

Thrivent Investment Management Inc. Managed Account Program Brochure

December 2015

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This wrap fee program brochure provides information about the qualifications and business practices of Thrivent Investment Management Inc. If you have any questions about the contents of this brochure, please contact us at the telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about Thrivent Investment Management Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Thrivent Investment Management Inc. is a registered investment adviser. Registration as an investment adviser does not imply a certain level of skill or training.

MATERIAL CHANGES

Amended December 2015

The following information is a summary of the material changes to the Thrivent Investment Management Inc. Managed Account Program Brochure since the March 2015 annual update. All information contained in this Brochure remains the same with the exception of the language provided below. The material changes summarized below were also incorporated within this Brochure.

Under the heading “Services, Fees and Compensation”

- Each of the Models found in Advantage invests primarily in the institutional share class of Thrivent Mutual Funds. Institutional or other advisory share class mutual funds do not charge Rule 12b-1 fees and typically have lower expenses than other share classes (e.g., no-load or load-waived share classes).
- To the extent that Funds charge distribution or Rule 12b-1 fees, Thrivent and/or your Investment Advisor Representative generally will retain those fees (except in the case of Retirement Accounts, as described below).

If, at any time, you would like to receive an additional Brochure, please contact us at the phone number on this Brochure’s cover page or ask your investment advisor representative.

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SERVICES, FEES, AND COMPENSATION

This Brochure provides information regarding various investment advisory and managed account services sponsored by Thrivent Investment Management Inc. ("Thrivent") including:

- Thrivent Advisor ("Advisor"),
- Thrivent Advantage Managed Portfolios ("Advantage"),
- Thrivent SELECT Managed Portfolios ("SELECT"),
- Thrivent Income-Focused Managed Portfolios ("Income-Focused Portfolios"),
- Thrivent Separately Managed Account ("SMA"); and
- Thrivent Unified Managed Portfolio 1.0 and 2.0 ("UMA").

The Advisor, Advantage, SELECT, Income-Focused Portfolios, SMA, and UMA services are all part of Thrivent's Managed Account Program (the "Program"). The Program also includes a discretionary investment advisory service called Thrivent Advisor Guided ("Advisor Guided") where your investment advisor representative ("Investment Advisor Representative") manages your portfolio of assets and has discretion with your account to buy, sell, and otherwise effect transactions in Eligible Program Assets. If you are interested in learning more about Advisor Guided, please ask your Investment Advisor Representative for a copy of the Thrivent Investment Management Inc. Managed Account Program Thrivent Advisor Guided Service brochure. At this time, Advisor Guided is only available through a limited number of Investment Advisor Representatives.

Through the Program, you will receive ongoing investment advice, brokerage, and related services, including custody and reporting, all provided to you for an annual fee ("Program Fee"). You should be aware that the Program and the various services may cost you more or less than purchasing the services separately.

In the Program, Thrivent and the Platform Manager (as that term is defined below), as applicable, and other investment managers ("Sub-Managers") will provide you with investment advisory services. The Program is made available through Thrivent and Envestnet Asset Management, Inc. ("Platform Manager"), a registered investment adviser and unaffiliated company that operates the technology platform on which the Program functions. Platform Manager may from time to time provide investment advice to Thrivent. For both SMA and UMA, the managed account services that Sub-Managers provide are pursuant to agreements between Platform Manager and the applicable Sub-Manager(s). Thrivent and your Investment Advisor Representative will be the sole provider of investment advisory services in Advisor, Advantage, SELECT, and Income-Focused Portfolios. Please see below for further discussion regarding the investment advisory and portfolio management services, fees, and costs. As of December 31, 2014, on a discretionary basis, Thrivent had approximately \$1,674,726,384 in assets under management. As of December 31, 2014, on a non-discretionary basis, Thrivent had approximately \$6,065,166,669 in assets under management. As of December 31, 2014, Thrivent had approximately \$254,193,930 in assets in services where a third-party manager maintains discretion over the assets. Program assets are custodied by National Financial Services LLC ("NFS"), Member NYSE/SIPC, a Fidelity Investments® company. Thrivent is not affiliated with NFS.

PROGRAM OVERVIEW

The managed account services available within the Program include both non-discretionary and discretionary asset management services where you pay a Program Fee for the management of assets in various asset classes and styles and/or model portfolios created by Thrivent and its affiliates, Platform Manager, or Sub-Managers. Generally, the Program Fee will be charged on all eligible Program assets ("Eligible Program Assets"). Further details on the Program Fee can be found in the sections below and in the section titled "Fees".

Depending on the particular service, your Account may be invested in a variety of Eligible Program Assets, including but not limited to, listed and unlisted stocks, exchange-traded funds ("ETFs"), exchange-traded notes

("ETNs"), bonds, certain open-end mutual funds (load-waived and no-load), closed-end funds, certain options positions (i.e., positions that do not involve the use of margin), commercial paper, certificates of deposit, and municipal securities. Eligible Program Assets may not be the same for all managed account services within the Program. Please consult the applicable client agreement ("Client Agreement") for further details on Eligible Program Assets. Generally, Thrivent does not allow the purchase of certain non-traditional (i.e., inverse or leveraged) ETFs, ETNs, or mutual funds within the Program or within other types of Thrivent accounts. In certain instances, assets not meeting the parameters of the Program may be held in your Account as an accommodation ("Ineligible Program Assets"). Ineligible Program Assets will not be part of the Program for purposes of your Program Fee. Further information on custodial fees and charges related to certain Ineligible Program Assets can be found in the "Fees" section below. Please note that holding Ineligible Program Assets, even temporarily, does not obligate either Thrivent or your Investment Advisor Representative to provide investment advice or other related Program services with respect to the Ineligible Program Assets.

Among the mutual funds available are those advised by a Thrivent affiliate ("Thrivent Funds"). Advantage invests primarily in Thrivent Funds except as described below in "Advantage" and "Cash Management", including with respect to the use of an unaffiliated money market fund within the service. SELECT and Income-Focused Portfolios may also invest in Thrivent Funds. While Advisor is a non-discretionary service, your Investment Advisor Representative may recommend investing in Thrivent Funds. Thrivent Asset Management, LLC serves as investment manager to the Thrivent Funds and receives a management fee for its services as disclosed in the applicable Thrivent Funds' prospectuses. Thrivent and its affiliates may earn distribution and other fees, including 12b-1 fees, in connection with the Thrivent Funds. As a shareholder, you will pay your proportionate share of the fund's advisory, administrative, and Rule 12b-1 fees. These fees are in addition to the Program Fee you pay for enrollment in the Program. Generally, it is more profitable for us if you purchase products that are underwritten and advised by Thrivent and its affiliates, such as Thrivent Funds. Please see "Fees", "Additional Program Fee Information", and "Additional Information--Other Financial Industry Activities and Affiliations" below for further information related to this conflict of interest.

If you decide to participate in the Program, you will sign a Client Agreement with Thrivent and Platform Manager. The Client Agreement specifies the terms and conditions that govern your participation in the applicable managed account service(s) included in the Program. You will also complete an investment profile questionnaire ("Investor Profile") designed to gather information about your financial situation, risk tolerance, time horizon, investment objectives, and any other relevant information ("Financial Information"), including, as applicable, any reasonable investment restrictions on the management of your Account. Thrivent and your Investment Advisor Representative do not, and will not, independently verify any information you provide to us, even if the information relates to assets you hold with us. Based on an analysis of the Investor Profile, Thrivent and your Investment Advisor Representative will recommend an investment strategy and managed account service through which the strategy can be implemented. For the SMA and UMA services, Thrivent will notify Platform Manager, and Platform Manager will notify applicable Sub-Manager, of the information contained in your Investor Profile and any written changes that you may submit.

Investment Advisor Representatives may work with you either individually, among a team, or in partnership with other Investment Advisor Representatives, financial representatives, and/or support staff. If your Investment Advisor Representative works with other financial representatives and support staff, you should be aware that these individuals may have access to your Account and other information and may be responsible for certain aspects of servicing your Account and/or relationship. For instance, these other financial representatives may enter trades at your request, participate in the preparation of portfolio reviews, perform research, and be available to answer general questions you may have related to your Account. Protecting the privacy of your data is a responsibility we take very seriously. The practices and procedures Thrivent has in place to protect and safeguard your data are rigorous, thorough, and include strict standards of security. Thrivent has physical, electronic, and procedural safeguards in place to help protect your data. Please refer to our Privacy Notice

provided to you annually, or review our policies on thrivent.com, regarding the protection of your information and your information sharing choices.

Below we discuss Advisor, Advantage, SELECT, Income-Focused Portfolios, SMA, and UMA in more detail, including the fees and compensation for each service.

ADVISOR

Advisor is a non-discretionary advisory service that provides you with access to a variety of investments. Assets that are eligible for inclusion in this service can be found in your Client Agreement. The minimum Account size for Advisor is generally \$100,000. Your Investment Advisor Representative will provide you with professional investment advice and help you develop an asset allocation strategy or model portfolio. It is solely your decision to implement any investment recommendations provided by either Thrivent or your Investment Advisor Representative. Your Investment Advisor Representative may use a variety of methods and resources to construct a recommended asset allocation in a manner that is consistent with, among other things, your responses in your Investor Profile and your overall financial goals and investment objectives. The resources utilized may in some cases include research and/or model management services for which your Investment Advisor Representative has contracted to receive from a third-party provider. Thrivent does not directly contract with unaffiliated third-party providers. Your Investment Advisor Representative is expected to conduct adequate due diligence regarding all recommendations made to you, including model portfolios. You are encouraged to ask your Investment Advisor Representative about any third-party providers they may utilize in providing you the Advisor service. You should also review a copy of the provider's disclosure brochure (Part 2A of Form ADV). Please note that not all providers have a disclosure brochure as the Part 2A of Form ADV is a required document only for registered investment advisers.

