

**Item 1. Cover Page**

# **Form ADV Part 2A, Appendix 1 “Wrap Fee Program Brochure”**

## **National Planning Corporation®**

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**El Segundo, CA 90245**

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**[www.natplan.com](http://www.natplan.com)**

**March 31, 2015**

**This Wrap Fee Program Brochure (“Brochure”) provides information about the qualifications and business practices of National Planning Corporation® with respect to its WealthONE® Strategist Solutions® Mutual Fund & Exchange Traded Fund Wrap Program. If you have any questions about the contents of this Brochure, please contact us at the above phone number. 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 National Planning Corporation® (“NPC®”) also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**National Planning Corporation® is an SEC-registered investment advisor; however, registration itself does not imply a certain level of skill or training.**

## Item 2. Material Changes

We may update this Brochure at any time but are required to promptly send clients a copy of certain material changes to our disclosures upon doing so. In addition, we will also deliver an annual summary of material changes that occur to the Brochure along with an offer to provide you with a current version. The following update has been made to this Brochure since the last update of June 20, 2014:

- Item 9 “Disciplinary Information” has been updated to reflect that NPC entered into a Consent Order with the Florida Department of Financial Services.

You may request copies of this document by contacting us at (310) 899-7900, e-mailing us at [iacu@natplan.com](mailto:iacu@natplan.com), or downloading it from our website at [www.natplan.com](http://www.natplan.com) or the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## **Item 4. Services, Fees and Compensation**

The WealthONE® Strategist Solutions® Mutual Fund & Exchange Traded Fund Wrap Program (“Program”) is a unique investment opportunity offered to clients of National Planning Corporation® (“NPC®”) among its suite of available investment advisory services. As a “wrap fee program,” NPC offers investment advisory services in addition to arranging brokerage and custody services for an inclusive fee. NPC’s affiliate, Curian Capital, LLC (“Curian Capital”), is also an SEC-registered investment advisor and serves as sponsor and co-advisor to the Program. For purposes of NPC’s Brochure, “our,” “us” and “we” refer to NPC and “you” and “your” refer to prospective and existing investment advisory clients of NPC.

Under the Program, your NPC investment advisor representative (“Representative”) will assist you in selecting customized investment model portfolio options composed of mutual funds or exchange-traded funds developed by a group of third party portfolio managers (also referred to as “Strategists”) selected to manage the model portfolios. A complete description of the investment advisory, brokerage, custody and other Program services, fees, the respective roles of NPC, Curian Capital and the Strategists, conflicts of interest, and other important information regarding the Program is contained in the attached Curian Capital Brochure, in which NPC is referred to as “Co-Advisor.”

You should also be aware of the differences between the fee-based services outlined in this Brochure for ongoing management of accounts and commission-based services that may be separately available for unmanaged brokerage accounts. To assist you with assessing these differences, we make available a document entitled “Which Account Type Is Right For You?” that we encourage you to review and discuss with your Representative. A copy of this document is contained on NPC’s website at [www.natplan.com](http://www.natplan.com) under “Investors” and then “Disclosures”, and is also available upon request from your Representative or NPC.

Following are disclosures which are formatted to comply with the regulations governing the preparation of this Brochure. As indicated, much of the relevant information is contained in the attached Curian Capital Brochure, which describes the Program in greater detail.

You may also request a copy of NPC’s Form ADV Part 2A if you wish to learn more information about other investment advisory services we offer.

## **Item 5. Account Requirements and Types of Clients**

Please reference the information contained under “Item 5” of the attached Curian Capital Brochure. If your Program account falls below the minimum investment requirement due to personal withdrawals, expenses, or for other reasons, you may be required to contribute additional funds to avoid having your account liquidated.

## **Item 6. Portfolio Manager Selection and Evaluation**

Please reference the information contained under “Item 6” of the attached Curian Capital Brochure.

## **Item 7. Client Information Provided to Portfolio Managers**

Please reference the information contained under “Item 7” of the attached Curian Capital Brochure.

