exchange-traded funds to include in the Model Portfolios and will periodically adjust and rebalance the Model Portfolio investments to remain consistent with their investment strategies. Any modifications to the Model Portfolios by the Strategists are effected through the sale of securities in your account, which may have tax ramifications for you based on the transactions that result.

The Strategists are responsible for managing the Model Portfolios on behalf of Curian Capital, which are then recommended to you by Co-Advisor. Neither Curian Capital nor the Strategists possess knowledge of your individual information or investment goals and objectives or provide personalized investment advice to you. You remain the owner of all securities held in your Model Portfolio account and have all ownership rights associated with these securities.

This Brochure provides you with a general overview of our responsibilities. You can obtain more specific information about the process by which Model Portfolios are constructed, how investment strategies are carried out, options to customize your investments, the Strategists, investment returns, and other information by discussing with your Representative. We encourage you to review this material and discuss with your Representative to make certain you fully understand our investment process and the features available to you as a participant in the Strategist Solutions® Program. Our Asset Management Group is a select team of Curian Capital personnel dedicated to overseeing the Strategist Solutions® Program and is also available to you for discussing any of the Strategists, through our main office at 7601 Technology Way, Denver, Colorado 80237, telephone (877) 847-4192.

### **Model Portfolios and Implementation Strategies**

The Model Portfolios will consist of mutual funds or ETFs selected by the Strategists.

**Mutual Funds.** A mutual fund is a pooled investment company that brings together money from many people which it invests in stocks, bonds or other assets. If your assets are invested in mutual funds, either Curian Capital or Co-Advisor will act as your agent and not as a dealer for the fund issuing the shares. The Model Portfolios will not include any mutual funds that impose a charge at the time of purchase or sale (referred to in the industry as front-end or contingent deferred sales loads). However, mutual funds may charge fees under Rule 12b-1 of the Investment Company Act of 1940 (referred to as “12b-1 fees”) or may pay a fund servicing or administrative fee to firms that sell their products. Any 12b-1 fees or fund servicing or administrative fees received by Curian Capital or Co-Advisor from mutual funds in your Strategist Solutions® Program account will be applied as a credit toward your Management Fees, as outlined below (“Fund Expense Rebate”). Your Fund Expense Rebate will vary based on the Strategist, Model Portfolio, and the amount of 12b-1 fees and fund servicing compensation paid by the particular mutual fund holdings in your Program account.

**Exchange Traded Funds.** An exchange-traded fund (also called an “ETF”) is a unit investment trust or investment company that seeks investment results that, before expenses, generally correspond to the price and investment return of a specified index such as the Standard & Poor’s 500 Composite Stock Index (an “index” is a method of tracking the overall investment performance of a large category of selected stocks included within the index). There is no assurance that the price and investment return of the specified index can be fully matched. ETFs may be used to gain broad exposure and diversification of investments held by a client, achieve lower expenses, facilitate increased selling capability, and attain improved tax efficiency. As a unit investment trust or investment company, ETFs will incur certain expenses that include advisory fees paid to the respective manager of the ETFs. Unlike traditional mutual funds which are priced at the end of the day, ETFs can be bought and sold throughout the trading day at the prevailing price.

## **Management of Your Strategist Solutions® Program Account**

The Model Portfolios are developed and managed by the Strategists according to their respective investment style and management expertise. The Strategists communicate to us any changes to their Model Portfolios on an ongoing basis so that we can provide ongoing monitoring and analysis of their performance, and ensure that they are being managed according to the specified investment policies and strategies associated with each Model Portfolio.

Our Asset Management Group will review the performance of the Strategists. The Strategists will generally rebalance the asset weightings within the Model Portfolios to realign their underlying investments on at least a quarterly basis. Significant fluctuations in the value of investments over certain time periods (known as “dispersion”) may occur between the holdings and performance of the Model Portfolios and the actual Strategist Solutions® Program Accounts that are maintained by clients based on the Model Portfolios. Account dispersion may be due to differences in account size, cash flow, and the timing of securities trades placed by the Strategist, individual client-imposed restrictions on certain investments, differences in the timing of account rebalancing schedules, certain trading and system limitations, and other factors.