Rebalancing. The asset allocation model developed and recommended to you includes established parameters from which the model portfolio generally may deviate or vary from its original allocation before your Investment Advisor Representative may recommend that the portfolio be rebalanced to its original allocation ("Program Rebalancing Recommendations"). You may request your Investment Advisor Representative to contact you when there are Program Rebalancing Recommendations that have been mutually agreed upon by you and your Investment Advisor Representative, or you may contact your Investment Advisor Representative to request account rebalancing. Program Rebalancing Recommendations should also be discussed with your Investment Advisor Representative during your Account review(s). It is solely your decision to implement any Program Rebalancing Recommendations.

Rebalancing may have adverse tax consequences for your Account. Please keep in mind that Thrivent and its representatives do not provide tax advice. You should consult with your tax adviser for such advice.

Advisor Fee Schedule. For the managed account services provided under Advisor, you will be charged the Program Fee in accordance with the Program Fee schedule below. Program Fees may be negotiable under certain circumstances. You may be eligible for a household billing rate if you or members of your household have one or more Accounts in the Advisor and/or Advisor Guided services. Please see "Fees" and "Additional Program Fee Information" below for further information.

Value of Eligible Program Assets	Maximum Program Fee (annual as a % of assets)	Client Fee Credit Amount of 0.45%*	Net Direct Program Fee (annual as a % of assets)
Up to \$100,000	2.45%	0.45%	2.00%
\$100,000 - \$249,999	2.20%	0.45%	1.75%
\$250,000 - \$499,999	1.95%	0.45%	1.50%
\$500,000 - \$999,999	1.95%	0.45%	1.50%

Value of Eligible Program Assets	Maximum Program Fee (annual as a % of assets)	Client Fee Credit Amount of 0.45%*	Net Direct Program Fee (annual as a % of assets)
\$1,000,000 - \$2,999,999	1.70%	0.45%	1.25%
\$3,000,000 - \$4,999,999	1.45%	0.45%	1.00%
\$5,000,000 - \$9,999,999	1.40%	0.45%	0.95%
\$10,000,000 or above	1.35%	0.45%	0.90%

*Actual credit amount may be greater than 0.45%. See "Additional Program Fee Information" below.

ADVANTAGE

Advantage is a discretionary asset management service in which you pay a Program Fee for the management of assets invested primarily in Thrivent Funds (except as noted below), brokerage execution services, performance monitoring, reporting, custody, and other related services. The minimum Account size for Advantage is generally \$25,000. Thrivent and your Investment Advisor Representative will initially work with you to help you choose an investment strategy that identifies a particular asset allocation model (the "Model"), which is described in more detail below. Each Model is created and maintained by a committee (the "Investment Committee"), which currently consists of personnel from Thrivent and an affiliated registered investment adviser, Thrivent Asset Management, LLC. The make-up of the Investment Committee personnel, as described below in the "Investment Committee Management of Advantage, SELECT, and Income-Focused Portfolios" section, may change from time to time.

Each of the Models found in Advantage invests primarily in the institutional share class of Thrivent Mutual Funds. Institutional or other advisory share class mutual funds do not charge Rule 12b-1 fees and typically have lower expenses than other share classes (e.g., no-load or load-waived share classes). Funds may be selected when the Investment Committee decides to include an asset class or investment type in the Models for which there is no representative Thrivent Fund. We and/or our affiliates may earn advisory, distribution, and other fees from the use of Funds. These fees are in addition to the Program Fee for Advantage. It is more profitable for us if you purchase products that are underwritten and advised by Thrivent and its affiliates, such as the Thrivent Funds. Please see "Additional Program Fee Information" and "Additional Information--Other Financial Industry Activities and Affiliations" below for further information related to this conflict of interest. A small percentage of your assets may be held in a money market mutual fund to facilitate the payment of fees. A tax-sensitive version of each Model is available. Tax-sensitive Models are managed with a focus on potential tax implications, including, but not limited to, the amount of trading and rebalancing activity of the Model and the inclusion of certain municipal bond funds in the Model.

The Models currently offered include:

- *Aggressive Allocation:* This Model seeks long-term growth of capital by implementing an aggressive overall asset allocation strategy. Generally, this Model is expected to maintain an allocation of approximately 93% equity funds and 7% invested in bond funds and cash instruments.
- *Moderately Aggressive Allocation:* This Model seeks long-term capital growth by implementing a moderately aggressive overall asset allocation strategy. Generally, this Model is expected to maintain an allocation of approximately 77% equity funds and 23% invested in bond funds and cash instruments.
- *Moderate Allocation:* This Model seeks long-term capital growth while attempting to provide reasonable stability of principal by implementing a moderate overall asset allocation strategy. Generally, this Model is expected to maintain an allocation of approximately 57% equity funds and 43% invested in bond funds and cash instruments.
- *Moderately Conservative Allocation:* This Model seeks long-term capital growth while attempting to provide reasonable stability of principal by implementing a moderately conservative overall asset

allocation strategy. Generally, this Model is expected to maintain an allocation of approximately 37% equity funds and 63% invested in bond funds and cash instruments.

- **Conservative Allocation:** This Model seeks a high level of current income consistent with stability of principal while maintaining prospects of modest long-term capital growth by implementing a conservative asset allocation strategy. Generally, this Model is expected to maintain an allocation of approximately 27% equity funds and 73% invested in bond funds and cash instruments.

A selection process is employed by the Investment Committee before a Thrivent Fund is made available through Advantage. This process takes into consideration the asset class and composition of a particular Thrivent Fund and its fit within a Model based on other Thrivent Funds held within the Model. The full composition of the Model will be reviewed relative to risk and return metrics and expenses. Thrivent Funds selected by the Investment Committee will reflect the Committee's judgment regarding which Thrivent Funds are most appropriate for inclusion in Advantage and will take into account each Thrivent Fund's effect on each applicable Advantage portfolio as a whole. The Investment Committee may also take into consideration its extensive knowledge of the Thrivent Funds, including risk controls and style consistency. The Investment Committee may select Funds for inclusion in the Models (as described above), based on either a short-term, tactical basis or as a longer-term, strategic position. The Investment Committee monitors asset class movement that could result in investment style drift. Generally, the Models' equity/fixed income mix will not vary by more than 10 percentage points for 30 consecutive days (e.g., a Model with a strategic target allocation of 57% equity and 43% fixed income generally will be reallocated or rebalanced when the allocation is more than 67% equities or less than 47% equities). The Investment Committee employs a tactical approach that can often result in changes to asset class mixes for any of the Models even when a particular Model is within its respective long-term strategic target allocations.

Please see the "Investment Committee Management of Advantage, SELECT, and Income-Focused Portfolios" section of this Brochure for further important information related to the Investment Committee's management and periodic review of the Advantage portfolios.

Advantage Fee Schedule. For the services provided under Advantage, you will be charged the Program Fee in accordance with the Program Fee schedule below. The Program Fee may be negotiable. You may be eligible for a household billing rate if you or members of your household have one or more Accounts within Advantage. Please see "Fees" and "Additional Program Fee Information" below for further information.

Value of Eligible Program Assets	Maximum Program Fee (annual as a % of assets)	Credit Amount of 0.85%*	Net Direct Program Fee (annual as a % of assets)
Up to \$100,000	2.45%	0.85%	1.60%
\$100,000-\$249,999	2.40%	0.85%	1.55%
\$250,000-\$499,999	2.35%	0.85%	1.50%
\$500,000-\$999,999	2.30%	0.85%	1.45%
\$1,000,000 and above	2.20%	0.85%	1.35%

*Actual credit amount may be greater than 0.85%. See "Fees" and "Additional Program Fee Information" below.

SELECT

SELECT is a discretionary asset management service in which you pay an asset-based fee for the management of assets, brokerage execution services, performance monitoring, reporting, custody, and other related services. The minimum Account size for SELECT is generally \$100,000. Thrivent and your Investment Advisor Representative will initially work with you to help you choose an investment strategy that identifies a particular

asset allocation Model. Each Model is created and maintained by the Investment Committee as described above in "Advantage."

Each of the Models invests in Funds, including Thrivent Funds. We and/or our affiliates may earn advisory, distribution and other fees from Funds. Please see "Additional Program Fee Information" and "Additional Information--Other Financial Industry Activities and Affiliations" below for further information related to this conflict of interest. A small percentage of your assets may be held in a money market mutual fund to facilitate the payment of fees. A tax-sensitive version of each Model is available. Tax-sensitive Models are managed with a focus on potential tax implications, including but not limited to the amount of trading and rebalancing activity of the Model, the inclusion of certain municipal bond funds in the Model, as well as the potential inclusion of Funds in which the portfolio manager is managing in a tax sensitive manner.

The Models currently offered include:

- *Aggressive Allocation:* This Model seeks long term growth of capital by implementing an aggressive overall asset allocation strategy. Generally, this Model expects to maintain an allocation of approximately 93% equity funds and 7% invested in bond funds and cash instruments.
- *Moderately Aggressive Allocation:* This Model seeks long-term capital growth by implementing a moderately aggressive overall asset allocation strategy. Generally, this Model expects to maintain an allocation of approximately 77% equity funds and 23% invested in bond funds and cash instruments.
- *Moderate Allocation:* This Model seeks long-term capital growth while attempting to provide reasonable stability of principal by implementing a moderate overall asset allocation strategy. Generally, this Model expects to maintain an allocation of approximately 57% equity funds and 43% invested in bond funds and cash instruments.
- *Moderately Conservative Allocation:* This Model seeks long-term capital growth while attempting to provide reasonable stability of principal by implementing a moderately conservative overall asset allocation strategy. Generally, this Model expects to maintain an initial allocation of approximately 37% equity funds and 63% invested in bond funds and cash instruments.
- *Conservative Allocation:* This Model seeks a high level of current income consistent with stability of principal while maintaining prospects of modest long-term capital growth by implementing a conservative asset allocation strategy. Generally, this Model expects to maintain an allocation of approximately 27% equity funds and 73% invested in bond funds and cash instruments.

The Investment Committee monitors asset class movement that could result in investment style drift. Generally, the Models' equity/fixed income mix will not vary by more than 10 percentage points for 30 consecutive days (e.g., a Model with a strategic target allocation of 57% equity and 43% fixed income generally will be reallocated or rebalanced when the allocation is more than 67% equities or less than 47% equities). The Investment Committee employs a tactical approach that can often result in changes to asset class mixes for any of the Models even when a particular Model is within its respective long-term strategic target allocations.