## Item 8. Client Contact with Portfolio Managers

Please reference the information contained under “Item 8” of the attached Curian Capital Brochure.

## Item 9. Additional Information

### Disciplinary Information

NPC is required to disclose the following information for your consideration:

**October 8, 2014 Florida Department of Financial Services administrative penalty of \$10,250** – NPC entered into a Consent Order for failure to timely file applications for certain branch locations engaged in the business of insurance as required by Section 626.112(7) of the Florida Statutes.

**November 10, 2009 Commonwealth of Massachusetts Office of the Secretary of the Commonwealth Securities Division Consent Order of approximately \$3.7million** — A Representative conducted business activities outside of NPC without our knowledge, consisting of the sale of promissory notes to Massachusetts investors without providing investors with appropriate disclosure. We provided full restitution to each investor and retained an independent consultant to review compliance and supervisory procedures.

**January 26, 2007 State of Florida Office of Financial Regulation Stipulation and Consent Agreement/Final Order-Fine of \$172,000** — NPC was found to have conducted business from nine branch locations in Florida without the locations being properly registered with the state; certain personnel did not have appropriate disclosure forms on file with us for conducting non-NPC related business activities outside of the firm; one member of our personnel failed to provide proper paperwork when selling collateralized mortgage obligations and we were negligent in reporting internal disciplinary action taken against this individual; our policies and procedures to provide customers with copies of account forms to verify or update their information were also deemed insufficient.

**April 6, 2006 NASD Censure and Fine of \$315,000** — NPC policies and procedures were deemed insufficient in relation to recommendations to clients to purchase Class B and Class C shares through Representatives, given the lack of disclosure that an equal investment in Class A shares may be more advantageous for certain clients. In addition to a fine, we agreed to create and implement a remediation plan and retained an independent examiner to verify performance of our obligations.

**September 23, 2005 NASD Censure and Fine of \$1,308,000** — Between January 2001 and December 2003, NPC received fees for providing certain mutual funds with enhanced marketing opportunities to our Representatives, although we did not actually execute any trades for these mutual funds. NPC also sponsored a non-cash sales promotion for Representatives in connection with a conference to which Representatives with top sales were invited.

**May 26, 2004 NASD Censure and Fine of \$100,000** — NPC consented to a finding without admitting or denying allegations that our supervisory system and written procedures were insufficient to ensure that mutual fund orders received after the close of the market were processed at the next day's net asset value.

## **Other Financial Industry Activities and Affiliations**

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

### **Broker-Dealers**

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

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

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

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

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

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

### **Investment Advisors**

ICA, IFC, SII, and Curian Capital, LLC are each affiliated with NPC and are investment advisors registered with the SEC.

Jackson National Asset Management, LLC ("JNAM") is an investment advisor registered with the SEC that serves as investment advisor to: the JNL Series Trust, the JNL Investors Series Trust, the JNL Variable Fund, LLC, the JNL Variable Fund III, LLC, the JNL Variable Fund IV, LLC, and the JNL Variable Fund V, LLC and (with respect to Jackson NY) the JNLNY Variable Fund I, LLC, and the JNLNY Variable Fund II, LLC.

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

## **Conflicts of Interest**

NPC may provide performance-based compensation to certain of its Home Office employees related to their promotion of our WealthONE® Program since it generates more revenue for NPC than unaffiliated programs. These incentives may result in your Representative having greater exposure and marketing support for the WealthONE® Program over other programs.

Please reference the information contained under this sub-heading for Item 9 of the attached Curian Capital Brochure for details regarding additional conflicts of interest.