## **CUSTODY SERVICES**

Custody services for the Strategist Solutions® Program are provided by one or more firms who complete brokerage transactions (also referred to as “clearing”) on your behalf under an agreement with the Co-Advisor. These clearing firms are referred to as “Custodians.” The investments of each Model Portfolio you select will be held in a separate brokerage account maintained by the Custodian. Mutual fund shares are issued in “book” form, meaning that a certificate of ownership is not issued, although the shares remain assets held within your Model Portfolio account. Please see the Co-Advisor’s account opening documentation and the Strategist Solutions® Program Management Fees section below for more information concerning specific fees and expenses relating to custody services. The Co-Advisor reserves the right to change the selected Custodian under Program and will notify you in the event of such a change. Automatic withdrawals are available on a quarterly and annual basis; an additional four withdrawals are permitted annually.

## **TRADING**

Trading will occur through the brokerage accounts you establish with the Custodian. The Strategists will initiate trades with the Custodian at their discretion through the third party trading platform we use to administer the Program. The Co-Advisor is responsible for monitoring “best execution” (a regulatory requirement to ensure the best combination of net price and execution) when placing brokerage transactions) for your accounts through the clearing relationship we establish with the Custodian. Various factors considered in analyzing overall execution quality may include:

- Transaction costs associated with the purchase and sale of investments;
- The trade execution, clearance, and settlement capabilities of the broker-dealer;
- The size of brokerage transactions accommodated;
- The efficiency and timing of brokerage transactions;
- The activity existing and anticipated in the market for a particular security;
- The nature of the securities being purchased or sold and access to purchasers and sellers within the investing marketplace (which may be limited due to thin trading activity or unavailability of certain securities);

- The financial stability and reputation of the executing broker-dealer; and
- The research products and other services provided for the benefit of Co-Advisor and its clients.

The Co-Advisor will follow its standard processes to monitor reporting of execution quality to evaluate the Custodian's services compared to industry standards.

## **CLIENT EXCLUSIONS AND SECURITY RESTRICTIONS**

Subject to reasonable parameters we have established, you have the opportunity to impose restrictions on specific mutual funds and ETFs held within your Model Portfolio account. However, such restrictions (i) cannot be imposed on the management of a mutual fund or ETF, or on the underlying investments held within either, and (ii) may be limited to a certain percentage of the overall holdings in a Model Portfolio. If you request exclusion of a specific investment from your Model Portfolio account, any resulting gap will be proportionately allocated among the non-excluded investments based on the remaining Model Portfolio composition. You acknowledge that performance of a Model Portfolio with investment restrictions may differ significantly from Model Portfolios without such restrictions, possibly producing lower investment performance results.

## **ERISA ACCOUNTS**

We may manage employee benefit accounts that are subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA" Accounts). The investment strategy for these ERISA Accounts is chosen by an independent fiduciary that is responsible for overseeing the respective "plan." We and the Co-Advisor will provide the ERISA plan fiduciary or representatives access to various Model Portfolios available under the Program and the plan's fiduciaries can choose the appropriate Model Portfolio and specify applicable restrictions, if any. The chosen Model Portfolio and restrictions, if any, then serve as the plan client's Investment Policy Statement. Curian Capital and the Co-Advisor do not serve as a trustee or plan administrator for any ERISA plan.

## **STRATEGIST SOLUTIONS® PROGRAM FEES**

### **Strategist Solutions® Program Management Fee**

Fees for participation in the Strategist Solutions® Program will automatically be billed in advance on a quarterly basis according to the below Standard Tiered Fee Schedule ("Management Fee"), based on the fair market value of your Model Portfolio account as reported by the Custodian. Management Fees are assessed separately to each of your Model Portfolio accounts based upon the market value of each account and applied by asset tier per account, with each successive level achieved receiving the lower fee stated on the fee schedule. This fee structure is also known as a "blended rate." The Management Fees are stated below on an annual basis, but are billed quarterly. Certain internal costs, including the Program costs for the Strategists and Model Portfolios, are paid from the Management Fee.

### **Standard Tiered Fee Schedule:**

<b>Model Portfolio Value</b>	<b>Maximum Annual Fee</b>
Up to \$249,999.99 (first \$249,999.99)	2.75%
\$250,000.00 - \$499,999.99 (next 249,999.99)	2.25%
\$500,000.00 - \$999,999.99 (next \$499,999.99)	1.90%
\$1,000,000.00-\$1,999,999.99 (next \$999,999.99)	1.75%
\$2,000,000.00-\$4,999,999.99 (next \$2,999,999.99)	1.50%
\$5,000,000.00 +	1.40%

All Management Fee arrangements are negotiable and Curian Capital and the Co-Advisor reserve the right to waive these fees or any other applicable fees or costs, either on an ongoing or a one-time basis. Your accounts may also be eligible for additional discounting based on combined household assets. Please consult your Representative for additional details regarding Management Fees.