Please see the "Investment Committee Management of Advantage, SELECT and Income-Focused Portfolios" section of this Brochure for further important information related to the Investment Committee's management and periodic review of the SELECT portfolios.

SELECT Fee Schedule. For the services provided under SELECT, you will be charged the Program Fee in accordance with the schedule below. The Program Fee may be negotiable. You may be eligible for a household billing rate if you, or members of your household, have one or more Accounts within the SELECT and/or Income-Focused Portfolios services. Please see "Fees" and "Additional Program Fee Information" below for further information.

Value of Eligible Program Assets	Maximum Program Fee (annual as a % of assets)	Credit Amount of 0.45%*	Net Direct Program Fee (annual as a % of assets)
Up to \$100,000	2.30%	0.45%	1.85%
\$100,000-\$249,999	2.30%	0.45%	1.85%
\$250,000-\$499,999	2.15%	0.45%	1.70%
\$500,000-\$999,999	2.00%	0.45%	1.55%
\$1,000,000-\$2,999,999	1.90%	0.45%	1.45%
\$3,000,000-\$4,999,999	1.70%	0.45%	1.25%
\$5,000,000-\$9,999,999	1.55%	0.45%	1.10%
\$10,000,000 and above	1.40%	0.45%	0.95%

*Actual credit amount may be greater than 0.45%. See "Additional Program Fee Information" below.

INCOME-FOCUSED PORTFOLIOS

Income-Focused Portfolios is a discretionary asset management service in which you pay an asset-based fee for the management of assets, brokerage execution services, performance monitoring, reporting, custody, and other related services. The minimum Account size for Income-Focused Portfolios is generally \$100,000. Thrivent and your Investment Advisor Representative will initially work with you to help you choose an investment strategy that identifies a particular Model. Each Model is created and maintained by the Investment Committee as described above in "Advantage".

The Models invest primarily in Funds, including Thrivent Funds that seek to produce dividends or interest income. However, investing involves risks and there is no guarantee that the models will achieve the stated objectives. We and/or our affiliates may earn advisory, distribution, and other fees from Funds. Please see "Additional Program Fee Information" and "Other Financial Industry Activities and Affiliations" below for further information related to this conflict of interest. A small percentage of your assets may be held in a money market fund to facilitate the payment of fees.

The Models currently offered include:

- *Series 300 and Series 300 Reinvest:* These Models seek to provide a modest level of income and volatility by implementing an investment strategy that generally emphasizes funds that produce dividend or interest income.
- *Series 700 and Series 700 Reinvest:* These Models seek to maximize income while managing volatility by implementing an investment strategy that generally emphasizes fixed income and dividend-paying stock funds.

Series 300 and Series 700: These Models are generally intended for clients who are looking to supplement their retirement income through the periodic distributions of dividends and interest income from the Account. Interest and any dividends from the investments in these Models will not be reinvested into the Model, a money market fund, or other similar investment. These monies will be pooled and remain separate from assets in the Model for the purpose of periodic distributions as specified by you. The assets held within the separate pool will be included in the calculation of the Program Fee. In addition to the dividends, if any, and interest income distribution from these Models, please review the Client Agreement for further information on withdrawals and distribution options.

Series 300 Reinvest and Series 700 Reinvest: These Models are generally intended for clients who are seeking a similar strategy offered by the Series 300 and Series 700 Models but prefer to have any investment income reinvested. Interest income and any dividends from the investments in these Models will be reinvested

back into the applicable Model. Unlike the Series 300 and Series 700 Models, these Models are not designed for the periodic distributions of any dividends and interest income. Please review the Client Agreement for further information on withdrawals and distribution options, including potential tax consequences.

The Investment Committee reviews the Models for asset class movement that could result in investment style drift. Generally, the Models' holdings will not vary from their target allocations by more than 10 percentage points for 30 consecutive days. For instance, a position with a 15% target weight would be reallocated or rebalanced when the allocation is more than 25% or less than 5% of the Model.

While fixed income has traditionally been considered a more conservative investment in comparison to equity securities, it is an investment with associated risks that should be considered before investing. A fixed income investor cannot expect to experience moderate to higher levels of income, or moderate to higher levels of yield, without assuming some or all of the potential risks associated with the underlying investments. While there are various risks specific to fixed income investing, some of the primary risks for an income-focused portfolio include credit risk, which is the risk of default; duration risk, which is the sensitivity of a bond to a change in interest rates; and interest rate risk, which is the risk that a fixed income investment can decline in value if interest rates rise. In a low interest rate market environment, the risk that rates will rise means the value of the investments may fluctuate and/or decline, including the possibility that you may lose money by investing in the portfolio. For more information about these, and other potential risks, please refer to the applicable prospectuses for the underlying investments in the Income-Focused Portfolios.

Please see the "Investment Committee Management of Advantage, SELECT, and Income-Focused Portfolios" section of this Brochure for further important information related to the Investment Committee's management and periodic review of the Income-Focused Portfolios.

Income-Focused Portfolios Fee Schedule. For the services provided under Income-Focused Portfolios, you will be charged the Program Fee in accordance with the schedule below. The Program Fee may be negotiable. You may be eligible for a household billing rate if you, or members of your household, have one or more Accounts within the Income-Focused Portfolios and/or SELECT services. Please see "Fees" and "Additional Program Fee Information" below for further information.

Value of Eligible Program Assets	Maximum Program Fee (annual as a % of assets)	Credit Amount of 0.45%*	Net Direct Program Fee (annual as a % of assets)
Up to \$100,000	2.30%	0.45%	1.85%
\$100,000-\$249,999	2.30%	0.45%	1.85%
\$250,000-\$499,999	2.15%	0.45%	1.70%
\$500,000-\$999,999	2.00%	0.45%	1.55%
\$1,000,000-\$2,999,999	1.90%	0.45%	1.45%
\$3,000,000-\$4,999,999	1.70%	0.45%	1.25%
\$5,000,000-\$9,999,999	1.55%	0.45%	1.10%
\$10,000,000 and above	1.40%	0.45%	0.95%

*Actual credit amount may be greater than 0.45%. See "Additional Program Fee Information" below.

INVESTMENT COMMITTEE MANAGEMENT OF ADVANTAGE, SELECT, AND INCOME-FOCUSED PORTFOLIOS

With regard to the management of Advantage, SELECT, and Income-Focused Portfolios, the Investment Committee employs both strategic and tactical management techniques based on an assessment of the economy, markets, and asset class movement. Actual allocations may vary from the target allocations over time. Advantage, SELECT, and Income-Focused Portfolios are managed by the Investment Committee, which

currently consists of personnel from Thrivent and an affiliated registered investment adviser, Thrivent Asset Management, LLC.

The Investment Committee will adjust the Models, i.e., the Funds, including any Thrivent Fund, included in the Models and the weighting, at its sole discretion and without prior or other notice to you. You may impose reasonable restrictions on the management of your Account, which may include a request that Thrivent not purchase one or more specific investments for your Account. In those instances, the Investment Committee will seek replacement investments or seek to reallocate among the remaining investments in the Model. Any restriction you impose is subject to the review and approval of the Investment Committee. A restriction that is inconsistent with the Model strategy, or unreasonable in light of the nature of the Program, may not be accepted. Reasonable restrictions that are accepted may affect the performance of the Account in comparison to other Accounts using the Models that have not selected similar restrictions.

A selection process is employed by the Investment Committee before a Fund, including any Thrivent Fund, is made available through Advantage, SELECT, or Income-Focused Portfolios. While Advantage invests primarily in Thrivent Funds, for SELECT and Income-Focused Portfolios, this process takes into consideration a variety of both quantitative and qualitative criteria and includes, among other factors, an evaluation of the potential income, as applicable, and performance versus market indices and relevant peer groups with similar investment strategies. Other factors in the selection process include a review of the adherence to investment objectives, management style consistency, risk-adjusted return metrics, expenses, compliance and regulatory requirements, and integrity of the Fund family. Selections by the Investment Committee will reflect the Committee's judgment as to which Funds are most appropriate for inclusion in SELECT and Income-Focused Portfolios. In exercising its judgment, the Investment Committee may, for example, select a Fund that has underperformed its peers or its index in recent periods due to the investment into an asset class that the Investment Committee believes may be undervalued or they may choose an investment with higher volatility if they believe that such a selection could help diversify against risk in another portion of the applicable Models within SELECT or Income-Focused Portfolios.

The Investment Committee may also take into consideration its extensive knowledge of the Thrivent Funds, their risk controls, their style consistency, their regulatory and compliance infrastructure, and the fact that some Thrivent Funds are managed in a style that seek to optimize their effectiveness in such asset allocation programs as SELECT and Income-Focused Portfolios. There is no assurance that the Thrivent Funds will meet this objective. The Investment Committee's consideration of such factors may result in a significant portion of the assets of the portfolios of SELECT and Income-Focused Portfolios being invested in Thrivent Funds.

The Investment Committee may also validate internal analysis through certain methods, including but not limited to, on-site visits, due-diligence meetings with firm personnel, and written and verbal commentary.

Thrivent may enter into revenue sharing arrangements with certain Funds and their affiliates that participate in the Program. Please see "Additional Information--Other Financial Industry Activities and Affiliations" below for further information on these practices.

The Investment Committee periodically reviews the operations of each Fund, including any Thrivent Funds, for what it views as significant changes to investment management personnel, investment objectives, management style, and performance. The review process is performed at least annually and is based on information acquired from various sources that includes, but is not limited to, third-party software and data research providers as well as discussions and commentary with the respective management firms. Thrivent and/or your Investment Advisor Representative assume no responsibility for a selected manager's performance, compliance with applicable regulations, or other matters.

