

FIRST DEFINED PORTFOLIO FUND, LLC

Prospectus

May 1, 2009

This prospectus is intended for use in connection with variable annuity policies offered by Prudential Annuities Life Assurance Corporation (“*Prudential*”). This prospectus provides important information to help you evaluate whether any of the series (each a “*Fund*” and collectively, the “*Funds*”) of First Defined Portfolio Fund, LLC (the “*Company*”) listed below may be right for you.

Target Managed VIP Portfolio

The Dow[®] DART 10 Portfolio

The Dow[®] Target Dividend Portfolio

Global Dividend Target 15 Portfolio

S&P[®] Target 24 Portfolio

NASDAQ[®] Target 15 Portfolio

First Trust Target Focus Four Portfolio

Value Line[®] Target 25 Portfolio

The Securities and Exchange Commission has not approved or disapproved these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

TABLE OF CONTENTS

	PAGE
Target Managed VIP Portfolio	1
The Dow [®] DART 10 Portfolio	2
The Dow [®] Target Dividend Portfolio	3
Global Dividend Target 15 Portfolio	4
S&P [®] Target 24 Portfolio	5
NASDAQ [®] Target 15 Portfolio	6
First Trust Target Focus Four Portfolio	7
Value Line [®] Target 25 Portfolio	8
Performance Summary	9
Management Fees and Expenses	17
Fund Organization	18
Fund Management	18
Fund Investments	19
Additional Information on the Funds' Investment Strategies	19
Description of Indices	24
Additional Risks of Investing in the Funds	25
Investment in Fund Interests	26
Redemption of Fund Interests	27
Distributions and Taxes	27
Rule 12b-1 Plan	27
Net Asset Value	27
Fund Service Providers	28
Shareholder Inquiries	28
Market Timing	28
Disclaimers	29
Financial Highlights	32

TARGET MANAGED VIP PORTFOLIO

FUND OVERVIEW

Investment Objective

The Fund seeks to provide above-average total return.

How the Fund Pursues Its Objective

The Fund seeks to achieve its objective by investing in common stocks of companies that are identified by a model based on six uniquely specialized strategies:

- The Dow[®] DART 5 Strategy¹;
- The European Target 20 Strategy;
- The NASDAQ[®] Target 15 Strategy²;
- The S&P[®] Target 24 Strategy³;
- The Target Small-Cap Strategy; and
- The Value Line[®] Target 25 Strategy⁴.

To select the stocks for the Fund, the investment adviser, First Trust Advisors L.P. (“*First Trust*”), generally selects those stocks identified by a model based on the strategies. Each year, on or about the annual stock selection date (December 31), the Fund expects to invest in the securities determined by the model with an approximately equal amount invested in each strategy. First Trust reserves the right to over-weight, under-weight or exclude certain companies from the Fund.

The Fund may also purchase futures, options, warrants, forward contracts and repurchase agreements. See “Additional Information on the Funds’ Investment Strategies” for additional information regarding these strategies.

What are the Risks of Investing in the Fund?

The principal risk of investing in the Fund is market risk. Market risk is the risk that one or more particular stocks in the Fund, the Fund itself or stocks in general may fall in value. In 2008 and early 2009, securities markets were significantly negatively affected by the financial crisis that initially resulted from the downturn in the subprime mortgage market in the United States. The impact of the financial crisis on securities markets has proven to be significant and may be long-lasting and may have a substantial impact on the value of the Fund. The Fund’s investment in non-U.S. stocks presents additional risk including currency risk. Non-U.S. companies may be affected by adverse political, diplomatic and economic developments, changes in non-U.S. currency exchange rates, taxes, less publicly available information and other factors. As with any mutual fund investment, loss of money is a risk of investing.

The Fund’s investment in small cap stocks also presents additional risk. Small cap stocks are more vulnerable to market conditions, are less liquid and generally experience greater price volatility than larger capitalization companies.

Because the Fund is non-diversified, the Fund is exposed to additional market risk. A non-diversified fund may invest a relatively high percentage of its assets in a limited number of issuers. Non-diversified funds are more susceptible to any single political, regulatory or economic occurrence and to the financial condition of individual issuers in which it invests.

The Fund is also exposed to additional market risk due to its policy of investing in accordance with its investment strategy. As a result of this policy, securities held by the Fund will generally not be bought or sold in response to market fluctuations and the securities may be issued by companies concentrated in a particular industry. The Fund’s relative lack of diversity, possible concentration in a particular industry and passive management style may subject investors to greater market risk and volatility than other mutual funds.

1 “Dow Jones Industrial AverageSM,” “DJIASM,” “The Dow Jones U.S. Select Dividend IndexSM,” “Dow IndustrialsSM,” “The Dow[®],” “Dow 30SM,” and “The Dow 10SM,” are service marks or registered trademarks, as applicable, of Dow Jones & Company, Inc. (“*Dow Jones*”) and have been licensed for use for certain purposes by First Trust on behalf of the Fund. None of the Funds, including, and in particular, Target Managed VIP Portfolio, The Dow[®] Target Dividend Portfolio, the Dow[®] DART 10 Portfolio and the First Trust Target Focus Four Portfolio, are endorsed, sold, or promoted by Dow Jones, and Dow Jones makes no representation regarding the advisability of investing in such products.

2 “The NASDAQ-100[®],” “NASDAQ-100 Index[®],” “NASDAQ Stock Market[®],” and “NASDAQ[®]” are registered trademarks of The NASDAQ OMX Group, Inc. (which with its affiliates are the “Corporations”) and have been licensed for use by First Trust on behalf of the Fund. The NASDAQ[®] Target 15 Portfolio and the Target Managed VIP Portfolio have not been passed on by the Corporations as to their legality or suitability. The NASDAQ[®] Target 15 Portfolio and the Target Managed VIP Portfolio are not issued, endorsed, sponsored, managed, sold or promoted by the Corporations. THE CORPORATIONS MAKE NO WARRANTIES AND BEAR NO LIABILITY WITH RESPECT TO THE FUND.

3 “Standard & Poor’s[®],” “S&P[®],” “S&P 500[®],” “Standard & Poor’s 500,” “500” “S&P MidCap 400,” “Standard & Poor’s MidCap 400,” “S&P SmallCap 600” and “Standard & Poor’s SmallCap 600” are trademarks of Standard & Poor’s, a subsidiary of Standard & Poor’s Financial Services LLC and have been licensed for use by First Trust on behalf of the Fund. The S&P[®] Target 24 Portfolio, the Target Managed VIP Portfolio and the First Trust Target Focus Four Portfolio are not sponsored, endorsed, sold or promoted by Standard & Poor’s and Standard & Poor’s makes no representation regarding the advisability of investing in the S&P[®] Target 24 Portfolio, the Target Managed VIP Portfolio or the First Trust Target Focus Four Portfolio. Please see the Statement of Additional Information which sets forth certain additional disclaimers and limitations on behalf of Standard & Poor’s.