The initial fee for the first calendar quarter in which you participate in the Program is calculated on a pro-rata basis beginning the day after initial assets are deposited in the Program, and is debited the following month. Ongoing fees are calculated at the beginning of each calendar quarter based on the fair market value of your Model Portfolio account on the last business day of the prior calendar quarter. If an account is opened in the last month of a calendar quarter, fees will be calculated and debited for the remaining period in the calendar quarter, together with fees for the next calendar quarter, on the day after initial assets are deposited. Your quarterly fees may be adjusted on a pro-rata basis to account for certain additional contributions or withdrawals; see your Asset Management Services Agreement for details. Any pre-paid fees will be refunded to you on a pro-rata basis in the event your Asset Management Services Agreement is terminated.

The Co-Advisor will arrange with the Custodian to deliver billing notices to you detailing: (i) the amount of the Management Fees charged for each billing period; (ii) the value of your Model Portfolio account assets upon which the fees are based; and (iii) the manner in which the fees were calculated. It is your responsibility to carefully review account statements and fee deductions within these fee statements.

The Co-Advisor does not permit Representatives to be compensated on the basis of a share of capital gains or capital appreciation of assets held within your Model Portfolio account.

### **Management Fee Credit**

Curian Capital and Co-Advisor may receive 12b-1 fees, in addition to fund servicing or administration fees paid by the funds for selling their products. However, any 12b-1 fees or related fund servicing or administrative fees received by Curian Capital or Co-Advisor for your Model Portfolio account investments will be paid to your accounts as a credit towards your Management Fee. The amount of fees that are credited will vary depending on the Model Portfolio, and will also vary within a particular Model Portfolio over time as the investment mix changes.

### **Custody Fee**

A custody fee will be assessed for each Model Portfolio account you maintain under the Program as outlined below. This fee covers general charges for trading fees, any "ticket charges" payable to an intermediary firm associated with processing a trade, IRA and qualified retirement plan custodial fees, and certain account administration expenses that may be charged by the Custodian during the normal investment process, but does not include other servicing fees such as termination fees, ACAT fees (which apply to the transfer of assets between financial institution accounts), and wire transfer



fees (which apply to the transfer of cash between financial institution accounts).

**a.) Mutual Funds.** A custody fee of \$150 per year will be charged for each Model Portfolio account you maintain under the Program containing mutual funds. This fee shall be assessed on a pro-rata basis in advance each quarter.

**b.) ETFs.** A percentage-based custody fee will be charged for each Model Portfolio account you maintain under the Program containing ETFs. This fee is calculated and applied in the same manner as the Management Fee described above, according to the following tiered custody fee schedule, stated as an annual amount and billed quarterly.

<b>Model Portfolio Value:</b>	<b>Tiered Custody Fee</b>
Up to \$249,999.99 (first \$249,999.99)	0.25%
\$250,000.00 - \$999,999.99 (next \$749,999.99)	0.15%
\$1,000,000 - \$1,999,999.99 (next \$999,999.99)	0.08%
\$2,000,000.00 +	0.05%

**c.) FaithONE Models.** If you invest in a FaithONE Model Portfolio, an annual percentage based custody fee of 0.10% will be charged for each FaithONE Model Portfolio you maintain under the Program. This fee is calculated in the same manner as the Management Fee and is in lieu of the above custody fees.

#### **Minimum Account Balance Fee**

Accounts with a quarter-end balance below \$50,000 will be charged a \$50 annual fee, assessed quarterly based on the number of calendar days in the quarter.

#### **Miscellaneous Fees**

Co-Advisor reserves the right to pass on to you clearing related fees and other charges imposed by the Custodian in connection with your Model Portfolio account that is not covered by the Custody Fee described above. These fees are unique to your account activity and include termination and transfer fees, wire transfer fees, and other transaction and services charges that may be assessed by the Custodian. Please consult the Co-Advisor's Custodian fee schedule for more information.

#### **Mutual Fund and ETF Expenses**

Mutual funds and ETFs held in your account impose internal administrative charges, fees or expenses, which may include management and administrative fees, 12b-1 fees and related servicing or marketing expenses, sub-transfer agent fees, deferred sales charges and other fees or expenses. Certain of these fees may not be billed to you directly but could impact the returns on individual mutual funds or ETFs held in your Model Portfolio account. Please consult the applicable prospectus or statement of additional information relating to your underlying Model Portfolio investments for more information.