## **Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

NPC maintains a Code of Ethics in compliance with SEC requirements that is available upon request from NPC or your Representative. The Code of Ethics applies to all NPC Representatives and covered personnel and is designed to ensure we fulfill our fiduciary duty to clients by always acting in their best interest, avoiding conflicts of interest, and maintaining a strong culture of compliance by following all securities laws, rules and regulations. Among the specific areas addressed by our Code of Ethics as it relates to our Representatives and covered personnel are:

- Pre-approval and reporting of personal securities transactions;
- Restrictions on initial public offering and private placement purchases to prevent unfair investment advantage;
- Insider trading prohibitions to prevent use of non-public information for unfair investment advantage;
- Reporting of gifts and business entertainment; and
- Penalties assessed for Code of Ethics violations to ensure its enforcement.

Under the Program, NPC will not engage in principal transactions (where we enter a purchase or sale of securities with clients on behalf of our own account) or cross-agency transactions (where we broker the purchase or sale of securities between advisory clients). However, we may engage transactions for our accounts or the accounts of others involving the same investments recommended to clients under the Program. We strive to act in good faith and attempt to allocate investment opportunities to clients over a period of time on a fair and reasonable basis relative to other clients and our own accounts.

## **Review of Accounts**

NPC's Home Office personnel, our Office of Supervisory Jurisdiction Branch Managers (referred to as "OSJs"), and our Representatives monitor client portfolios to identify situations that may warrant either a more detailed review or specific action on behalf of our clients. These ongoing reviews may be triggered by concerns regarding the suitability of investments in relation to a client's financial situation, goals and objectives, among other factors. We also review the investment results of client portfolios on a regular basis and, where appropriate, we may change or recommend a change in a Strategist or the Representative for a client's account. We will communicate with clients at least annually, in addition to reminding clients at least quarterly, to confirm any changes to their financial situation, goals and objectives, as well as any social exclusions or investment restrictions. It is extremely important that clients promptly notify us of any such changes to ensure the suitability of their investments.

In addition, NPC provides clients with written periodic performance reports that include relevant portfolio information, such as asset allocation, account transactions, securities positions, the fair market values of investments in client portfolios, investment performance for the period, and advance billing notification. NPC does not verify performance data provided to it by third parties to create these reports such that you should rely on the account statements you receive from the custodian of your assets as the official record of your investments. You should discuss any questions you have regarding these reports with your Representative.

## **Client Referrals and Other Compensation**

NPC may receive compensation from the Strategists selected to participate in the Program for promoting and administering the Program. NPC may also receive a portion of the account administration and shareholder servicing fees paid in connection with the sale of certain mutual funds that may be selected for investment within your Program account. These forms of compensation are in addition to client advisory fees we receive and create a financial incentive to recommend the Program and certain investments versus other investment advisory options or products we offer, based on potential compensation received rather than on a client's needs. We closely monitor our Representatives' sales practices and all forms of direct and indirect compensation received to ensure they act in compliance with our policies and procedures, industry standards, and all securities laws, rules and regulations governing sales compensation practices.

NPC may utilize the services of approved individuals who act as solicitors for purposes of referring clients to us in accordance with SEC regulations and applicable state securities law. These solicitors will generally be paid a portion of the ongoing investment advisory fee charged to the client by NPC. Clients referred to NPC by a solicitor will not be charged a referral fee and shall remain subject to the same advisory fee schedule as non-referred clients, as set forth above. These solicitation arrangements are required to be disclosed to clients at the time of the referral in a document outlining NPC's solicitation compensation arrangement with the particular solicitor.

## **NPC Privacy Policy**

We encourage you to review our Privacy Policy as described in the NPC New Account Form relative to our processes for gathering and using your personal information, entities with whom we may share this information, and our security practices and procedures for maintenance of this information. Please note that your personal information will be gathered and maintained by both NPC and Curian Capital, and that Curian Capital's Privacy Policy can be found in its attached Brochure.

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Toll Free: (877) 847-4192  
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March 31, 2015

## **WRAP FEE PROGRAM BROCHURE**

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

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

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

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

## ITEM 2. MATERIAL CHANGES

The following updates have been made to this Brochure since the last annual update of March 28, 2014:

- Item 4 “Benefit Plan Accounts” has been added to include expanded disclosure pertaining to these account types.
- Item 4 references to fees for Loring Ward DFA products have been struck as these products are not being made available under the Program.
- Item 6 “Portfolio Manager Selection and Evaluation” has been revised to reflect updates to our investment review process.