4 “Value Line[®],” “The Value Line Investment Survey,” and “Value Line TimelinessTM Ranking System” are trademarks of Value Line Securities, Inc. or Value Line Publishing, Inc. that have been licensed to First Trust on behalf of the Fund. The Target Managed VIP Portfolio, the First Trust Target Focus Four Portfolio and the Value Line[®] Target 25 Portfolio are not sponsored, recommended, sold or promoted by Value Line Publishing, Inc., Value Line, Inc. or Value Line Securities, Inc. (“*Value Line*”). Value Line makes no representation regarding the advisability of investing in the Target Managed VIP Portfolio, the First Trust Target Focus Four Portfolio or the Value Line[®] Target 25 Portfolio.

THE DOW[®] DART 10 PORTFOLIO

FUND OVERVIEW

Investment Objective

The Fund seeks to provide above-average total return.

How the Fund Pursues Its Objective

The Fund seeks to achieve its objective by investing in common stocks issued by companies that are expected to provide income and have the potential for capital appreciation. To select the stocks for the Fund, the investment adviser follows a disciplined investment strategy that invests primarily in the common stocks of the ten companies in the Dow Jones Industrial AverageSM (“DJIASM”) that have the highest combined dividend yields and buyback ratios as of the close of business on or about the applicable stock selection date. Buyback ratio is determined by subtracting one from the ratio of the company’s common shares outstanding 12 months prior to the applicable stock selection date divided by the common shares outstanding on or about the applicable stock selection date. The portfolio will be adjusted annually on or about December 31 in accordance with the investment strategy. See “Description of Indices” for a description of the DJIASM.

The Fund invests in stocks with relatively high dividend yields and relatively high buyback ratios. Investing in stocks with high dividend yields and buyback ratios may be effective in achieving the Fund’s investment objective. This is because regular dividends are common for established companies and have typically accounted for a large portion of the total return on stocks. Historically, companies rewarded shareholders in the form of dividend payments. By selecting the DJIASM stocks with the highest dividend yields, the Fund seeks to uncover stocks that may be out of favor or undervalued. Many companies have also turned to stock reduction programs as a tax efficient way to bolster their stock prices and reward shareholders. Companies which have reduced their shares through a share buyback program may provide a strong cash flow position and, in turn, high quality earnings.

Each year, on or about the annual stock selection date (December 31), the Fund expects to invest in the securities determined by the strategy in relatively equal amounts. At that time, the percentage relationship among the number of shares of each issuer held by the Fund is established. Through the next one-year period that percentage relationship will be maintained as closely as practicable when the Fund makes subsequent purchases and sales of the securities.

The Fund may also purchase futures, options, warrants, forward contracts and repurchase agreements.

What are the Risks of Investing in the Fund?

The principal risk of investing in the Fund is market risk. Market risk is the risk that one or more particular stocks in the Fund, the Fund itself or stocks in general may fall in value. In 2008 and early 2009, securities markets were significantly negatively affected by the financial crisis that initially resulted from the downturn in the subprime mortgage market in the United States. The impact of the financial crisis on securities markets has proven to be significant and may be long-lasting and may have a substantial impact on the value of the Fund. As with any mutual fund investment, loss of money is a risk of investing.

Because the Fund is non-diversified, the Fund is exposed to additional market risk. A non-diversified fund may invest a relatively high percentage of its assets in a limited number of issuers. Non-diversified funds are more susceptible to any single political, regulatory or economic occurrence and to the financial condition of individual issuers in which it invests.

The Fund is also exposed to additional market risk due to its policy of investing in accordance with its investment strategy. As a result of this policy, securities held by the Fund will generally not be bought or sold in response to market fluctuations and the securities may be issued by companies concentrated in a particular industry. The Fund’s relative lack of diversity, possible concentration in a particular industry and passive management style may subject investors to greater market risk and volatility than other mutual funds.

THE DOW[®] TARGET DIVIDEND PORTFOLIO

FUND OVERVIEW

Investment Objective

The Fund seeks to provide above-average total return.

How the Fund Pursues Its Objective

The Fund seeks to achieve its objective by investing in common stocks issued by companies that are expected to provide income and have the potential for capital appreciation. To select the stocks for the Fund, the investment adviser follows a disciplined investment strategy that invests primarily in the 20 common stocks from The Dow Jones U.S. Select Dividend IndexSM with the best overall ranking on both the change in return on assets over the last 12 months and price-to-book ratio as of the close of business on or about the applicable stock selection date. Specifically, the Fund's investment strategy consists of the following steps:

Step 1: The investment adviser ranks all 100 stocks contained in The Dow Jones U.S. Select Dividend IndexSM on or about the applicable stock selection date (best (1) to worst (100)) by:

- Greatest change in return on assets over the last 12 months. An increase in return on assets generally indicates improving business fundamentals.
- Price-to-book ratio. A lower, but positive, price-to-book ratio is generally used as an indication of value.

Step 2: The investment adviser then selects an equally-weighted portfolio of the 20 stocks with the best overall ranking on the two factors for The Dow[®] Target Dividend Strategy.

Companies which, as of the applicable stock selection date, Dow Jones has announced will be removed from The Dow Jones U.S. Select Dividend IndexSM, are removed from the universe of securities from which the Fund's stocks are selected.

The portfolio will be adjusted annually on or about December 31 in accordance with the investment strategy. See "Description of Indices" for a description of The Dow Jones U.S. Select Dividend IndexSM.

Each year, on or about the annual stock selection date (December 31), the Fund expects to invest in the securities determined by the strategy in relatively equal amounts. At that time, the percentage relationship among the number of shares of each issuer held by the Fund is established. Through the next one-year period that percentage relationship will be maintained as closely as practicable when the Fund makes subsequent purchases and sales of the securities.

The Fund may also purchase futures, options, warrants, forward contracts and repurchase agreements.

What are the Risks of Investing in the Fund?