## **COST OF PROGRAM COMPARED TO SEPARATE PURCHASE OF SERVICES**

We believe that if the investment advisory, brokerage, custody and other services you receive under the Strategist Solutions® Program were paid for separately, the actual costs could vary from the fees you pay under the Strategist Solutions® Program depending upon such factors as the size of your account, the Model Portfolio selected, the number of account transactions, and the number of Model Portfolios you select for investment. Comparable services may be available separately from other firms for fees lower or higher than those charged by us.

In addition to our basic fee arrangements, we may negotiate separate advisory and service arrangements with Co-Advisors and their clients to accommodate their circumstances. This may include taking direction and making certain modifications to particular types of investments in constructing a Model Portfolio, customizing a portfolio where the client has sufficient assets and special investment requirements or lowering an account minimum. The fee paid in these separate arrangements is negotiable and is dependent on the nature of the advisory servicing provided. We may also provide discounts from the basic fee arrangement to our employees, employees of our parent and affiliates, and Representatives.

## **FEES FOR ADDITIONAL SERVICES**

You may also be charged non-standard service fees incurred relating to services or activities separate from the management of your Strategist Solutions® Program account. For example, the Co-Advisor or your Representative may separately offer you consulting services, securities transition analyses and tools, or other services that will assist you in evaluating your financial situation. These expenses will be charged to a client's account at the time of occurrence. Your Representative will provide additional details and discuss such fees in advance of providing these services.

## **PAYMENTS TO FINANCIAL PROFESSIONALS AND FIRMS**

The Representative that recommends the Program to you receives compensation as a result of your participation in the Program. Since the compensation paid to your Representative may be more than what the Representative would receive if you participated in other investment advisory programs or paid separately for investment advice, brokerage, and other services, the Representative may have financial incentive to recommend the Program over other investment advisory programs or services.

# **ITEM 5. ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS**

## **FUNDING YOUR ACCOUNT**

You have four choices to fund your account: (1) check, (2) wire transfer, (3) an ACH (Automated Clearing House) deposit, and (4) an ACAT (Automated Customer Account Transfer Service) transfer. You may send a personal check drawn on a domestic bank account made payable to the Custodian or a wire transfer. If you open your account or make a contribution to an existing account with a check, you will not be able to withdraw or liquidate your account for ten (10) calendar days following the date of deposit to provide for proper check clearance. You can also establish an ACH deposit by completing an ACH Deposit Authorization Agreement when you set up your account. This process may take up to ten (10) business days to complete before we are in a position to receive your deposit and invest you in the Strategist Solutions® Program. Finally, you can fund your account by

transferring assets from your existing brokerage firm or bank through the execution of an ACAT transaction to the Custodian. Generally, ACATs are a full “transfer-in-kind” of all securities and cash in your account. You should understand that all or a portion of these securities may be sold either at the initiation of, or during, the course of managing your Model Portfolio account and that we do not manage securities that you have transferred to fund your account.

Funding may also be subject to reasonable requirements based upon regulations or operational limitations. We urge you to work closely with your Representative to coordinate the funding and transfer of assets. There are certain limitations as to the type of checks and securities that are acceptable, as well as additional documentation which may be necessary to complete the funding or transfer. We will begin acquiring securities for your selected Model Portfolio once your funds and securities are converted and ready for investment. Custodian will sell securities received and the resulting proceeds will be invested in your Strategist Solutions® Program account, which may take up to ten (10) business days. You should consult your tax advisor regarding the potential tax impact of this action.

### **MINIMUM INVESTMENT**

A minimum initial investment of at least \$25,000 is required to participate in the Strategist Solutions® Program, though a higher minimum may apply depending upon the Strategist selected (please consult your Representative for details).

### **WITHDRAWAL FROM THE PROGRAM**

You may terminate your participation in the Strategist Solutions® Program within five (5) days of entering into the Asset Management Services Agreement with us without penalty or payment of fees of any kind upon written notice to Co-Advisor, or such other period required by applicable law or as determined by Curian Capital in its sole discretion. You will, however, be responsible for any increase or decrease resulting from any market fluctuation relative to the investment of your Strategist Solutions® Program account. After the first five (5) days, you may terminate your participation in the Strategist Solutions® Program at any time upon written notification to Co-Advisor, subject to the termination fee set forth in the Strategist Solutions® Fee Schedule in addition to certain administrative fees that may apply, such as those imposed by the government, IRA fees or wire transfer fees. You will receive a pro-rata refund of any Program fees which you have paid for any period subsequent to any such termination.