Advantage, SELECT, and Income-Focused Portfolios are designed to provide a tactical investment overlay on strategically designed portfolios. At least quarterly, the Investment Committee will review market and asset

class conditions and determine if and to the extent that allocation adjustments are necessary. For Advantage and SELECT, these adjustments may include changes to asset class weightings (for example, equities versus bonds, small-cap equities versus large-cap equities) and/or the addition or removal of certain sub-asset classes and changes to the underlying funds in the Model. For Income-Focused Portfolios, these adjustments may include changes to asset class weightings (for example shifting overall portfolio exposure to equities, government securities, investment-grade and high yield corporate bonds, floating rate bank loans, mortgage-backed securities, preferred stock, municipal bonds, or emerging market debt securities, as valuation metrics warrant) and/or reallocation of the portfolio. In addition, the portfolios may be rebalanced back to target weights due to market conditions. In an effort to help minimize short-term trading fees, please note that accounts open for less than 90 days may not reallocate until the following quarter.

Reallocation can have adverse tax consequences for your Account. While tax sensitive Models are available through Advantage and SELECT, Thrivent and your Investment Advisor Representative do not provide tax advice. You should discuss with your tax adviser whether a tax sensitive Model is appropriate for you as well as any other tax-related information related to any of the managed account services.

Current Investment Committee Members (may change from time to time)

Mark Dellen Anema

Vice President, New Product Development and Management, 2007-Present; Strategic Planning, 2004-2007

Education: M.B.A., University of Minnesota, 1999

A.B., University of Chicago, 1983

David Charles Francis

Vice President, Investment Equities, 2002-Present

Education: M.B.A., University of Pittsburgh, 1978

B.A., University of Pittsburgh, 1977

Professional Designation: CFA® - Chartered Financial Analyst¹

Kristine Joy Mogollon

Director, Investment Product Management, 2012-Present; Senior Investment Product Manager 2003-2012

Education: M.B.A., University of Minnesota, 1997

B.S.B., University of Minnesota, 1994

Professional Designation: CFA® - Chartered Financial Analyst

Mark Lien Simenstad

Vice President, Fixed Income Mutual Funds/Separate Accounts, 2002-Present

Education: M.B.A., University of Minnesota, 1983

B.A., St. Olaf College, 1981

Professional Designation: CFA® - Chartered Financial Analyst

Russell William Swansen

Senior Vice President and Chief Investment Officer, 2003-Present

Education: M.B.A., University of Minnesota, 1982

B.A., Gustavus Adolphus College, 1979

SMA

SMA is a separate account service sponsored by Thrivent that gives you access to discretionary investment advisory services rendered by selected Sub-Managers. The minimum Account size for this service is \$100,000

¹ Designation granted by the CFA Institute. The graduate-level, three-year self-study program includes examinations and requires individuals to adhere to a strict code of ethics governing their professional conduct.

for equity portfolios (those portfolios of listed and unlisted stocks and ETFs) and/or taxable fixed income portfolios and \$250,000 for non-taxable fixed income portfolios. Your Investment Advisor Representative and/or Thrivent will recommend Sub-Managers to you based on your Investor Profile and other relevant information as provided by you. These recommendations are intended to identify Sub-Managers with investment objectives and investment philosophies that are compatible with your situation and Investor Profile. It is solely your decision to accept or reject Sub-Managers recommended to you by Thrivent and your Investment Advisor Representative. Once you have selected a Sub-Manager(s), they will provide discretionary investment management services for your Account and you will not be able to direct Sub-Manager(s) to either purchase or sell securities for your Account. In managing Accounts, certain Sub-Managers utilize model portfolios developed by other investment managers ("Model Provider(s)") and made available to the Sub-Managers pursuant to agreements entered into between the Sub-Managers and Model Providers. As described in their respective Form ADV Part 2A and other applicable brochures, in these instances the Sub-Manager retains investment discretion for trading of the Account. It is important to note that Thrivent and your Investment Advisor Representative will not have discretionary trading authority over your Account.

Thrivent and Platform Manager provide access to "Approved" and "Available" Sub-Managers. Platform Manager employs a multi-phase approach to its research, selection of, and continuing due diligence on the Approved Sub-Managers. This due diligence is conducted based on, among other things, the Sub-Manager's investment management process, philosophy, and performance. Platform Manager provides an annual due diligence questionnaire to all Approved and Available Sub-Managers. This process is employed to help the Platform Manager gain a better understanding of, among other things, the internal processes, operational and data controls, background, and regulatory history of the Sub-Manager. In addition, Thrivent conducts a review of the information that has been provided by Available Sub-Managers to the Platform Manager. Please review Platform Manager's Form ADV Part 2A ("Platform Manager's Disclosure Brochure") for further details. You can request Platform Manager's Disclosure Brochure from your Investment Advisor Representative.

SMA Fee Schedule. For the services provided through SMA, you will be charged the Program Fee in accordance with the Program Fee Schedule below. The Program Fee may be negotiable under certain circumstances. You may be eligible for a household billing rate if you or members of your household have one or more Accounts within SMA. Please see "Fees" below for further information.

Value of Eligible Program Assets	Maximum Program Fee (annual as a % of assets)
\$100,000 - \$499,999	3.00%
\$500,000 - \$999,999	2.70%
\$1,000,000 - \$2,999,999	2.40%
\$3,000,000 - \$4,999,999	2.20%
\$5,000,000 - \$9,999,999	2.00%
\$10,000,000 or above	1.90%

UMA

UMA is an investment management program sponsored by Thrivent with overlay portfolio management services provided by Platform Manager. The minimum Account size for this Program is \$250,000. The service combines multiple investment styles using separate account managers, mutual funds, and/or ETFs to help facilitate diversification within an individually managed account. The service includes professional money management, manager due diligence, performance reporting, and associated services and support. Thrivent, through your Investment Advisor Representative, provides assistance in analyzing your investment objectives

and provides recommendations as to how you can most effectively allocate your account assets using model allocations provided by either Platform Manager (UMA 1.0) or by your Investment Advisor Representative (UMA 2.0). The recommendations of various investment vehicles ("Sleeve") are intended to correspond to the proposed asset classes and investment styles of the model allocations. A Sleeve is a distinct investment selection for accounting purposes (e.g., separate account manager, mutual fund, ETF). It is solely your decision to accept or reject recommendations, including separate account managers, mutual funds, and/or ETFs, made to you by Thrivent, your Investment Advisor Representative, or Platform Manager. Once you choose this managed account service, the Platform Manager, as the overlay portfolio manager, will implement a systematic process of coordinating and maintaining each investment within your portfolio and will rebalance your portfolio as needed to maintain your chosen investment allocation. The separate account manager(s) has discretionary investment authority over the management of the applicable Sleeve(s) within your Account. You will not be able to direct the separate account manager(s) and/or the Platform Manager to purchase or sell securities for your Account. However, you may request and direct changes to your model allocation and to the Sleeve(s) within your Account by working with your Investment Advisor Representative. Thrivent and your Investment Advisor Representative do not have discretion with respect to the Account.

UMA Fee Schedule. For the services provided through UMA, you will be charged the Program Fee in accordance with the Program Fee schedule below. The Program Fee may be negotiable under certain circumstances. You may be eligible for a household billing rate if you or members of your household have one or more Accounts within the UMA. Please see "Fees" for further information. The Program Fee may vary depending upon the asset classes in the Account. An Account with a higher percentage of assets managed by separate account managers will have a higher fee than accounts with a lower percentage of assets managed by separate account managers.

Value of Eligible Program Assets	Maximum Program Fee (annual as a % of assets)	Credit Amount of 0.45%*	Max Net Annual Fee (as a % of assets)
\$250,000 - \$499,999	3.45%	0.45%	3.00%
\$500,000 - \$999,999	3.15%	0.45%	2.70%
\$1,000,000 - \$1,999,999	2.85%	0.45%	2.40%
\$2,000,000 - \$2,999,999	2.55%	0.45%	2.10%
\$3,000,000 and above	2.45%	0.45%	2.00%

*Actual credit amount may be greater than 0.45%. See "Additional Program Fee Information" below.

CASH MANAGEMENT

Generally, upon the opening of your Account, you will elect and authorize uninvested cash balances in the Account to be "swept" into a money market mutual fund (the "Sweep Program"). If you do not elect a money market mutual fund, a default money market fund will be designated on your behalf. The money market mutual fund options available to you as part of the Sweep Program are not affiliated with Thrivent. As a shareholder, you will pay your proportionate share of the money market mutual fund's advisory, administrative, and Rule 12b-1 fees, in addition to the Program Fee on Account assets invested in money market mutual fund shares, to the extent permitted by applicable law. You will be provided applicable terms and conditions related to the Sweep Program that you should carefully review. We may change the products available through the Sweep Program or make other changes to the terms and conditions of the Program. We will provide notice to you of certain changes or modifications to the Sweep Program. If you are a client in a non-discretionary managed account service, you may deposit monies into the Account at any time and retain complete discretion over the investment of those monies in Eligible Program Assets. Deposits to the Account will initially be swept into a money market fund. Any dividends and all distributions paid on securities held in an Account will be paid in

cash or reinvested in additional shares of the paying securities.

With respect to Program assets in the Series 300 and Series 700 models of the Income-Focused Portfolios and those managed by one or more Sub-Managers and/or Platform Manager, any dividends and all distributions paid with respect to securities held in the Account will be paid in cash.

As described above in “Income-Focused Portfolios”, any dividends and interest from the Funds in the Series 300 and Series 700 models will not be invested in a money market fund or other similar investment and will not be reinvested into the Model. Instead, these monies will be pooled for the purpose of periodic distributions as specified by the client. As with Advantage, SELECT, and Income-Focused Portfolios, a portion of the Models may invest in money-market funds to facilitate the payment of your Program Fee. Please see “Income-Focused Portfolios” above for further information.

PROGRAM ACCOUNT REVIEWS AND REPORTS

The following Account features are available for all managed account services available in the Program unless otherwise indicated below.

Performance Reporting – You and your Investment Advisor Representative will receive quarterly performance reports detailing the following types of activity in your Account:

- Portfolio appraisal – reports on your portfolio’s holdings by asset class, current market value of all positions, and unrealized gains/losses.
- Realized gains and losses – indicates the gain or loss from a disposition of a security during the quarter.
- Quarterly performance – summarizes the current quarterly performance of the portfolio.
- Performance history – summarizes the performance of the entire account and compares it to various market indices.
- Cost basis – year-end summary statements provide cost basis information.