The principal risk of investing in the Fund is market risk. Market risk is the risk that one or more particular stocks in the Fund, the Fund itself or stocks in general may fall in value. In 2008 and early 2009, securities markets were significantly negatively affected by the financial crisis that initially resulted from the downturn in the subprime mortgage market in the United States. The impact of the financial crisis on securities markets has proven to be significant and may be long-lasting and may have a substantial impact on the value of the Fund. As with any mutual fund investment, loss of money is a risk of investing.

Because the Fund is non-diversified, the Fund is exposed to additional market risk. A non-diversified fund may invest a relatively high percentage of its assets in a limited number of issuers. Non-diversified funds are more susceptible to any single political, regulatory or economic occurrence and to the financial condition of individual issuers in which it invests.

The Fund is also exposed to additional market risk due to its policy of investing in accordance with its investment strategy. As a result of this policy, securities held by the Fund will generally not be bought or sold in response to market fluctuations and the securities may be issued by companies concentrated in a particular industry. The Fund's relative lack of diversity, possible concentration in a particular industry and passive management style may subject investors to greater market risk and volatility than other mutual funds.

The Fund may invest in the securities of companies in the financials sector. The downturn in the U.S. and world economies has adversely affected banks, thrifts, credit and capital markets, companies involved in the insurance industry and other companies in the financials sector.

The Fund may also be exposed to utilities risk. As of the date of this prospectus, the Fund has a significant portion of its assets invested in the utilities sector. Issuers in the utilities sector are generally subject to risks including increases in fuel and other operational costs, restrictions on operations and increased costs as a result of regulation and energy conservation.

GLOBAL DIVIDEND TARGET 15 PORTFOLIO

FUND OVERVIEW

Investment Objective

The Fund seeks to provide above-average total return.

How the Fund Pursues Its Objective

The Fund seeks to achieve its objective by investing in common stocks issued by companies that are expected to provide income and have the potential for capital appreciation. To select the stocks for the Fund, the investment adviser follows a disciplined investment strategy that invests primarily in the common stocks of the companies which are components of the DJIASM, the Financial Times Industrial Ordinary Share Index (“*FT Index*”) and the Hang Seng Index. The Fund primarily consists of common stocks of the five companies with the lowest per share stock price of the ten companies in each of the DJIASM, FT Index and Hang Seng Index, respectively, that have the highest dividend yields in the respective index as of the close of business on or about the applicable stock selection date. The portfolio will be adjusted annually on or about December 31 in accordance with the investment strategy. See “Description of Indices” for a description of the DJIASM, FT Index and Hang Seng Index.

Each year, on or about the annual stock selection date (December 31), the Fund expects to invest in the securities determined by the strategy in relatively equal amounts. At that time, the percentage relationship among the number of shares of each issuer held by the Fund is established. Through the next one-year period, that percentage relationship will be maintained as closely as practicable when the Fund makes subsequent purchases and sales of the securities.

The Fund may also purchase futures, options, warrants, forward contracts and repurchase agreements.

What are the Risks of Investing in the Fund?

The principal risk of investing in the Fund is market risk. Market risk is the risk that one or more particular stocks in the Fund, the Fund itself or stocks in general may fall in value. In 2008 and early 2009, securities markets were significantly negatively affected by the financial crisis that initially resulted from the downturn in the subprime mortgage market in the United States. The impact of the financial crisis on securities markets has proven to be significant and may be long-lasting and may have a substantial impact on the value of the Fund. The Fund’s investment in non-U.S. stock presents additional risk including currency risk. Non-U.S. companies may be affected by adverse political, diplomatic and economic developments, changes in non-U.S. currency exchange rates, taxes, less publicly available information and other factors. The Fund’s concentration in securities of United Kingdom and Hong Kong issuers also exposes the Fund to additional risk. As with any mutual fund investment, loss of money is a risk of investing.

Because the Fund is non-diversified, the Fund is exposed to additional market risk. A non-diversified fund may invest a relatively high percentage of its assets in a limited number of issuers. Non-diversified funds are more susceptible to any single political, regulatory or economic occurrence and to the financial condition of individual issuers in which it invests.

The Fund is also exposed to additional market risk due to its policy of investing in accordance with its investment strategy. As a result of this policy, securities held by the Fund will generally not be bought or sold in response to market fluctuations and the securities may be issued by companies concentrated in a particular industry. The Fund’s relative lack of diversity, possible concentration in a particular industry and passive management style may subject investors to greater market risk and volatility than other mutual funds.

The Fund may invest in the securities of companies in the financials sector. The downturn in the U.S. and world economies has adversely affected banks, thrifts, credit and capital markets, companies involved in the insurance industry and other companies in the financials sector.

S&P® TARGET 24 PORTFOLIO

FUND OVERVIEW

Investment Objective

The Fund seeks to provide above-average total return.

How the Fund Pursues Its Objective

To select the stocks for the Fund, the investment adviser follows a disciplined investment strategy of investing primarily in the common stocks of 24 companies selected from the stocks included in the Standard & Poor's 500 Index ("S&P 500® Index") as of the close of business on or about the applicable stock selection date. See "Description of Indices" for a description of the S&P 500® Index.

The Fund primarily consists of a portfolio of 24 common stocks selected each year through the following three-step process:

Step 1: All of the economic sectors in the S&P 500® Index are ranked by market capitalization and the eight largest sectors are selected.

Step 2: The stocks in each of those eight sectors are then ranked among their peers based on three distinct factors:

Factor 1: Trailing four quarters' return on assets, which is net income divided by average assets. Those stocks with high return on assets achieve better rankings.

Factor 2: Buyback yield, which measures the percentage decrease in common stock outstanding versus one year earlier. Those stocks with greater percentage decreases receive better rankings.

Factor 3: Bullish interest indicator, which compares the number of shares traded in months in which the stock price rose to the number of shares traded in months in which the stock price declined. Those stocks with a high bullish interest indicator achieve better rankings.

Step 3: The three stocks from each of the eight sectors with the highest combined ranking on these three factors are selected for the Fund. In the event of a tie within a sector, the stock with the higher market capitalization is selected. Each stock receives a weighting equivalent to its relative market value among the three stocks from the individual sector. The combined weight of the three stocks for a sector is equal to the sector's equivalent weighting among the eight sectors being selected from. The portfolio will be adjusted annually on or about December 31 in accordance with the investment strategy.

Each year, on or about the annual stock selection date (December 31), the Fund expects to invest in the securities determined by the strategy. At that time, the percentage relationship among the number of shares of each issuer held by the Fund is established. Through the next one-year period that percentage relationship will be maintained as closely as practicable when the Fund makes subsequent purchases and sales of the securities.

The Fund may also purchase futures, options, warrants, forward contracts and repurchase agreements.