You may request copies of this document by contacting us at (877) 847-4192, e-mailing us at [curiancarecenter@curian.com](mailto:curiancarecenter@curian.com) or downloading it from the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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

### **INTRODUCTION**

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

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

The WealthONE Strategist Solutions Mutual Fund & Exchange Traded Fund Wrap Program (“Strategist Solutions Program” or “Program”) may be offered through affiliated investment advisory firms who also serve as a co-investment advisor to the Program (“Co-Advisor”). The Co-Advisor’s services are provided by your investment advisor representative (“Representative”) acting on behalf of Co-Advisor.

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

We are the sponsor and investment advisor of the Program. We also sponsor, the Curian Custom Style Portfolio Solicitor Program. Information about this program may be obtained by contacting us at (877) 847-4192.

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

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

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

The Strategists are responsible for managing the Model Portfolios on behalf of Curian Capital, which are then recommended to you by Co-Advisor. Neither Curian Capital nor the Strategists possess knowledge of your individual information or investment goals and objectives or provide personalized

investment advice to you. You remain the owner of all securities held in your Model Portfolio account and have all ownership rights associated with these securities.

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

## **Model Portfolios and Implementation Strategies**

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

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

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

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

The Model Portfolios are developed and managed by the Strategists according to their respective investment style and management expertise. The Strategists communicate to us any changes to their Model Portfolios on an ongoing basis so that we can provide ongoing monitoring and analysis of their

performance, and ensure that they are being managed according to the specified investment policies and strategies associated with each Model Portfolio.

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

## **CUSTODY SERVICES**

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

## **TRADING**

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

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

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

## **CLIENT EXCLUSIONS AND SECURITY RESTRICTIONS**

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

## **BENEFIT PLAN ACCOUNTS**

Program accounts may be established for (a) employee benefit plans described in Section 401(a) or 403(a) of the Internal Revenue Code of 1986, as amended (the “Code”); (b) individual retirement accounts or annuities as defined in Section 408 of the Code (“IRAs”); or (c) other plans or arrangements subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) or Section 4975 of the Code (collectively, “Benefit Plan”). We may provide Services to responsible plan fiduciaries or their designees, as well as participants of self-directed retirement plans. For plan level arrangements, an investment strategy is chosen by an independent fiduciary that is responsible for overseeing the respective Benefit Plan (or the Benefit Plan participant for certain self-directed participant accounts, IRAs or other accounts that do not have independent fiduciaries). The selected Model Portfolio and restrictions, if any, then serve as the Investment Policy Statement for the Program account. We do not serve as the trustee or plan administrator for any Benefit Plan.

For Program accounts established for Benefit Plans, the investments and fees under the Program are intended to comply with applicable exemptive relief under ERISA and the Code permitting our receipt of such fees. In connection with that relief, as it applies to arrangements involving the furnishing of services to Benefit Plans that are “covered plans” within the meaning of U.S. Department of Labor Regulation §2550.408b-2(c)(1)(ii), the following disclosures are provided:

1. The Services provided under the Program are described in your investment advisory and brokerage account agreements with Co-Advisor, together with this Brochure.
2. In providing Services under the Program, Curian Capital is acting as an investment adviser registered under the Investment Advisers Act of 1940.
3. In providing Services under the Program, Curian Capital is also acting as a fiduciary (within the meaning of Section 3(21) of ERISA) with respect to the selection and monitoring of the Strategists and Model Portfolios at a Program-level (Co-Advisor, and not Curian Capital, is responsible for monitoring the ongoing suitability of the particular Model Portfolio selected for your account). Curian Capital is not acting as a fiduciary (within the meaning of Section 3(21) of ERISA) with respect to (i) your initial or ongoing decision to participate in the Program or the selection of your Model Portfolio; (ii) the transfer of any assets in your Program Account to a non-Program account; or (iii) the management of assets held outside the Program.
4. The “direct compensation” (within the meaning of U.S. Department of Labor regulation §2550.408b-2(c)(1)(iii)(D)(2)) that Curian Capital expects to receive in connection with the provision of services under the Program consists of (a) a portion of the total Management Fee which it shares with Co-Advisor, as described in the section of this Brochure entitled “Strategist Solutions Program