Consolidated quarterly performance reports may be available if you or members of your household have multiple Accounts within the Program with the same taxpayer identification number and/or household mailing address. If you elect to receive a consolidated quarterly performance report, you will be required to complete a separate authorization form.

Custodial Statements – You will receive customary custodial statements from NFS not less than quarterly. These statements contain information including, but not limited to, the cash balance of the account; type, name and amount of each security position held; the current market value of each security; account activity for the previous quarter period; and, if available, the unrealized gain or loss of each security.

Trade Confirmations – You will be sent confirmations of each purchase and sale transaction effected in your account and/or any other transaction where the firm is obligated to send you a confirmation. If you are enrolled to receive custodial statements and trade confirmations electronically, you will receive notification electronically when the applicable documents are available. Should Thrivent be unsuccessful in notifying you of the availability of these documents, we will automatically revert your account delivery preferences to paper delivery and mail you these documents.

If you are enrolled in SELECT, Income-Focused Portfolios, Advantage, SMA, or UMA, you may elect and consent to forego the receipt of trade confirmations at the time of each transaction and instead receive a quarterly confirmation summary report with your custodial statement. You can change your election to receive individual trade confirmations at any time and at no additional cost to you, in addition to requesting individual trade confirmations for any transaction. Please ask your Investment Advisor Representative for further information or to obtain a copy of the Managed Account Quarterly Confirmation Summary Request

authorization form. Similarly, you may also instruct Thrivent to direct NFS to send your trade confirmations for these Program services to Thrivent, Platform Manager, or the applicable Sub-Manager. If you provide such instruction, you will be provided a summary of all transactional activity in your custodial statement as described above.

FEES

Calculation of Program Fees. The following information regarding Program Fees applies to each managed account service available in the Program unless otherwise indicated below. As described above, the Program Fee, as payment for investment advice and related services, such as brokerage services, custody and reporting, will vary among clients and may be negotiable under certain circumstances. Several factors will typically be considered to determine your Program Fee, including but not limited to: (i) the managed account service(s) you have selected, (ii) the amount of assets in your Account, (iii) the complexity of your financial situation and subsequent analysis needed to determine a recommended asset allocation, (iv) the number of Accounts you have with the same taxpayer identification number and/or home mailing address, (v) in the case of Advisor, the level of anticipated or actual trading within the Program, (vi) the experience level and credentials of your Investment Advisor Representative, (vii) other applicable factors related to your personal financial situation, needs, and objectives; and, subject to certain conditions, (viii) whether you have previously paid a sales load or surrender charge to Thrivent or an affiliate on the assets or liquidation proceeds transferred into the Program.

For Advisor, Advantage, SELECT, and Income-Focused Portfolios, as described above, a portion of your Program Fee is paid to Thrivent and your Investment Advisor Representative for services provided by each of them. The amount of the fees paid to your Investment Advisor Representative and/or Thrivent are dependent upon the Program Fee agreed to by you and your Investment Advisor Representative and the amount of the fee payable to your Investment Advisor Representative pursuant to Thrivent's compensation policies.

For SELECT and Income-Focused Portfolios, a portion (currently 0.25%) of your Program Fee may be paid to an affiliate for services provided by the Investment Committee.

For SMA, a portion of your Program Fee, ranging from 0.15% to 0.75%, is paid to Sub-Manager(s). A portion of the remainder of the Program Fee is paid to Thrivent and your Investment Advisor Representative for their services.

For UMA, a portion of your Program Fee, ranging from 0.11% to 0.22% is paid to Platform Manager and for each separate account manager selected for the Account, an additional 0.02% will be paid to Platform Manager. A portion of the remainder of the Program Fee is paid to Thrivent and your Investment Advisor Representative for their services.

The initial Program Fee for the first calendar quarter (or part thereof) in which you participate in the Program will be calculated based on trade date values as of the date the Account is accepted by Thrivent. The Program Fee will be debited on approximately the 10th day of the following month (or the next business day if the 10th is a non-business day) after initial program assets are placed in the Account and shall be the Program Fee for the first calendar quarter (or part thereof) in which you participate in the Program(s). The initial Program Fee for any partial calendar quarter shall be pro-rated based on the number of calendar days in the partial quarter. Thereafter, the Program Fee shall be calculated at the beginning of each calendar quarter based on the trade date value of Eligible Program Assets up to and including account activity, inclusive of income accruals and dividends, which posts to the Account on the last business day of the prior calendar quarter. If an Account is opened, in the last month of a calendar quarter, the Program Fee will be calculated and debited for the remaining period in the calendar quarter plus the next calendar quarter on approximately the 10th day of the month (or the next business day if the 10th is a non-business day) day after initial program assets are placed into the Account. For example, an account that was opened on 9/10/14 would have fees debited on 10/10/14 for the periods 9/10/14-9/30/14 and 10/01/14-12/31/14.

For purposes of calculating your Program Fee, assets used to fund your Account that were purchased through Thrivent, and where you have paid either a sales load within the previous twenty-four (24) months or a surrender charge immediately prior to enrolling in the Program, may be excluded from the value of your Eligible Program Assets regardless of whether such assets were transferred in-kind or sold and the sales proceeds were used to fund the Account. You must disclose any such assets on the applicable form(s) when initially enrolling in the Program for applicable assets to be considered excluded assets. Applicable assets will be considered excluded from the value of your Eligible Program Assets for purposes of calculating your Program Fee for a period up to twenty-four (24) months from the date you paid the sales load or for the remaining surrender period of the assets not to exceed a twenty-four (24) month period. For instance, if you previously paid a sales load on the purchase of a Thrivent Fund and used the proceeds from the sale of that asset to fund your Account, the proceeds from the sale of the Thrivent Fund will be excluded from the assets on which your Program Fee is calculated for a period up to twenty-four (24) months from the date you paid the original sales load. Subsequent deposits into the Program that are invested into such assets, including automatic investment plans, and increases or decreases in the market value of such assets, will not be excluded from the assets used to calculate your Program Fee.

As noted above, Program Fees are negotiable.

If you have multiple Accounts with the same taxpayer identification number and/or home mailing address, you may be eligible to receive a reduced household billing rate applicable to all Accounts within either the same managed account service (i.e., all managed account services are in one of the following services: Advantage, SELECT, Income-Focused Portfolios, Advisor, SMA, or UMA) or similar managed account service (i.e., similar managed account services are between Advisor and Advisor Guided, and SELECT and Income-Focused). Your Investment Advisor Representative may have financial incentive to recommend services to you that could result in a higher Program Fee because you may not qualify for reduced household billing. This creates a potential conflict of interest. Investment Advisor Representatives are trained to review reduced household billing with clients when appropriate; however, you must complete and return the Household Billing Authorization Form to receive the reduced household billing rate. Thrivent and your Investment Advisor Representative may receive a financial benefit, in the form of a higher rate, should you qualify for, but opt out of, household billing. Discuss with your Investment Advisor Representative if you believe you are eligible for a reduced household billing rate or if you would like further information.

If you have multiple Accounts with the same taxpayer identification number and/or home mailing address, you may link the Accounts for purposes of billing by selecting a primary account ("Primary Account") from which to pay the Program Fees on behalf of the other linked Accounts on a quarterly basis. For linking purposes, Accounts do not need to be within the same or similar managed account service within the Program. The Account selected as the Primary Account may not be a Retirement Account (as that term is defined in this Section below).

Factors to Consider in Assessing Managed Account Services Costs. There are a number of factors to consider in assessing the costs of any of the managed account services in the Program. The combination of investment advisory, custodial and brokerage services, and the investment product offerings available through a particular managed account service in the Program may not be available separately. When purchasing no-load mutual funds within your Account, you will be paying a fee on assets that could otherwise be purchased directly from a no-load mutual fund outside of an advisory account. Factors such as where the assets are transferred from and how long you have held assets could affect how those assets will be billed for fee purposes. Please see "Fees" above for information on assets used to fund your Account or that you transfer into the Program where you have previously paid a sales load to Thrivent or its affiliates within a twenty-four (24) month period prior to enrollment in the Program. While mutual funds available through the Program are purchased without a sales load, the opportunity for mutual fund breakpoint discounts (if invested with the same mutual fund family) is available through a transaction based account or account held directly with the mutual fund company instead

of the ongoing advisory fee in the Program and you should consider these factors before selecting the services of the Program.

Before enrolling into the Program, you should determine whether the Program and which managed account service(s) offered through the Program are appropriate for you. While your Investment Advisor Representative and/or Thrivent will recommend to you one or more of the services available through the Program, you understand and agree that the decision to select one or more of the managed account services, as well as the decision to enroll into the Program, is solely yours. You should consider whether it is advantageous for you to enroll into the Program compared to paying separately for other products or services that may not offer the combination of investment advisory, custodial and brokerage services, and product offerings available as part of the Program. Other factors you should consider in making these determinations include, among other things, your desire for non-discretionary or discretionary managed account services; the cost and potential benefits of the Program; the potential risks; your investment objectives; the types of and number of investments you hold and intend to make, including the percentage of the overall portfolio that you intend to hold in a cash or money market investment; your desire for diversification across mutual fund families; in the case of Advisor, the frequency in which you expect to trade; and your anticipated use of other services and features specific to each managed account service as described in this Brochure.

At any time, an Account portfolio can vary greatly in the size, number, and diversity of the securities held due to, among other things, market conditions and your current investment needs and objectives. Generally, it is recommended that you diversify your holdings in an effort to help reduce your portfolio's overall market risk. Keep in mind that diversification does not ensure a profit or protect against loss. If you intend to hold a concentrated portfolio, including a concentrated position of cash or money market investment, for an extended period of time, you should consider other account product options (e.g., holding a money market position in a brokerage account) that may be more economically advantageous for you, although such account types generally will not offer you the combination of investment advice and related services you may receive through the Program. Other factors may be considered in selecting one or more of the services available through the Program, including the payment preference of an asset-based fee for the provision of investment advice and related services.

Your Investment Advisor Representative receives training related to offering investment advisory products and services. A component of that training focuses on the following factors relative to client needs and the suitability of the product or service recommendation, including but not limited to, expected trading levels, payment preference, and desire for ongoing advice.