What are the Risks of Investing in the Fund?

The principal risk of investing in the Fund is market risk. Market risk is the risk that one or more particular stocks in the Fund, the Fund itself or stocks in general may fall in value. In 2008 and early 2009, securities markets were significantly negatively affected by the financial crisis that initially resulted from the downturn in the subprime mortgage market in the United States. The impact of the financial crisis on securities markets has proven to be significant and may be long-lasting and may have a substantial impact on the value of the Fund. As with any mutual fund investment, loss of money is a risk of investing.

Because the Fund is non-diversified, the Fund is exposed to additional market risk. A non-diversified fund may invest a relatively high percentage of its assets in a limited number of issuers. Non-diversified funds are more susceptible to any single political, regulatory or economic occurrence and to the financial condition of individual issuers in which it invests.

The Fund is also exposed to additional market risk due to its policy of investing in accordance with its investment strategy. As a result of this policy, securities held by the Fund will generally not be bought or sold in response to market fluctuations, and the securities may be issued by companies concentrated in a particular industry. The Fund's relative lack of diversity, possible concentration in a particular industry and passive management style may subject investors to greater market risk and volatility than other mutual funds.

NASDAQ® TARGET 15 PORTFOLIO

FUND OVERVIEW

Investment Objective

The Fund seeks to provide above-average total return.

How the Fund Pursues Its Objective

To select the stocks for the Fund, the investment adviser follows a disciplined investment strategy of investing primarily in the common stocks of 15 companies selected from the stocks included in the NASDAQ-100 Index® as of the close of business on or about the applicable stock selection date. See “Description of Indices” for a description of the NASDAQ-100 Index®.

The Fund primarily consists of a portfolio of 15 common stocks selected each year through the following multi-step process from the stocks listed on the NASDAQ-100 Index® as of the close of business on or about the applicable stock selection date:

- Step 1: The investment adviser selects the stocks which are components of the NASDAQ-100 Index® and numerically ranks them by 12-month price appreciation (best (1) to worst (100)).
- Step 2: The investment adviser then numerically ranks the stocks by 6-month price appreciation.
- Step 3: The investment adviser ranks the stocks by their return on assets.
- Step 4: The investment adviser then numerically ranks the stocks based on their price to cash flow.
- Step 5: The investment adviser adds up the numerical ranks achieved by each company in the above steps and selects the 15 stocks with the lowest sums.

The portfolio will be adjusted annually on or about December 31 in accordance with the investment strategy.

Each year, on or about the stock selection date (December 31), the Fund expects to invest in the securities determined by the strategy. These securities will be weighted by market capitalization subject to the restriction that no stock will comprise less than 1% or more than 7.5% of the portfolio on or about the stock selection date. The securities will be adjusted on a proportional basis to accommodate this constraint. On the applicable stock selection date, the percentage relationship among the number of shares of each issuer held by the Fund is established. Through the next one-year period that percentage relationship will be maintained as closely as practicable when the Fund makes subsequent purchases and sales of the securities.

The Fund may also purchase futures, options, warrants, forward contracts and repurchase agreements.

What are the Risks of Investing in the Fund?

The principal risk of investing in the Fund is market risk. Market risk is the risk that one or more particular stocks in the Fund, the Fund itself or stocks in general may fall in value. In 2008 and early 2009, securities markets were significantly negatively affected by the financial crisis that initially resulted from the downturn in the subprime mortgage market in the United States. The impact of the financial crisis on securities markets has proven to be significant and may be long-lasting and may have a substantial impact on the value of the Fund. The Fund’s potential investment in non-U.S. stocks presents additional risk including currency risk. Non-U.S. companies may be affected by adverse political, diplomatic and economic developments, changes in non-U.S. currency exchange rates, taxes, less publicly available information and other factors. As with any mutual fund investment, loss of money is a risk of investing.

Because the Fund is non-diversified, the Fund is exposed to additional market risk. A non-diversified fund may invest a relatively high percentage of its assets in a limited number of issuers. Non-diversified funds are more susceptible to any single political, regulatory or economic occurrence and to the financial condition of individual issuers in which it invests.

The Fund is also exposed to additional market risk due to its policy of investing in accordance with its investment strategy. As a result of this policy, securities held by the Fund will generally not be bought or sold in response to market fluctuations and the securities may be issued by companies concentrated in a particular industry. The Fund’s relative lack of diversity, possible concentration in a particular industry and passive management style may subject investors to greater market risk and volatility than other mutual funds.

FIRST TRUST TARGET FOCUS FOUR PORTFOLIO¹

FUND OVERVIEW

Investment Objective

The Fund seeks to provide above-average capital appreciation.

How the Fund Pursues Its Objective

The Fund seeks to achieve its objective by investing in the common stocks of companies that are selected by applying four separate uniquely specialized strategies (the “*Focus Four Strategy*”):

Focus Four Strategy	Weights
The Dow [®] Target Dividend Strategy	30%
Value Line [®] Target 25 Strategy	30%
S&P Target SMid 60 Strategy	30%
NYSE [®] International Target 25 Strategy ²	10%

To select stocks for the Fund, the investment adviser generally invests in a portfolio of securities based on the Focus Four Strategy. The portfolio will be adjusted annually on or about December 31 in accordance with the investment strategy.

Each year, on or about the annual stock selection date (December 31), the Fund expects to invest in the securities determined by the Focus Four Strategy. At that time, the percentage relationship among the number of shares of each issuer held by the Fund is established. Through the next one-year period, that percentage relationship will be maintained as closely as practicable when the Fund makes subsequent purchases and sales of the securities.

The Fund may also purchase futures, options, warrants, forward contracts and repurchase agreements. See “Additional Information on the Funds’ Investment Strategies” for additional information regarding the Focus Four Strategy.

What are the Risks of Investing in the Fund?

The principal risk of investing in the Fund is market risk. Market risk is the risk that one or more particular stocks in the Fund, the Fund itself or stocks in general may fall in value. In 2008 and early 2009, securities markets were significantly negatively affected by the financial crisis that initially resulted from the downturn in the subprime mortgage market in the United States. The impact of the financial crisis on securities markets has proven to be significant and may be long-lasting and may have a substantial impact on the value of the Fund. The Fund’s investment in non-U.S. stocks presents additional risk, including currency risk. Non-U.S. companies may be affected by adverse political, diplomatic and economic developments, changes in non-U.S. currency exchange rates, taxes, less publicly available information and other factors. As with any mutual fund investment, loss of money is a risk of investing.