Management Fee” under Item 4 and within the Fee Schedule to your investment advisory agreement with Co-Advisor. As noted under “Miscellaneous Fees” of Item 4, you may also pay various fees to the Custodian for special services it is requested to facilitate which are not covered by the Management Fee. A detailed list of these fees is available through your Representative. Curian Capital does not expect to receive any “indirect compensation” under the Program (within the meaning of U.S. Department of Labor Regulation §2550.408b-2(c)(1)(iii)(D)(2).

5. Upon termination of your participation in the Program, you will receive a pro-rata rebate of any Management Fees which have been paid in advance.

6. Neither Curian, Co-Advisors, nor any of their respective affiliates or subcontractors provides recordkeeping services under the Program.

7. If you are an individual account plan (as defined in Section 3(34) of ERISA) that permits participants and beneficiaries to direct the investment of their accounts and one or more designated investment alternatives for the plan is provided through the Program, you will be provided a copy of the prospectus or other offering materials for each such designated investment alternative that describes (a) any compensation charged directly against investment in the designated investment alternative; (b) the total annual operating expenses for the designated investment alternative, expressed as a percentage and calculated in accordance with U.S. Department of Labor §2550.404a-5(h)(5); and (c) any other material information that is required for the administrator of the plan to comply with the disclosure obligations described in U.S. Department of Labor §2550.404a-5(d)(1).

8. If there is any material change to information described in paragraphs (1) through (7) above, elsewhere this Brochure more generally or your investment advisory and brokerage agreements with Co-Advisor, you will be notified of such change within at least thirty (30) days from the date on which we learn of the change.

9. For retirement plan sponsors, Co-Advisors will arrange, upon the reasonable request of your independent plan fiduciary or plan administrator, furnish any other information relating to the compensation received in connection with the furnishing of Services under the Program that is required for you to comply with the reporting and disclosure requirements of Title 1 of ERISA and the regulations, forms, and schedules issued thereunder.

## **STRATEGIST SOLUTIONS PROGRAM FEES**

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

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

## Standard Tiered Fee Schedule:

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

All Management Fee arrangements are negotiable and Curian Capital and the Co-Advisor reserve the right to waive or reduce these fees or any other applicable fees or costs, either on an ongoing or a one-time basis. Your accounts may also be eligible for additional discounting based on combined household assets. If our relationship with a client terminates and all assets are withdrawn from the Program prior to the end of the applicable billing period, we will issue a refund for the pro-rata portion of the Management Fees owed to the client.

**Monthly Billing.** The initial fee for the first calendar month in which a client participates in a Program shall be calculated on a pro-rata basis beginning the day after initial assets are deposited in the Program, and is debited the following month along with the fees for the next calendar month. Fees are subsequently calculated at the beginning of each calendar month, based on the fair market value of the program's portfolio on the last business day of the prior calendar month.

**Quarterly Billing.** The initial fee for the first calendar quarter in which a client participates in a Program shall be calculated on a pro-rata basis beginning the day after initial assets are deposited in the Program, and is debited the following month. Fees are subsequently calculated at the beginning of each calendar quarter, based on the fair market value of the program's portfolio on the last business day of the prior calendar quarter. If an account is opened in the last month of a calendar quarter, fees will be calculated and debited for the remaining period in that calendar quarter, along with fees for the next calendar quarter, on the day after initial assets are deposited. Quarterly fees may be adjusted on a pro-rata basis to account for certain additional contributions or withdrawals, please see your Asset Management Services Agreement for details.