Other Charges, Fees, and Expenses to Consider. As a mutual fund shareholder through any of the managed account services available in the Program, you will pay your proportionate share of each of those Funds' management fees, Rule 12b-1 (distribution) fees, shareholder servicing fees, and other charges and expenses (applicable periodically during the holding period and/or at the time you terminate your Agreement), as permitted by law. Each mutual fund has various share classes which have their own unique fees and expenses. These charges, fees, and expenses are in addition to the Program Fee and will vary among mutual funds as described in the applicable mutual fund prospectuses, and may include short-term trading fees. Many mutual funds offer an institutional class, or other share class, which generally have lower fees and expenses. If the applicable mutual fund purchase amount either meets or exceeds the applicable required minimum investment amount, such share class will be selected for both the initial and any subsequent purchases of the specific mutual fund.

To the extent that Funds charge distribution or Rule 12b-1 fees, Thrivent and/or your Investment Advisor Representative generally will retain those fees (except in the case of Retirement Accounts, as described below). Your Investment Advisor Representative has the ability to recommend Funds that do not offer an institutional or other lower cost share class in the Program and may recommend Funds that pay Thrivent and/or your Investment Advisor Representative distribution and Rule 12b-1 fees. As a result, it may be more profitable for Thrivent and your

Investment Advisor Representative if you elect to invest in such mutual funds. Thrivent manages this conflict by training its Investment Advisor Representatives on a variety of topics that include, but are not limited to, their responsibilities as a fiduciary and the duty of care owed to their clients and through Thrivent's policies and procedures to monitor and supervise your Investments Advisor Representative.

If your Account is a plan subject to the provisions of Title I, Part 4 of the Employee Retirement Income Security Act of 1974, a tax qualified plan of self-employed persons, or an individual retirement account or other plan within the meaning of section 4975(e) of the Internal Revenue Code of 1986, as amended (together, "Retirement Accounts"), you will receive a credit to your Program Fee in an amount that is at least equal to your pro rata share of Rule 12b-1 fees and similar marketing fees received by Thrivent or its affiliates from unaffiliated Funds or their affiliates (including the Fund's adviser). Please see Additional Program Fee Information below.

Fees and charges that are not included in the Program Fee, but may be incurred in addition to the Program Fee, include wire transfer fees, custodial and transaction fees for certain Ineligible Program assets, electronic fund and wire transfer fees, exchange fees, IRA and other qualified account fees, other miscellaneous charges, and other charges imposed by law. You will be billed separately for these other fees and charges. In addition, dealer mark-ups and market maker spreads may impact the price you receive when your trades are executed by NFS on your behalf.

Additional Compensation and Charges Applicable to Your Investment Advisor Representative. Your Investment Advisor Representative recommending the Program may receive additional compensation as a result of your participation in the Program. The amount of this compensation may be more or less than what the Investment Advisor Representative would receive if you participated in other Thrivent services or paid separately for investment advice, brokerage, and other services. In addition, the amount of compensation to the Investment Advisor Representative may vary among each of the services available through Thrivent, depending on, among other things, the level of trading in your Account. Depending upon the service you select, your Investment Advisor Representative may retain a higher percentage of the Program Fee negotiated for choosing one service over another. Therefore, the Investment Advisor Representative may have a financial incentive to recommend one service, such as the managed account services in the Program described in this Brochure, over other services offered by Thrivent. This could create a conflict of interest. Thrivent manages this conflict of interest through its new account or service suitability review process, surveillance, and training of your Investment Advisor Representative as it relates to the offering of investment advisory products and services.

An Investment Advisor Representative with Thrivent offers products and services other than the Program as described in this Brochure. Investment Advisor Representatives may be paid with commissions for the sale of these other securities or products. Similar Program services, or separate services, may be available with other investment advisers not affiliated with Thrivent.

Your Investment Advisor Representative may be subject to charges based on the level of trading in your Advisor Account, including executed transactions in, among other things, stocks and mutual funds. The Program has established parameters for the number of transactions within an account at no incremental cost to your Investment Advisor Representative. However, your Investment Advisor Representative may pay a ticket charge for each trade executed in the Account beyond such parameters within a 12-month period. You will not be charged for these transactions; however, you should be aware that your Investment Advisor Representative may be charged and this may create a potential conflict of interest. Since your Investment Advisor Representative may incur charges for executed transactions, this creates a potential conflict of interest in that your Investment Advisor Representative may have less incentive to make recommendations to you regarding changes, including transactions, to your portfolio. The training your Investment Advisor Representative receives includes information related to their fiduciary duty and related responsibilities to act in their client's best interest. Trades for certain mutual funds determined and maintained by NFS on a No Transaction Fee

("NTF") list are not included in these transaction parameters. Please ask your Investment Advisor Representative for further information on the NTF list.

ADDITIONAL PROGRAM FEE INFORMATION

Generally, it is more profitable for us if you purchase certain services that are sponsored and advised by Thrivent and/or its affiliates, such as the Advantage, SELECT, and Income-Focused Portfolios services. In addition, and as described above, eligible program assets for SELECT and Income-Focused Portfolios may include one or more Thrivent Funds. Eligible Program assets for Advantage are comprised primarily of Thrivent Funds. Our affiliates will earn advisory, distribution, and other fees in connection with Thrivent Funds. As a result, we may have a conflict of interest when we recommend products to you that are advised, distributed, and issued by either us or our affiliates.

Each Account in the Program is charged an annual asset-based fee. The fee is based on a percentage of the total market value of the assets in the Account as of the last business day of the end of the quarter (the "Maximum Program Fee") for investment advisory services, the execution of transactions in the Account, and other services contemplated in the applicable Client Agreement. Fees deducted directly from the Account (the "Net Direct Program Fee") are calculated by deducting a credit amount ("Credit Amount") from the Maximum Program Fee. The purpose of the Credit Amount is to reduce the Maximum Program Fee by an amount at least equal to your pro rata share of the asset-based fees, if any, that Thrivent (and its affiliates) receives from all applicable mutual funds available under the Program and in which your Account invests. The Credit Amount is equal to the greater of: (i) 0.85% (for Advantage Portfolios) or 0.45% per annum of all assets in the Account (the "Standard Credit") or (ii) the actual amounts in investment management/advisory fees paid to Thrivent (and its affiliates) from the Funds, certain transfer agency fees and administrative servicing fees with respect to your Account investment in Funds (but not necessarily other Fund expenses such as custodial fees and other shareholder servicing fees that are paid directly or indirectly to third parties that are not affiliated with Thrivent). The total Credit Amount will be applied against your Maximum Program Fee to arrive at the Net Direct Program Fee. Thrivent may reduce, as needed, such credit by an amount equal to any portion of such fees that is not actually received by Thrivent or its affiliates. The Credit Amount applies to all managed account services in the Program *except* SMA.

ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

For Advisor, SELECT, and Income-Focused Portfolios, the minimum initial investment is generally \$100,000. However, you may be eligible to open Accounts below the stated minimums by aggregating Accounts you hold with Thrivent and/or its affiliates. Generally, all of the following criteria must be met for eligibility for such aggregation of applicable Accounts: (i) for Advisor or Income-Focused Portfolios, you must initially place, or currently hold greater than \$250,000 in assets with Thrivent or its affiliates; for SELECT, you must initially place, or currently hold, greater than \$150,000 in assets with Thrivent or its affiliates, (ii) no individual Account may be less than \$50,000 in market value upon Account opening, and (iii) at least one of the Accounts must meet the \$100,000 minimum investment requirement upon Account opening.

For Advantage, the minimum initial investment is \$25,000. For SMA, the minimum initial investment is \$100,000 for equity portfolios and \$250,000 for non-taxable fixed income portfolios. For UMA, the minimum initial investment is \$250,000.

In general, at least 90% of your planned initial investment as indicated on your "Statement of Investment Selection" must be received in order for the account opening process to be completed.

As an investment adviser, Thrivent provides investment management and advisory services to individuals, trusts, estates, charitable organizations, corporations, and other business entities.

Certain types of account registration may not be available through the Program, including certain tax-qualified retirement plans subject to ERISA. In limited circumstances, you may hold a non-qualified retirement plan within the Program subject to certain requirements including Thrivent's receipt of appropriate plan certification and other relevant documentation. Margin accounts are generally not available within the program.

PORTFOLIO MANAGER SELECTION AND EVALUATION

Thrivent's Selection of Your Investment Advisor Representative. As discussed below, the Advisor, Advantage, SELECT, and Income-Focused Portfolios services do not utilize third-party portfolio managers unaffiliated with Thrivent. Pertaining to the SMA and UMA services only, Thrivent and Platform Manager provide access to "Approved" and "Available" Sub-Managers. Platform Manager employs a multi-phase approach to its research selection of, and continuing due diligence on, the "Approved" Sub-Managers. This due diligence is conducted based on, among other things, the Sub-Manager's investment management process, philosophy, and performance. Platform Manager provides an annual due diligence questionnaire to all "Approved" and "Available" Sub-Managers. This process is employed to gain a better understanding of, among other things, the internal processes, operational and data controls, background and regulatory history of the Sub-Manager. In addition, Thrivent conducts a review of the information that has been provided by the "Available" Sub-Managers to the Platform Managers. Please review applicable Sub-Manager Disclosure Brochures and Platform Manager's Form ADV Part 2 for further details. Please keep in mind that Thrivent does not calculate the portfolio performance of Sub-Managers.

Your Investment Advisor Representative and/or Thrivent will recommend Sub-Managers to you based on your Investor Profile and other relevant information. These recommendations are intended to identify Sub-Managers with investment objectives and investment philosophies that are compatible with your situation and Investor Profile. It is solely your decision to accept or reject Sub-Managers recommended to you by Thrivent and your Investment Advisor Representative.

If Thrivent or Platform Manager terminates a Sub-Manager, we will ask you to select another Sub-Manager for your Account. If Thrivent is unable to reach you after a reasonable effort, Thrivent will appoint a replacement Sub-Manager for your Account in the same or similar investment style.