Because the Fund is non-diversified, the Fund is exposed to additional market risk. A non-diversified fund may invest a relatively high percentage of its assets in a limited number of issuers. Non-diversified funds are more susceptible to any single political, regulatory or economic occurrence and to the financial condition of individual issuers in which it invests.

The Fund is also exposed to additional market risk due to its policy of investing in accordance with its investment strategy. As a result of this policy, securities held by the Fund will generally not be bought or sold in response to market fluctuations and the securities may be issued by companies concentrated in a particular industry. The Fund’s relative lack of diversity, possible concentration in a particular industry and passive management style may subject investors to greater market risk and volatility than other mutual funds.

The Fund may invest in the securities of companies in the financials sector. The downturn in the U.S. and world economies has adversely affected banks, thrifts, credit and capital markets, companies involved in the insurance industry and other companies in the financials sector.

¹ Effective November 19, 2007, based upon the determination of the Company’s Board of Trustees, the Fund changed its name from the First Trust 10 Uncommon Values Portfolio to the First Trust Target Focus Four Portfolio. The Fund’s primary investment strategy was also changed.

² “NYSE[®]” and “NYSE International 100 Index[®]” are registered trademarks of NYSE Group, Inc. and have been licensed for use for certain purposes by First Trust. The First Trust Target Focus Four Portfolio, based in part on the NYSE International 100 Index[®], is not sponsored, endorsed, sold or promoted by NYSE Group, Inc. or any of its affiliates, and NYSE Group, Inc. and its affiliates make no representation regarding the advisability of investing in such product. NYSE Group, Inc. has no relationship to the First Trust Target Focus Four Portfolio or First Trust other than the licensing of NYSE International 100 Index[®] and its registered trademarks for use in connection with the First Trust Target Focus Four Portfolio.

VALUE LINE[®] TARGET 25 PORTFOLIO

FUND OVERVIEW

Investment Objective

The Fund seeks to provide above-average capital appreciation.

How the Fund Pursues Its Objective

The Fund seeks to achieve its objective by investing in 25 of the 100 common stocks that Value Line[®] gives a #1 ranking for Timeliness[™] which have recently exhibited certain positive financial attributes. The Value Line[®] Investment Survey is a comprehensive source of information and advice on approximately 1,700 stocks, more than 90 industries, the stock market and the economy. Of these approximately 1,700 stocks, only 100 are given its #1 ranking for Timeliness[™], which measures Value Line[®]'s view of their probable price performance during the next 6 to 12 months relative to the others. Value Line[®] bases its rankings on a long-term trend of earnings, prices, recent earnings, price momentum, and earnings surprise. To select the stocks for the Fund, the investment adviser follows a disciplined investment strategy of investing primarily in the common stocks of 25 companies selected from the stocks that receive Value Line's #1 ranking for Timeliness as of the close of business on or about the applicable stock selection date.

The Fund primarily consists of a portfolio of 25 common stocks selected each year through the following multi-step process from the stocks that receive Value Line[®]'s #1 ranking for Timeliness as of the close of business on or about the applicable stock selection date:

- Step 1: The investment adviser starts with the 100 stocks which Value Line[®] on or about the stock selection date gives a #1 ranking for Timeliness[™], and removes the stocks of companies considered to be financial companies and the stocks of companies whose shares are not listed on a U.S. securities exchange.
- Step 2: The investment adviser ranks the remaining stocks based on 12-month and 6-month price appreciation (best (1) to worst (100)).
- Step 3: The investment adviser ranks the stocks by their return on assets.
- Step 4: The investment adviser ranks the stocks based on their price to cash flow.
- Step 5: The investment adviser adds up the numerical ranks achieved by each company in the above steps and selects the 25 stocks with the lowest sums.

The portfolio will be adjusted annually on or about December 31 in accordance with the investment strategy.

Each year, on or about the stock selection date (December 31), the Fund expects to invest in the securities determined by the strategy. These securities will be weighted by market capitalization subject to the restriction that no stock will comprise less than 1% or more than 7.5% of the portfolio on or about the stock selection date. The securities will be adjusted on a proportional basis to accommodate this constraint. On the applicable stock selection date, the percentage relationship among the number of shares of each issuer held by the Fund is established. Through the next one-year period that percentage relationship will be maintained as closely as practicable when the Fund makes subsequent purchases and sales of the securities.

The Fund may also purchase futures, options, warrants, forward contracts and repurchase agreements.

What are the Risks of Investing in the Fund?

The principal risk of investing in the Fund is market risk. Market risk is the risk that one or more particular stocks in the Fund, the Fund itself or stocks in general may fall in value. In 2008 and early 2009, securities markets were significantly negatively affected by the financial crisis that initially resulted from the downturn in the subprime mortgage market in the United States. The impact of the financial crisis on securities markets has proven to be significant and may be long-lasting and may have a substantial impact on the value of the Fund. Non-U.S. companies may be affected by adverse political, diplomatic and economic developments, changes in non-U.S. currency exchange rates, taxes, and other factors. As with any mutual fund investment, loss of money is a risk of investing.

The Fund's investment in small cap stocks also presents additional risk. Small cap stocks are more vulnerable to market conditions, are less liquid and generally experience greater price volatility than larger capitalization companies.

Because the Fund is non-diversified, the Fund is exposed to additional market risk. A non-diversified fund may invest a relatively high percentage of its assets in a limited number of issuers. Non-diversified funds are more susceptible to any single political, regulatory or economic occurrence and to the financial condition of individual issuers in which it invests.