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

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

Please consult your Representative for additional details regarding Management Fees.

## Management Fee Credit

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

on the Model Portfolio, and will also vary within a particular Model Portfolio over time as the investment mix changes.

### **Custody Fee**

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

- a.) Mutual Funds (Except FaithONE Models).** A custody fee of \$150 per year will be charged for each Model Portfolio account you maintain under the Program containing mutual funds (except FaithONE Models). This fee shall be assessed on a pro-rata basis each billing period.
- b.) FaithONE Models.** If you invest in a FaithONE Model Portfolio, an annual percentage based custody fee of 0.10% will be charged for each FaithONE Model Portfolio you maintain under the Program. This fee is calculated in the same manner as the Management Fee and is in lieu of the above custody fees.
- c.) Exchange-Traded Funds.** An annual percentage-based custody fee will be charged for each Model Portfolio account you maintain under the Program containing ETFs. This fee is calculated and applied in the same manner as the Management Fee described above, according to the following tiered custody fee schedule, stated as an annual amount and assessed on a pro-rata basis each billing period.

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

### **Minimum Account Balance Fee**

Accounts with a balance below \$50,000 at the end of a billing cycle will be subject to a \$50 annual fee, assessed on a pro-rata basis based on the number of calendar days in the respective billing period.

### **Miscellaneous Fees**

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

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

Mutual funds and ETFs held in your account impose internal administrative charges, fees or expenses, which may include management and administrative fees, 12b-1 fees and related servicing or marketing

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

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

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

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

## **FEEES FOR ADDITIONAL SERVICES**

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

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

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

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

## **FUNDING YOUR ACCOUNT**

You have four choices to fund your account: (1) check, (2) wire transfer, (3) an ACH (Automated Clearing House) deposit, and (4) an ACAT (Automated Customer Account Transfer Service) transfer. You may send a personal check drawn on a domestic bank account made payable to the Custodian or a wire transfer. If you open your account or make a contribution to an existing account with a check, you

will not be able to withdraw or liquidate your account for ten (10) calendar days following the date of deposit to provide for proper check clearance. You can also establish an ACH deposit by completing an ACH Deposit Authorization Agreement when you set up your account. This process may take up to ten (10) business days to complete before we are in a position to receive your deposit and invest you in the Strategist Solutions Program. Finally, you can fund your account by transferring assets from your existing brokerage firm or bank through the execution of an ACAT transaction to the Custodian. Generally, ACATs are a full “transfer-in-kind” of all securities and cash in your account. You should understand that all or a portion of these securities may be sold either at the initiation of, or during, the course of managing your Model Portfolio account and that we do not manage securities that you have transferred to fund your account.

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

## **MINIMUM INVESTMENT**

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

## **WITHDRAWAL FROM THE PROGRAM**

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

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

## **TRANSFERS**

If you decide to liquidate your account and submit a completed Withdrawal Form, Custodian will normally sell the securities in your account and send a check to you at your address of record. You can choose to wire the proceeds to your bank or credit union on receipt of a Medallion Signature Guarantee and a completed Withdrawal Form. Custodian will charge you a wire transfer fee for each bank wire transfer, which is in addition to any charges made by the bank for the receipt of the wire. The proceeds can also be sent through an established ACH link to the bank. If a link has not been established, you can complete an ACH Withdrawal Authorization Form to establish the link, which may take up to ten (10) business days. Monies cannot be transferred until the link has been established.

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

## **TYPES OF CLIENTS**

With respect to the Strategist Solutions Program, we provide advisory services to the Program for clients of Co-Advisor, which include individuals, trusts, pension plans, and corporate entities.