Conflicts of Interest Related to Portfolio Manager Selection and Evaluation. As described above in "Services, Fees, and Compensation", the Investment Committee for Advantage, SELECT, and Income-Focused Portfolios includes personnel from Thrivent and an affiliated investment adviser, Thrivent Asset Management, LLC. The Investment Committee is the sole provider of portfolio management services for the Advantage, SELECT, and Income-Focused Portfolios services. Thrivent has internal controls in place that are independent of the Investment Committee to monitor the Investment Committee's asset selection process.

Generally, it is more profitable for us if you purchase certain services that are sponsored and advised by Thrivent and its affiliates, such as the Advantage, SELECT, and Income-Focused Portfolios services. In addition and as described above in "Services, Fees and Compensation", Eligible Program Assets for SELECT and Income-Focused Portfolios may include one or more Thrivent Funds. Eligible Program Assets for Advantage are comprised primarily of Thrivent Funds. Our affiliates will earn advisory, distribution, and other fees in connection with Thrivent Funds. As a result, we may have a conflict of interest when we recommend services or investments to you that are advised, distributed, or issued by us or our affiliates. For instance, with respect to the Thrivent Funds in the context of the Advisor or UMA service, this means a conflict of interest exists when your Investment Advisor Representative recommends a Thrivent Fund. In the context of Advantage, SELECT, and Income-Focused Portfolios, this means that a conflict of interest exists when the Investment Committee purchases one or more Thrivent Funds for inclusion in the applicable portfolio(s). Although we will recommend services and investments to you that we believe are suitable for you, in light of

the potential conflict of interest, you should carefully evaluate each recommendation. Please see details related to this conflict of interest described above in “Services, Fees, and Compensation.”

Risks. As described above in “Services, Fees, and Compensation”, for the Advisor program your Investment Advisor Representative will provide you with, on a nondiscretionary basis, professional investment advice and help you develop an asset allocation strategy or model portfolio that is intended to help you work towards your financial goals. Thrivent and your Investment Advisor Representative do not have investment discretion over your Account. It is solely your decision to implement any investment recommendations provided by Thrivent or your Investment Advisor Representative.

Your Investment Advisor Representative may use a variety of methods and resources to construct a recommended asset allocation in a manner that is consistent with, among other things, your Investor Profile and your overall financial goals and investment objectives. The resources utilized may include research and/or model management services where your Investment Advisor Representative has contracted to receive from a third party provider. Thrivent does not directly contract with unaffiliated third-party providers. Your Investment Advisor Representative is expected to conduct adequate due diligence regarding all recommendations made to you, including model portfolios. You are encouraged to ask your Investment Advisor Representative about any third-party providers they may utilize in providing you the Advisor service. You should also review a copy of the provider’s disclosure brochure (Part 2A of Form ADV). Please note that Part 2A of Form ADV is a required document only for registered investment advisers; therefore, not all providers may have a disclosure brochure.

You may request your Investment Advisor Representative to contact you when there are rebalancing recommendations that have been mutually agreed upon by you and your Investment Advisor Representative, or you may contact your Investment Advisor Representative to request account rebalancing. Rebalancing recommendations should be discussed with your Investment Advisor Representative during your Account review(s). It is solely your decision to implement any rebalancing recommendations. Rebalancing may have adverse tax consequences for your Account that should be considered before implementation. Keep in mind that Thrivent and your Investment Advisor Representative do not provide tax advice. You should consult with your tax adviser for such advice.

Certain products and strategies, including those recommended by your Investment Advisor Representative, may present more risk than other strategies due to the nature and/or complexity of the product or strategy. For instance, an options strategy in Advisor may be complex and involve a higher degree of risk than other available strategies. The use of complex products and strategies are not suitable for all investors. Options involve risks that include, among others, the potential for loss of part or all of your options investment due to restrictions on exercising options imposed by regulatory bodies. The existence of a secondary market for options is not guaranteed. Your Investment Advisor Representative can provide you with copies of Thrivent’s Options Account Agreement and The Options Clearing Corporation’s *Characteristics & Risks of Standardized Options* brochure if you are interested in options investing. Review these documents before investing in options. The Options Clearing Corporation is not affiliated with Thrivent.

As noted above in “Program Overview”, Ineligible Program Assets may be maintained in the account as an accommodation to you. In certain instances, Thrivent will not liquidate Ineligible Program Assets, including those considered illiquid, unique, or hard-to-value assets, for reinvestment into the relevant Program without your specific authorization.

Thrivent does not charge performance-based fees for its Advisor service or any other Program or service.

Investing in a discretionary or non-discretionary investment wrap program (and its respective investment options) involves risks, including the possible loss of principal. Individual prospectuses for applicable securities, including mutual funds held in an account, contain more complete information on the investment

objectives, risks, charges and expenses of the investment company, which investors should read and consider before investing. To obtain prospectuses, contact your Investment Advisor Representative or call 800-THRIVENT (800-847-4836).

Proxy Voting. For Advisor, Advantage, SELECT, and Income-Focused Portfolios, Thrivent, its affiliates and Platform Manager, specifically disclaim any proxy voting duties, or other duties or responsibilities regarding corporate actions, with respect to the securities held in the Account. You will receive proxy materials, tender offer materials, prospectuses, shareholder reports, class action proceedings, or other shareholder information directly from NFS. Thrivent, its affiliates, and Platform Manager will not advise you on the voting of proxies or such other materials. For SMA and UMA, with respect to Eligible Program Assets managed by Platform Manager and/or one or more Sub-Managers, the respective manager will perform proxy voting duties and other duties or responsibilities regarding corporate actions with respect to the securities held in the Account.

CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

As described above in “Services, Fees, and Compensation”, you will complete an Investor Profile designed to gather details about your Financial Information, including, as applicable, any reasonable investment restrictions on the management of your Account. Thrivent and your Investment Advisor Representative do not, and will not, independently verify any information you provide to us, even if the information relates to assets you hold with us. Based on an analysis of the Investor Profile, Thrivent and your Investment Advisor Representative will recommend an investment strategy and managed account service through which the strategy can be implemented. In making this recommendation, your Investment Advisor Representative and/or Thrivent will consider factors it or they deem relevant, including but not limited to, your investment goals and objectives and any reasonable restrictions you choose to impose on the management of your Account(s). For the SMA and UMA services, Thrivent will notify Platform Manager, and Platform Manager will notify applicable Sub-Manager of the information contained on your Investor Profile, as well as any subsequent changes you submit to Thrivent in writing. Your Investment Advisor Representative will generally be available for consultation regarding the Program during normal business hours. Thrivent will also communicate with you at least quarterly to request that you contact Thrivent about any material changes to your Investor Profile or other relevant information. Any reasonable restrictions you wish to impose on the management of your Advantage, SELECT, or Income-Focused Portfolios account will be provided to the Investment Committee for approval.

CLIENT CONTACT WITH PORTFOLIO MANAGERS

With respect to the Advantage, SELECT, and Income-Focused Portfolios **only** and upon request, Thrivent will make members of the Investment Committee, or other qualified personnel, available to you to discuss the management of your Account. For SMA and UMA, Sub-Managers, or other qualified personnel, are available to you to discuss the management of your Account. Your Investment Advisor Representative will coordinate the contact with the appropriate personnel.

ADDITIONAL INFORMATION

DISCIPLINARY INFORMATION

In December 2014, Thrivent, without admitting or denying any finding, entered into a Letter of Acceptance, Waiver and Consent with FINRA that found Thrivent violated SEC rule 10b-10, NASD Conduct Rules 2230 and 2110 and FINRA Rules 2232 and 2010 by failing to deliver trade confirmations to Thrivent mutual fund shareholders pertaining to certain one-time and certain other mutual fund share redemptions. This failure was caused by coding errors in the computerized system that Thrivent had established through an outside vendor to generate and send the confirmations. These mutual fund redemptions were disclosed to customers on certain

periodic account statements and there was no negative impact on shareholder account values. The activity that was the subject of this settlement was not related to Thrivent's investment advisory programs. Thrivent agreed to a censure and fine of \$375,000.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Thrivent is registered as a broker-dealer and an investment adviser with the SEC and is a member of the Financial Industry Regulatory Authority ("FINRA"). As a dual registrant, Thrivent operates on a fully disclosed basis. Program assets and Thrivent brokerage accounts are custodied by National Financial Services LLC, Member NYSE/SIPC, a Fidelity Investments® company. In its capacity as broker-dealer, Thrivent actively markets mutual fund shares, variable insurance contracts, and general securities to its clients through its registered representatives. Registered representatives evaluate each recommendation provided to clients in an effort to help ensure the recommendations are suitable and the registered representatives carry out appropriate diligence in a manner intended to understand the respective client's financial situation and investment objectives. As a broker-dealer, Thrivent also serves as the principal underwriter and distributor of the Thrivent Funds and variable products issued by Thrivent Financial and Thrivent Life Insurance Company, a wholly-owned indirect subsidiary of Thrivent Financial.

Thrivent is a wholly-owned subsidiary of Thrivent Financial Holdings, Inc., which in turn is a wholly-owned subsidiary of Thrivent Financial.² Thrivent Financial Holdings, Inc. also has other subsidiaries that engage in activities that may be material to Thrivent's investment advisory business or its investment advisory clients. Information about these affiliates and how they work together to offer you financial products and how they work together to offer you financial products and services is provided below. While Thrivent Financial is proud to support Christians through its members and its benevolent efforts, it and its affiliates are not a church or part of a church. Thrivent Financial is a financial services membership organization that helps Christians be wise with money and live generously. Thrivent Financial has 2.4 million members nationwide; 1,188 chapters; approximately 2,391 financial representatives; 3,175 corporate employees; and \$105.4 billion in assets under management as of December 31, 2014. Thrivent Financial is in every major aspect, the largest fraternal benefit society in the United States.

For more than a century, Thrivent Financial has helped its nearly 2.4 million member-owners make wise money choices that reflect their values. And it provides opportunities for them to be even more generous where they live, work, and worship. Thrivent Financial insurance and annuity products help create the dollars that make possible the grassroots membership support of communities and congregations. Funding for this support is made possible by our tax-exempt status as a fraternal benefit society. Thrivent Financial has also established a church lending program designed to provide primarily secured mortgage loans for new churches, schools and church buildings, renovations and remodeling. As a result, recipients of these loans may have an incentive to refer prospective clients to Thrivent and/or certain of its affiliates.