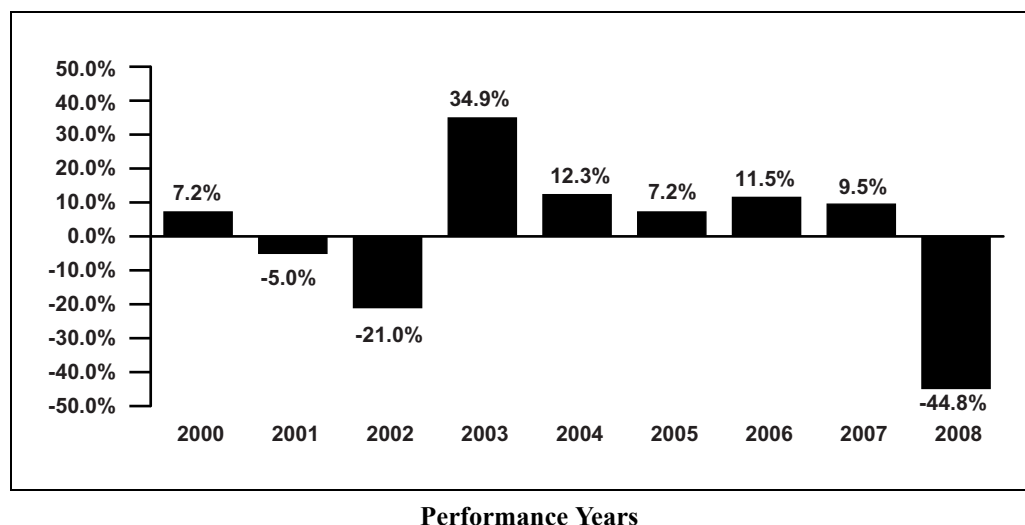
The Fund is also exposed to additional market risk due to its policy of investing in accordance with its investment strategy. As a result of this policy, securities held by the Fund will generally not be bought or sold in response to market fluctuations and the securities may be issued by companies concentrated in a particular industry. The Fund's relative lack of diversity, possible concentration in a particular industry and passive management style may subject investors to greater market risk and volatility than other mutual funds.

PERFORMANCE SUMMARY

The bar charts below and on the following pages show each Fund's annual total return for the calendar years since each Fund's inception. The tables below and on the following pages show each Fund's average annual total return for the past calendar year, five years and since the Fund's inception, as applicable. The bar charts and tables provide an indication of the risks of investing in each Fund by showing changes in the Fund's performance from year to year and by showing how the Fund's average annual total returns compare to those of broad measures of market performance. These tables assume reinvestment of dividends and distributions. The performance figures provided below do not reflect the deduction of any charges that are imposed under a variable annuity contract, such as mortality and expense risk charges, separate account charges, and sales charges, or the effect of taxes. If these amounts were reflected, returns would be less than those shown. As with all mutual funds, past performance (before and after taxes) is not necessarily an indicator of how a Fund will perform in the future.

Target Managed VIP Portfolio

Calendar Year Total Returns as of 12/31



For the years shown in the bar chart:

Best Quarter:	Quarter Ended December 31, 2000	25.66%
Worst Quarter:	Quarter Ended December 31, 2008	-24.76%

Average Annual Total Returns as of December 31, 2008

	1 Year	5 Years	Since Fund Inception ¹
Target Managed VIP Portfolio ²	-44.8%	-4.1%	-3.7%
Dow Jones Industrial Average ^{SM3}	-31.9%	-1.1%	0.1%
Russell 3000 Index ⁴	-37.3%	-1.9%	-1.6%

1 The Fund commenced operations on October 6, 1999.

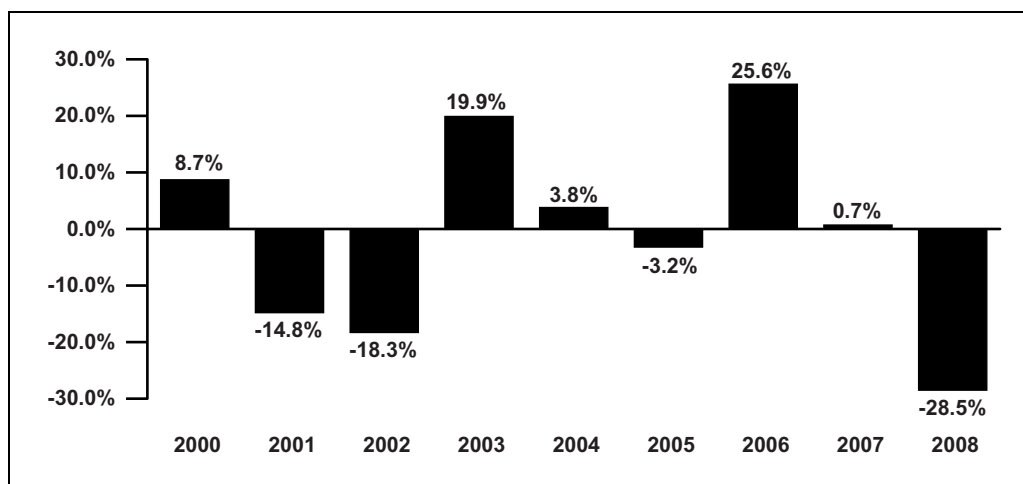
2 Effective April 30, 2002, based upon the determination of the Company's Board of Trustees, the Fund changed its name from The Dow[®] Target 5 Portfolio to the Target Managed VIP Portfolio. The Fund's primary investment strategy was also changed. The performance figures included for the periods prior to April 30, 2002 reflect the performance of the Fund prior to the name change and the change of the primary investment strategy.

3 The Dow Jones Industrial AverageSM is a price-weighted average of 30 blue-chip stocks that are generally the leaders in their industry. It has been a widely followed indicator of the stock market since October 1, 1928 (Bloomberg). (It reflects no deduction for fees, expenses or taxes.)

4 The Russell 3000 Index is composed of 3,000 large U.S. companies, as determined by market capitalization. This index represents approximately 98% of the investable U.S. equity market (Bloomberg). (The index reflects no deduction for fees, expenses or taxes.)

The Dow® DART 10 Portfolio

Calendar Year Total Returns as of 12/31



Performance Years

For the years shown in the bar chart:

Best Quarter: Quarter Ended June 30, 2003 17.82%
 Worst Quarter: Quarter Ended September 30, 2002 -24.19%

Average Annual Total Returns as of December 31, 2008

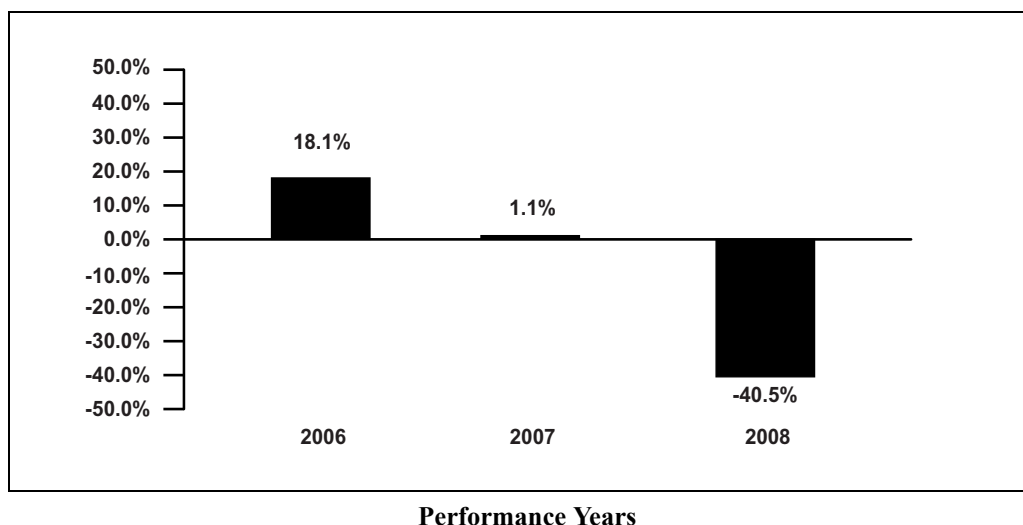
	<u>1 Year</u>	<u>5 Years</u>	<u>Since Fund Inception¹</u>
The Dow® DART 10 Portfolio	-28.5%	-1.9%	-2.9%
Dow Jones Industrial Average SM 2	-31.9%	-1.1%	0.1%