You are required to have a Representative to participate in the Strategist Solutions® Program. If your Representative terminates his or her participation in the Strategist Solutions® Program or you terminate your relationship with your Representative or Co-Advisor; we may recommend a replacement Representative for you to serve as your interim Representative until a replacement can be found. If we or Co-Advisor are required to provide intermediary services related to a client's participation in the Program or waive the account minimum for a client, we or Co-Advisor may be paid a portion or all of the fees payable to the Representative. If you are unable to find a replacement, we have the right to terminate your participation in the Strategist Solutions® Program.

### **TRANSFERS**

If you decide to liquidate your account and submit a completed Withdrawal Form, Custodian will normally sell the securities in your account and send a check to you at your address of record. You can choose to wire the proceeds to your bank or credit union on receipt of a Medallion Signature

Guarantee and a completed Withdrawal Form. Custodian will charge you a wire transfer fee for each bank wire transfer, which is in addition to any charges made by the bank for the receipt of the wire. The proceeds can also be sent through an established ACH link to the bank. If a link has not been established, you can complete an ACH Withdrawal Authorization Form to establish the link, which may take up to ten (10) business days. Monies cannot be transferred until the link has been established.

Your assets can also be transferred by executing an ACAT transaction to a brokerage firm or bank that is able to accept ACAT transactions. This is normally accomplished by requesting the securities in your Strategist Solutions® Program account to be liquidated and the proceeds, along with any cash in your account, to be sent via ACAT. You can also request that a full transfer-in-kind of securities and cash be made. In this case, we will transfer all securities and cash in your account as instructed. Unless you plan to retain your securities positions upon a transfer-in-kind, we recommend that you allow us to sell your securities and to transfer the proceeds. The sale and settlement of securities in your Strategist Solutions® Program account may take up to ten (10) business days after receipt of a request in good order. The price received in liquidating or redeeming these securities may vary as a result of interim market fluctuation from the time of receipt of your instructions and the disposition of your assets. A liquidation fee may be applicable as set forth in the Strategist Solutions® Fee Schedule.

## **TYPES OF CLIENTS**

With respect to the Strategist Solutions® Program, we provide advisory services to clients that include individuals, trusts, pension plans, and corporate entities.

## **ITEM 6. PORTFOLIO MANAGER SELECTION AND EVALUATION**

Our Asset Management Group retains Rogerscasey to assist in the selection and ongoing evaluation of the Strategists, including both a quantitative and qualitative review of prospective Strategists. Rogerscasey is a third party firm that has a proprietary money manager database which permits it to analyze the historical performance, investment discipline and attribution quality of both prospective and current Strategists. As part of this process, Rogerscasey will also review for possible style drift, window dressing and/or portfolio pumping that might explain a prospective of current Strategist's deviation from its expected investment discipline. Rogerscasey supplements the quantitative process by speaking with prospective and current Strategists, by conducting periodic on site due diligence visits with prospective and current Strategists. As part of their due diligence reviews, Rogerscasey will review the firm's stability by evaluating ownership, the background and experience of investment and trading personnel, the investment infrastructure, assets under management, commitment to the private account business, existing product/custodial relationships, growth strategies, and compliance processes.

Rogerscasey furnishes the Asset Management Group with periodic performance analyses for the Strategists. The Asset Management Group, in turn, uses this information to supplement its oversight of the Strategists. In implementing Strategist investment decisions, the Asset Management Group coordinates any exceptions or issues directly with the Strategists.

Our Asset Management Group reviews the performance of Model Portfolio strategies, recommends changes to the Strategists, analyzes asset allocation for various strategies and the investment

composition of the Model Portfolios, and considers additional investment features to expand the investment opportunities of the Program. We may use outside consultants to assist in this analysis. Our Asset Management Group's suggestions and recommendations are presented to and subject to the approval of our Investment Policy Committee (a select team of individuals from our Asset Management Group) prior to implementation.

Our Investment Policy Committee is responsible for approving, removing, and the general monitoring of Strategists participating in the Strategist Solutions® Program. Our Asset Management Group conducts a rigorous review of Strategists prior to their recommendation for inclusion in the Strategist Solutions® Program. Factors considered in the selection and ongoing review process will include an analysis of historical composite performance, not only from a total return perspective, but also with an emphasis on risk measures, portfolio characteristics, style trends and comparisons to the universe of portfolio managers and investment advisors with similar investment philosophies and processes.

We may occasionally determine that a Strategist is no longer appropriate for managing a Model Portfolio. Reasons for replacing a Strategist may include a change in the investment style or processes employed by the Strategist, a change in the Strategist's key personnel, and inferior performance as compared to applicable investment benchmarks, peer portfolio managers, or investment advisors with comparable investment styles. We will promptly notify you if we elect to replace the Strategist responsible for the Model Portfolio upon which your account investments are based.