Insurance

Thrivent Financial markets life, health, and disability insurance to Christians in all 50 U.S. states and the District of Columbia. Thrivent Life Insurance Company is a life insurance company licensed to sell insurance products in 42 states and the District of Columbia. Thrivent Insurance Agency, Inc., also an indirect wholly owned subsidiary of Thrivent Financial, is licensed to sell health, disability, variable annuity and variable life insurance products.

² Lutheran Brotherhood and Aid Association for Lutherans merged on January 1, 2002, creating the largest fraternal benefit society in the United States. The name of the merged organization was thereafter changed to Thrivent Financial for Lutherans. Thrivent was formerly known as AAL Capital Management Corporation. In 2013, Thrivent members voted to extend Thrivent Financial's common bond to Christianity.

Investment Company/Investment Adviser

Thrivent Asset Management, LLC is an indirect, wholly-owned subsidiary of Thrivent Financial, an affiliate of Thrivent, and the registered investment adviser providing investment management services to the Thrivent Mutual Funds, which are distributed, as noted above, by Thrivent. Thrivent Asset Management, LLC is also responsible for fund administration, including, among other things, daily pricing, maintenance of certain books and records, financial and shareholder reporting, and shareholder communications.

Thrivent Financial is a registered investment adviser providing investment management services to the Thrivent Series Fund, Inc. and Thrivent Cash Management Trust. Thrivent Financial is also responsible for fund administration for these entities.

Trust Company

Thrivent Trust Company is a wholly owned subsidiary of Thrivent Financial and an affiliate of Thrivent. Thrivent Trust Company is a federal savings bank offering professional fiduciary and discretionary investment management services. Thrivent does not, and its affiliates do not, provide tax, legal, or accounting advice. Please see your tax or legal adviser or your accountant, as applicable, for any questions relating to tax planning, tax preparation services, legal issues, or accounting questions.

THIRD PARTY AND THRIVENT BASED FINANCIAL INCENTIVES

Generally, it is more profitable for us if you purchase products that are underwritten, and advised by Thrivent and its affiliates, such as the Thrivent Funds. In addition, it is generally more profitable for us if you purchase certain services that are sponsored and advised by Thrivent and its affiliates, such as Advantage, SELECT, and Income-Focused Portfolios. Please see information related to this conflict of interest described above in "Services, Fees, and Compensation."

Thrivent receives additional compensation, sometimes referred to as "revenue sharing", from affiliates of certain mutual funds available through the Program. This compensation is based on assets under management and is paid by the investment adviser or distributor of the mutual fund out of its own resources. These additional payments are intended to compensate Thrivent for facilitating the distribution of the mutual funds by providing product sponsors access to Investment Advisor Representatives, including training sessions, educational programs, marketing, and sales support. This additional compensation is not paid to any Investment Advisor Representative. Please note, however, that these payments may present a potential conflict of interest because Thrivent's receipt of additional compensation gives it a financial incentive to include mutual funds for which the firm receives revenue sharing payments in the Program. For further information about these financial arrangements, including a full list of providers, please visit our website (www.thrivent.com).

Thrivent and, in certain instances, an unaffiliated third party may from time to time offer marketing incentives or promotions to individual Investment Advisor Representatives or groups of Investment Advisor Representatives. To the extent legally permitted, the incentive programs may provide cash and/or non-cash incentive compensation to Investment Advisor Representatives for the sale of various products and services. These non-cash items may include, without limitation, training and meeting costs for Investment Advisor Representatives (including payments for travel, lodging and meals for attendees); payment of costs for client/prospect meetings at which Thrivent products and services are discussed, including meals for attendees, room rental costs and meeting-related presentation materials; meals and leisure/entertainment outings; *de minimis* gifts; and nominal value promotional items. Additionally, Thrivent may provide Investment Advisor Representatives other economic benefits, such as sales awards bonuses for providing investment advisory products or services as well as other products and services in their registered representative capacity. In certain instances, Thrivent may provide for a cash bonus or other economic benefit to Investment Advisor

Representatives based on the number of new clients that purchase certain eligible products and services, including advisory products and services. From time to time, this additional compensation, whether bonuses, sales awards or other economic benefits, may also be based on sales that result in a change to a client's Thrivent Financial membership status. While Thrivent and its Investment Advisor Representatives endeavor to put client interests first, you should be aware that the receipt of additional incentives may create a conflict of interest. Incentive programs are subject to industry regulations and addressed in Thrivent's internal compliance policies, which in some cases limit such payments, items and benefits with the overall aim to avoid compromising advice or recommendations given to clients by special incentives.

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

Thrivent's Code of Ethics ("Code") establishes the standards of business conduct required by all individuals involved in its investment advisory business. The Code sets forth business conduct principles regarding: Compliance with Laws and Regulations, Fiduciary Duty of Investment Advisers, Conflicts of Interest, Gifts and Entertainment, Personal Securities Transactions, Insider Trading, and Confidentiality.

Thrivent will provide a copy of our Code to any client or prospective client upon request. Please send your written request to: Thrivent, Attn: Compliance – Retail Investment Adviser Unit, MS 1410, 625 Fourth Ave., S., Minneapolis, MN 55415.

Thrivent's Code requires certain persons, defined as Access Persons, to disclose specific accounts in which they have a beneficial interest. These accounts are monitored electronically for activity that is inconsistent with the fiduciary duty owed to Thrivent's clients. Thrivent's Access Persons are subject to a personal trading policy intended to help mitigate conflicts of interest when trading their personal securities accounts. When Thrivent's electronic monitoring system flags activity that is inconsistent with this policy, the transaction(s) are reviewed and the appropriate corrective action(s) taken as needed.

Thrivent and its affiliates perform advisory and/or brokerage services for other clients and give advice and take action for other clients (including those not participating in the Program) that may differ from the advice given or the timing or the nature of any action taken for your Account. In addition, Thrivent may, but is not obligated to, purchase or sell, or recommend for purchase or sale any security that Thrivent or any of its affiliates may purchase or sell for their own accounts or the account of any other client. Thrivent does not execute client trades on a principal basis. All client trade orders are submitted to NFS for execution on an agency basis. Thrivent may, however, execute trade corrections, trade adjustments or worthless security trades when necessary through a Thrivent account maintained with NFS and established for this purpose. While the statements and trade confirmations sent by NFS directly to clients may reflect that these transactions were executed on a principal basis, Thrivent does not maintain any proprietary trading accounts with NFS in which principal trades are executed, does not make trade corrections or adjustments from securities owned by Thrivent, and does not charge any mark up or mark down on these transactions.

REVIEW OF ACCOUNTS

At least annually, your Investment Advisor Representative will make efforts to conduct a comprehensive review of your Account, Investor Profile and other investment guidelines, including as applicable any reasonable restrictions you have imposed on the management of your Account and other relevant factors and information. Based on the assets in your Account, among other factors, your Investment Advisor Representative may recommend changes to your Account, including but not limited to, changes to model portfolios and rebalancing. You and your Investment Advisor Representative may encounter circumstances which may prevent or delay this review from occurring on an annual basis. In addition, a review of client accounts by registered principals may be conducted on a periodic basis depending upon factors specific to that account. Generally, the frequency

of the review is determined by many factors, including, but not limited to, certain types of account activity, or lack thereof, the types of securities being purchased or sold, the share class of mutual fund holdings, and the account holdings relative to your financial status and investment objectives. As a result of such review, we may take certain actions, up to and including, the termination of the advisory services.

As a client in the Program, you can expect to receive regular reports and other materials as discussed above in "Services, Fees and Compensation--Program Account Reviews and Reports--Performance Reporting". These materials include quarterly account statements and performance reports and in certain circumstances you will receive monthly statements. Your account statements will be received from NFS as further described below in "Financial Information."

CLIENT REFERRALS AND OTHER COMPENSATION

Thrivent does not engage any unaffiliated third party cash solicitation or referral arrangement to solicit investment advisory services to prospective new clients. However, a registered representative with Thrivent that refers you to an Investment Advisor Representative may share in the fee for the services provided. These fees may be a single payment or ongoing in nature. This arrangement is only allowed if the registered representative making the referral is appropriately licensed and state registered. Any payments to the registered representative making a referral will not increase the Program Fee.

In addition and separate from the above referenced arrangement, Thrivent Trust Company compensates financial associates of Thrivent Financial and Thrivent Life Insurance Company (who are also registered representatives of Thrivent) for referring you to Thrivent Trust Company for its professional fiduciary and investment management services. Any such compensation payment will be disclosed to the client, when applicable and as required by law, and will not increase the client's fees. Such payments may be made for the duration of the client accounts with Thrivent Trust Company.

FINANCIAL INFORMATION

Thrivent does not require prepayment of investment advisory fees six months or more in advance. Therefore, it has not provided a balance sheet as part of this Brochure.

As noted above, the Program uses NFS as a custodian of Accounts. In certain instances, Thrivent will have custody of account assets when stock certificates are provided to your Investment Advisor Representative or Thrivent for deposit into your Account. It is Thrivent's policy that checks, for deposit into client Accounts, be made payable to NFS as custodian of the Account. If, contrary to this policy, checks are made payable to Thrivent instead of NFS, Thrivent may be deemed to have custody of applicable account assets. In these instances, stock certificates will be promptly forwarded to NFS for custody purposes. Checks made payable to Thrivent will be promptly returned to you.

No later than 45 days after the end of each quarter, NFS is responsible for sending Account statements reflecting, among other things, any securities transactions in your Account. In certain instances, Thrivent will also send you a quarterly statement describing certain Account activity during the previous quarter. We encourage you to carefully review and compare the Account statements that you receive from NFS with those you receive, if any, from Thrivent. If, during your review, you find any discrepancies, promptly contact us at 1-800-847-4836.

Thrivent is not aware of any financial condition that is reasonably likely to impair its ability to meet any contractual commitments to clients.