1 The Fund commenced operations on October 6, 1999.

2 The Dow Jones Industrial AverageSM is a price-weighted average of 30 blue-chip stocks that are generally the leaders in their industry. It has been a widely followed indicator of the stock market since October 1, 1928 (Bloomberg). (It reflects no deduction for fees, expenses or taxes.)

The Dow[®] Target Dividend Portfolio

Calendar Year Total Returns as of 12/31



For the years shown in the bar chart:

Best Quarter:	Quarter Ended September 30, 2008	10.08%
Worst Quarter:	Quarter Ended December 31, 2008	-26.21%

Average Annual Total Returns as of December 31, 2008

	<u>1 Year</u>	<u>Since Fund Inception¹</u>
The Dow [®] Target Dividend Portfolio	-40.5%	-9.2%
The Dow Jones U.S. Select Dividend Index ^{SM2}	-31.0%	-5.1%
S&P 500 [®] Index ³	-37.0%	-4.7%

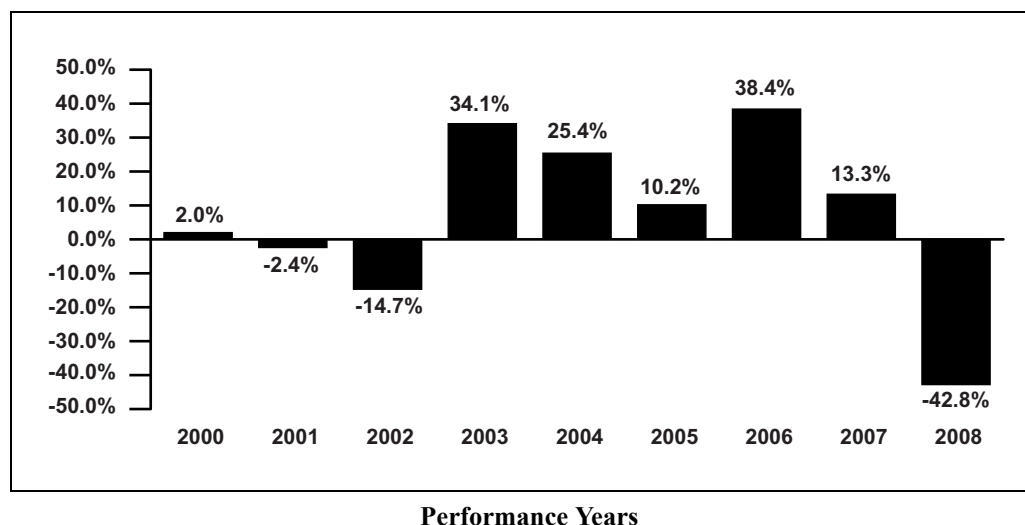
1 The Fund commenced operations on May 2, 2005.

2 The Dow Jones U.S. Select Dividend IndexSM is comprised of 100 of the highest dividend-yielding securities (excluding REITs) in The Dow Jones U.S. Index. (The index reflects no deduction for fees, expenses or taxes.)

3 The S&P 500[®] Index is a capitalization-weighted index of 500 stocks. The index is designed to measure performance of the broad domestic economy through changes in the aggregate market value of 500 stocks representing all major industries (Bloomberg). (The index reflects no deduction for fees, expenses or taxes.)

Global Dividend Target 15 Portfolio

Calendar Year Total Returns as of 12/31



For the years shown in the bar chart:

Best Quarter:	Quarter Ended June 30, 2003	26.76%
Worst Quarter:	Quarter Ended December 31, 2008	-25.25%

Average Annual Total Returns as of December 31, 2008

	<u>1 Year</u>	<u>5 Years</u>	<u>Since Fund Inception¹</u>
Global Dividend Target 15 Portfolio ²	-42.8%	4.4%	3.5%
MSCI Developed Markets World Index ³	-40.7%	-0.5%	-1.7%

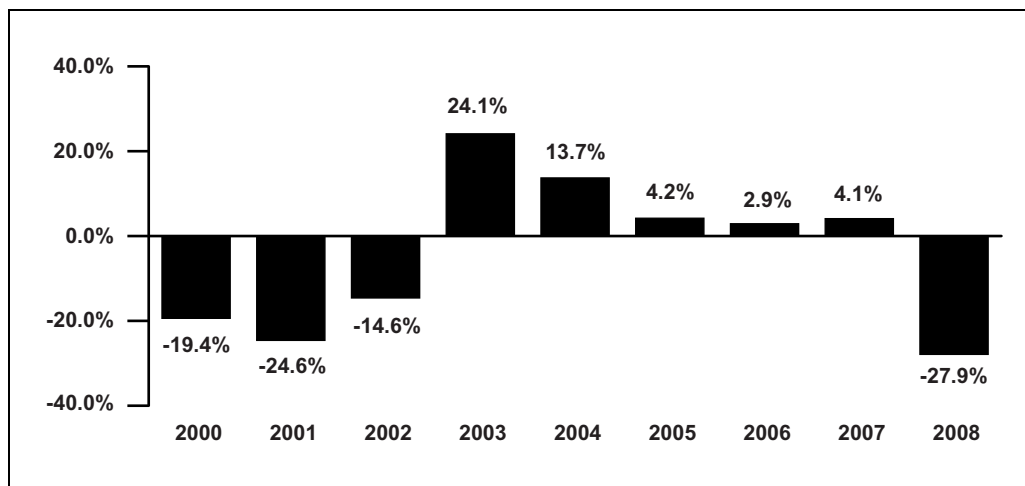
1 The Fund commenced operations on October 6, 1999.