As the overall amount of assets grow in the Strategist Solutions® Program, we may hire additional Strategists that have the same or competing investment strategies in offering allocation strategies to investors. Accordingly, there will be differences in the holdings and results of client Model Portfolios having principally the same allocation strategies but different Strategists.

The Strategist Solutions® Program offers a wide spectrum of investment strategies. More specifically, the Program offers the ability to choose from a spectrum which range from an academically-based, traditional, passive implementation to a very quantitatively-based, active, tactical management strategy.

## **ITEM 7. CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS**

Although the Strategists remain responsible for managing the Model Portfolios, they do not possess knowledge of your individual information or investment goals and objectives, and do not have a direct relationship with you.

## **ITEM 8. CLIENT CONTACT WITH PORTFOLIO MANAGERS**

Any questions regarding the management of the Model Portfolios or your account should be directed to your Representative, or our Asset Management Group at the above contact information.

## **ITEM 9. ADDITIONAL INFORMATION**

### **OTHER FINANCIAL INDUSTRY ACTIVITIES**

We are an indirect, wholly owned subsidiary of Prudential plc, an international financial services group with operations in the United Kingdom, Europe, Asia, and the United States. We are affiliated by common ownership with a variety of financial services companies, including the following:

#### **Broker-Dealers**

National Planning Corporation® ("NPC®"), IFC Holdings, Inc. d/b/a INVEST Financial Corporation ("INVEST"), Investment Centers of America, Inc. ("ICA"), Curian Clearing LLC, and SII Investments®, Inc. ("SII"), are each registered as a broker-dealer and/or an investment advisor with the SEC and various state securities agencies, and each is a member firm of FINRA.

Jackson National Life Distributors LLC ("JNLD") is a broker-dealer registered with the SEC and member firm of the FINRA. JNLD acts as principal underwriter of variable insurance products issued by Jackson National Life Insurance Company® ("Jackson®") and Jackson National Life Insurance Company of New York® ("Jackson NY"). See also "Insurance Companies/Investment Companies" below.

Certain of our executive officers and directors also serve as officers and/or directors of these affiliated entities.

#### **Insurance Companies/Investment Companies**

Jackson® and Jackson NY issue variable annuity and life insurance products that are registered under the Investment Company Act of 1940, as amended. The separate accounts of Jackson® and Jackson NY that issue variable products are similarly registered as investment companies.

Brooke Life Insurance Company® is an insurance company offering traditional life insurance and annuity products.

#### **Investment Advisors**

NPC®, INVEST, SII and ICA are each registered as an investment advisor with the SEC. Jackson National Asset Management, LLC® (JNAM) is also an investment advisor registered with the SEC. JNAM serves as investment advisor to: the JNL Series Trust, the JNL Investors Series Trust, the JNL Variable Fund, LLC, the JNL Variable Fund III, LLC, the JNL Variable Fund IV, LLC, and the JNL Variable Fund V, LLC and (with respect to Jackson NY) the JNLNY Variable Fund I, LLC, and the JNLNY Variable Fund II, LLC.

PPM America, Inc. (PPM) is an investment advisor registered with the SEC. PPM serves as the investment manager for the general accounts of JNL and JNLNY and as a sub-advisor to certain series of the JNL Series Trust and JNL Investors Series Trust. M&G Investment Management Ltd. is also a registered investment advisor that offers advisory and investment management services to investors, institutions, trusts, and investment companies.

Jackson Investment Management, LLC is an SEC registered investment advisor that provides ongoing investment advice, economic analyses, asset allocation and manager recommendations to institutions. Certain officers and employees of Curian Capital also serve as officers and employees of Jackson Investment Management, LLC in supporting its advisory activities.

## **POTENTIAL CONFLICTS OF INTEREST**

You should be aware there may exist certain conflicts of interest in our management, distribution, fees, and oversight of the Strategist Solutions® Program. Certain of these conflicts may also apply to the Strategists and other entities that support and receive compensation from the Strategist Solutions® Program. We have certain administrative agreements with our parent, Jackson®, to receive technological, administrative and financial support. The compensation paid to our parent under these agreements will increase accordingly as we continue to grow our business.

In addition, Curian Capital or the Co-Advisor may receive payments from the Strategists for promoting and administering the Program. These payments present a potential conflict of interest because we may have a financial incentive to recommend selection of a particular Model Portfolio on your behalf that results in enhanced compensation.