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

Our Asset Management Group reviews the performance of Model Portfolio strategies, analyzes asset allocation for various strategies and the investment composition of the Model Portfolios, considers additional investment features to expand the investment opportunities of the Program, and recommends changes to the Strategists. We may use outside consultants to assist in this analysis. Our Asset Management Group's suggestions and recommendations are presented to and subject to the approval of our Investment Policy Committee which is comprised primarily of members of our Asset Management Group.

Our Investment Policy Committee approves, removes, and monitors Strategists participating in the Program. Prior to recommending a new Strategist to the Investment Policy Committee, our Asset Management Group conducts a review of the Strategist. Factors considered in the selection and ongoing review of Strategists include, but are not limited to, performance, performance relative to peers and/or benchmark(s), investment style or process, portfolio characteristics, risk measures, and style trends.

We may determine that a Strategist is no longer appropriate for managing a Model Portfolio. We may replace a Strategist for a variety of reasons, including but not limited to performance measures relative to peers and benchmark(s), changes to key personnel, and/or changes to investment style or process.

We will promptly notify you if we elect to replace the Strategist responsible for the Model Portfolio upon which your account investments are based.

We may hire additional Strategists that have the same or competing investment strategies in offering allocation strategies to investors. Accordingly, there will be differences in the holdings and results of client Model Portfolios having principally the same allocation strategies but different Strategists.

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

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

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

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

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

## **ITEM 9. ADDITIONAL INFORMATION**

### **DISCIPLINARY INFORMATION**

There are currently no legal or disciplinary events that are material to the evaluation by a client or prospective client of Curian's advisory business or the integrity of our management.

### **OTHER FINANCIAL INDUSTRY ACTIVITIES**

We are an indirect, wholly owned subsidiary of Prudential plc, an international financial services group with operations in the United Kingdom, Europe, Asia, and the United States. We are affiliated by common ownership with a variety of financial services companies, including the entities set forth below. Certain of our executive officers and directors also serve as officers and/or directors of these affiliated entities:

#### **Broker-Dealers**

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

Jackson National Life Distributors LLC ("JNLD") is a broker-dealer registered with the SEC and member firm of the FINRA. JNLD acts as principal underwriter of variable insurance products issued by Jackson

National Life Insurance Company® ("Jackson®") and Jackson National Life Insurance Company of New York® ("Jackson NY"). See also "Insurance Companies/Investment Companies" below.

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

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

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

### **Investment Advisors**

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

PPM America, Inc. (PPM) is an investment advisor registered with the SEC. PPM serves as the investment manager for the general accounts of JNL and JNLNY and as a sub-advisor to certain series of the JNL Series Trust and JNL Investors Series Trust.

### **CONFLICTS OF INTEREST**

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

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

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

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

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

## **OTHER BUSINESS ACTIVITIES**

Certain of our officers and directors also serve in executive and/or management roles with financial services companies that are affiliated or under common control with us. Although the amount of their time spent on behalf of the other companies varies, these officers devote sufficient time and attention to properly supervise and manage our investment advisory activities and Program services.

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

Certain of our management persons are registered representatives of Curian Clearing LLC, a SEC registered broker-dealer.

We are registered as a “Commodity Pool Operator” with the U.S. Commodity Futures Trading Commission and is a member firm of the National Futures Association.

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

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

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

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

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

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

## **UPDATES TO THIS BROCHURE**

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

## **PRIVACY POLICY**

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

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

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

### **Information That We Collect**

We collect nonpublic personal information about you that may include your social security number, your bank account number, and other financial account information from some or all of the following sources:

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

### **Information That We Disclose**

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

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

- Mutual fund companies, insurance companies and other product sponsors to effect purchases and sales and allow for the servicing of your account;
- The broker-dealer through which we execute your equity and fixed-income transactions;
- Clearing agencies through which we clear and settle securities transactions;
- Third party investment advisory firms with whom we have relationships for the management of customer advisory accounts;
- Banks and other financial institutions with which we have arrangements for the marketing and sale of our products and services; and
- Companies that provide services to us to assist with the maintenance of required books and records, or to facilitate mailings on our behalf.

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

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

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