The services offered under the Strategist Solutions® Program may cost you more or less than obtaining the same services separately or through other channels. Factors that bear upon the cost of the Strategist Solutions® Program in relation to the cost of the same services purchased separately include the type and size of the Model Portfolio upon which your account's investments are based, the historical and expected size or number of trades associated with a particular Model Portfolio, and the number and range of supplemental advisory and related services provided under the Strategist Solutions® Program. Additionally, we may provide discounts from the basic fee arrangement to our employees, employees of our parent and affiliates, and Representatives.

Strategists may also have a conflict as a result of managing similar strategies and making competing investment and trading recommendations for other clients involving the same mutual funds and ETFs held in Strategist Solutions® Program accounts. They may also have a business relationship or relationships with certain mutual funds and ETFs, which might influence their decision to include and trade such investments in a strategy. Strategists managing similar strategies for clients are not constrained to acquire, hold and sell the same security for all of their clients. Additionally, trades placed for you may be subject to price movements that may result in you receiving prices which are less favorable than those obtained by the Strategists for other client accounts. This may result in potential differences and/or dispersion in the performance of the Strategist's other client accounts compared to the results obtained in the Strategist Solutions® Program.

We are also investment advisor to the Curian Custom Style Portfolio managed account program, which may involve the use of ETFs or mutual funds that are the same as or different from ETFs or mutual funds used in the Strategist Solutions® Program.

We, the Co-Advisor and our affiliates may enter into marketing agreements with the Strategists selected for participation in the Program under which the Strategists may share in a portion of the expenses of marketing the Program. Our parent and other related entities may have similar arrangements with these entities and other third party managers to concurrently promote the distribution of proprietary or other investment products including, mutual funds, managed accounts, variable annuities, and other alternative products. These arrangements may or may not necessarily

result in additional assets under management or result in a direct or indirect benefit to Curian Capital or Co-Advisor.

## **OTHER BUSINESS ACTIVITIES**

Curian Capital may modify or add different types of investments to the Strategist Solutions® Program to strengthen the financial capability of our investment platform and meet the ever-changing needs of our investors. Accordingly, we may enter into arrangements with other affiliated and/or unaffiliated entities to make certain investment products or asset classes (i.e., mutual funds, insurance, variable annuities, etc.) available to clients that supplement or complement the Strategist Solutions® Program. In doing so, our affiliates or we, may receive compensation either directly or indirectly from these arrangements. With regard to such activities, the nature of these arrangements, compensation received, and any affiliation for such products will be fully disclosed to investors interested in such products.

Certain of Curian Capital's management persons are registered representatives of Curian Clearing, LLC, a SEC registered broker-dealer. None of Curian Capital's management persons are registered, or have an application pending to register, as a futures commission merchant, a commodity pool operator, a commodity trading advisor, or an associated person of any of these entities.

## **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING**

We have implemented procedures aimed at ensuring that employee and client transactions do not create a conflict of interest. Our Code of Ethics governs the professional conduct and personal securities trading of all officers, directors and employees of our firm. We require all supervised persons to obtain prior approval on transactions involving initial public offerings and private placements. Persons in our Asset Management Group and other individuals having access to investment and trading information as a regular part of their job must obtain prior approval on all non-exempt personal transactions in which they are a beneficial owner. We also receive duplicate brokerage confirmations and statements from their brokers to assist us in monitoring personal transactions to prohibit insider trading and ensure compliance with our Code of Ethics.

## **REVIEW OF PROGRAM ACCOUNTS AND REPORTS**

The Investment Policy Committee monitors the Strategists and their Model Portfolios to identify those situations that may warrant either a more detailed review or specific action. In addition, a performance report will be available to you and your Representative at least quarterly, and may include: (1) asset allocation of the Strategist Solutions® Program Account, (2) growth and performance of the Strategist Solutions® Program Account over various time periods, and (3) growth and performance of the Strategist Solutions® Program Account relative to a number of benchmarks. Your performance will be shown net of fees and calculated on a "time-weighted basis" (which your Representative can explain in more detail). Reports may also be provided to you on a more or less frequent basis, as agreed to in advance between you and your Representative.



You will also receive account statements at least quarterly from the Custodian that include such information as securities positions and values, changes in those values, transactions, and the movement of funds occurring during the reporting period. The account statements you receive from the Custodian are your official account statements. Please compare the information contained in the Custodian account statements with any account statements or reports you may receive from us, Co-Advisor or your Representative, and promptly report any discrepancies to our attention.

On at least a quarterly basis, by way of your Strategist Solutions® Program Account statement, we request that you provide any necessary updates to the information currently on file with Co-Advisor regarding your Strategist Solutions® Program Account. Your Representative or advisory personnel will contact you at least annually to verify your financial information and any restrictions on file with us, and to obtain any new or updated information concerning your financial situation that may reasonably be expected to affect our advice concerning your Strategist Solutions® Program Account, including whether you wish to impose or modify any restrictions on your Strategist Solutions® Program Account. For ERISA Account clients, your Representative or advisory personnel will contact the plan's representatives at least annually to verify that the plan's financial circumstances have not materially changed and that the Model Portfolio (including any applicable restrictions and/or modifications), previously chosen, remains consistent with the plan's funding goals.

## **UPDATES TO THIS BROCHURE**

We update this Wrap Fee Program Brochure when there are any material changes in this Strategist Solutions® Program or the services provided under the Program, but in any event we will amend it no less frequently than within ninety (90) days of the end of our fiscal year, or no later than March 31 of each year.

## **PRIVACY POLICY**

**Curian Capital's privacy policy is attached to this Wrap Fee Program Brochure.** Please note that Co-Advisor will have its own privacy policies that may contain a different policy or procedure for opting out of information sharing, and that the Privacy Policy below only applies to Curian Capital's handling of your information. You should contact your Co-Advisor or your Representative for information regarding Co-Advisor's privacy policies.

## **CURIAN CAPITAL'S PRIVACY POLICY**

Preserving trust is a core value of Curian Capital, LLC, and our affiliates. We recognize that you expect us to protect information you provide us and to use it responsibly. We are strongly committed to fulfilling the trust that is the foundation of your expectations. For that reason, we have adopted and adhere to the following policy regarding the privacy of your personal information.

### **Information That We Collect**

We collect nonpublic personal information about you from some or all of the following sources:

- Information we receive from you on the new account forms, fact-finding questionnaires, and product applications;
- Your transactions with us, our affiliates, and those product sponsors with whom we have vendor or service agreements, or other arrangements for the provision of services to you;
- Consumer reporting agencies; and

- Affiliated or unaffiliated product sponsors with whom we have selling relationships and whose products you own.

### **Information That We Disclose**

We will not share nonpublic personal information concerning our current or former customers with affiliated or unaffiliated third parties, except as permitted by law. In accordance with the foregoing, we may disclose the information we collect to companies who help us maintain and service your Program Account. In addition, we may share this information to protect against fraud or to respond to subpoenas. To the extent permitted by law, we may disclose to either affiliated or unaffiliated third parties, any nonpublic personal information that we collect, as identified above.

Generally, we disclose customer nonpublic personal information to affiliates and unaffiliated third parties that provide services to us in order that we may more effectively and efficiently service your account. We also disclose your nonpublic personal information to affiliated or unaffiliated third parties with whom we have contractual relationships that allow us to provide the products or services that you have requested. Examples of third parties with whom we may share your nonpublic personal information include:

- Mutual fund companies, insurance companies and other product sponsors to effect purchases and sales and allow for the servicing of your account;
- The broker-dealer through whom we execute your equity and fixed-income transactions;
- Clearing agencies through which we clear and settle securities transactions;
- Third party investment advisory firms with whom we have relationships for the management of customer advisory accounts;
- Banks and other financial institutions with which we have arrangements for the marketing and sale of our products and services;
- Companies that provide services to us to assist with the maintenance of required books and records, or to facilitate mailings on our behalf; and
- Except in states requiring customer opt-in for such information sharing, in the limited circumstance that your Financial Professional has ceased providing services on your account, other Financial Professionals who may be qualified to service your account (they will have no authority to service your account unless you enter into an agreement with them). Information shared with such Financial Professionals may include Client name, address and phone number, and the fact that Client has an account with Curian Capital. You may opt out of such information sharing with other Financial Professionals by signing below and returning this form within 30 days to the address listed above.

Please do not share my account information with other Representatives in the event that my Financial Professional has ceased providing services on my account.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Where we share your nonpublic personal information with third parties for the purposes noted above, we ensure that there are contractual restrictions on their use and disclosure of that information.

### **Steps We Take To Protect Your Information**

We have security practices and procedures in place to prevent unauthorized use or access to your nonpublic personal information. Internally, your information is only available to those employees requiring access to process or service your transactions with us, and those employees fulfilling compliance, legal, or audit functions on our behalf. In order to prevent access by unauthorized personnel, we employ other physical, electronic, and procedural safeguards to ensure that protection of your information in accordance with state and federal privacy regulations.