2 Effective May 2, 2005, based upon the determination of the Company's Board of Trustees, the Fund changed its name from the Global Target 15 Portfolio to the Global Dividend Target 15 Portfolio.

3 The Morgan Stanley Capital International Developed Markets World Index ("MSCI Developed Markets World Index") is based on the share prices of approximately 1,600 companies listed on stock exchanges in the 22 countries that make up the MSCI National Indices (Bloomberg). (The index reflects no deduction for fees, expenses or taxes.)

S&P® Target 24 Portfolio

Calendar Year Total Returns as of 12/31



Performance Years

For the years shown in the bar chart:

Best Quarter: Quarter Ended June 30, 2003 11.59%
 Worst Quarter: Quarter Ended September 30, 2002 -18.86%

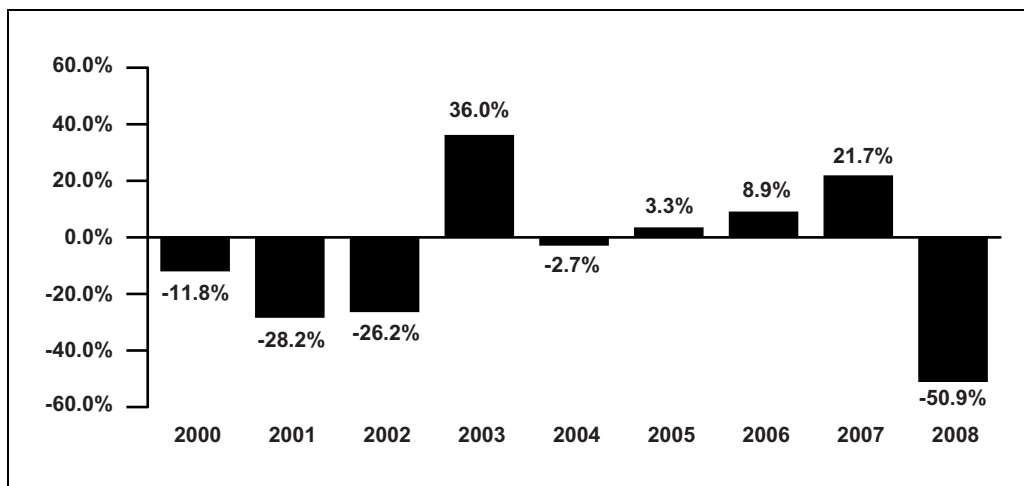
Average Annual Total Returns as of December 31, 2008

	<u>1 Year</u>	<u>5 Years</u>	<u>Since Fund Inception¹</u>
S&P® Target 24 Portfolio ²	-27.9%	-1.8%	-3.8%
S&P 500® Index ³	-37.0%	-2.2%	-2.4%

1 The Fund commenced operations on October 6, 1999.
 2 Effective April 30, 2002, based upon the determination of the Company’s Board of Trustees, the Fund changed its name from the S&P® Target 10 Portfolio to the S&P® Target 24 Portfolio. The Fund’s primary investment strategy was also changed. The performance figures included for the periods prior to April 30, 2002 reflect the performance of the Fund prior to the name change and the change of the primary investment strategy.
 3 The S&P 500® Index is a capitalization-weighted index of 500 stocks. The index is designed to measure performance of the broad domestic economy through changes in the aggregate market value of 500 stocks representing all major industries (Bloomberg). (The index reflects no deduction for fees, expenses or taxes.)

NASDAQ® Target 15 Portfolio

Calendar Year Total Returns as of 12/31



Performance Years

For the years shown in the bar chart:

Best Quarter: Quarter Ended March 31, 2000 39.04%
 Worst Quarter: Quarter Ended December 31, 2000 -39.76%

Average Annual Total Returns as of December 31, 2008

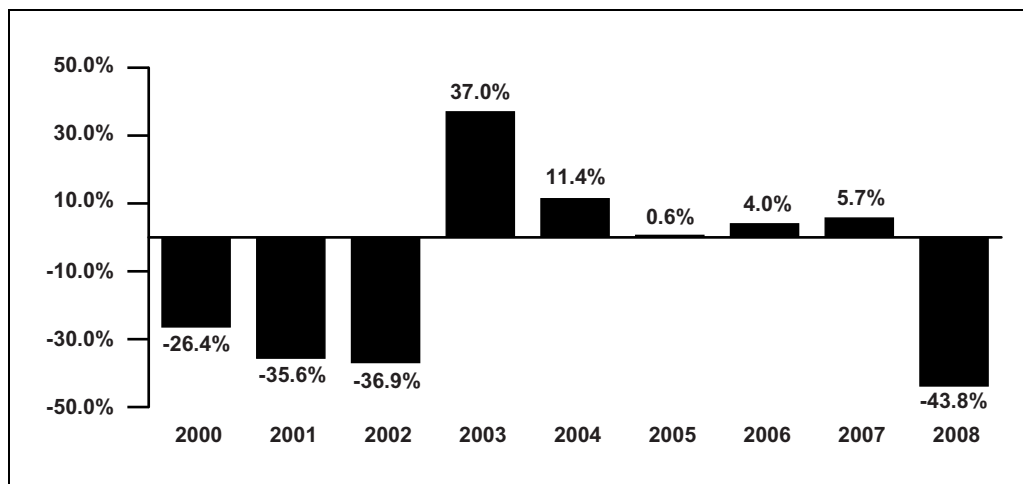
	<u>1 Year</u>	<u>5 Years</u>	<u>Since Fund Inception¹</u>
NASDAQ® Target 15 Portfolio.....	-50.9%	-8.1%	-5.2%
NASDAQ-100 Index® ²	-41.6%	-3.3%	-7.4%

¹ The Fund commenced operations on October 6, 1999.

² The NASDAQ-100 Index® is a modified capitalization-weighted index of the 100 largest and most active non-financial domestic and international issues listed on the NASDAQ® (Bloomberg). (The index reflects no deduction for fees, expenses or taxes.)

First Trust Target Focus Four Portfolio

Calendar Year Total Returns as of 12/31



Performance Years

For the years shown in the bar chart:

Best Quarter:	Quarter Ended June 30, 2003	24.62%
Worst Quarter:	Quarter Ended March 31, 2001	-30.63%

Average Annual Total Returns as of December 31, 2008

	<u>1 Year</u>	<u>5 Years</u>	<u>Since Fund Inception¹</u>
First Trust Target Focus Four Portfolio ²	-43.8%	-7.1%	-11.5%
S&P 500 [®] Index ³	-37.0%	-2.2%	-2.4%

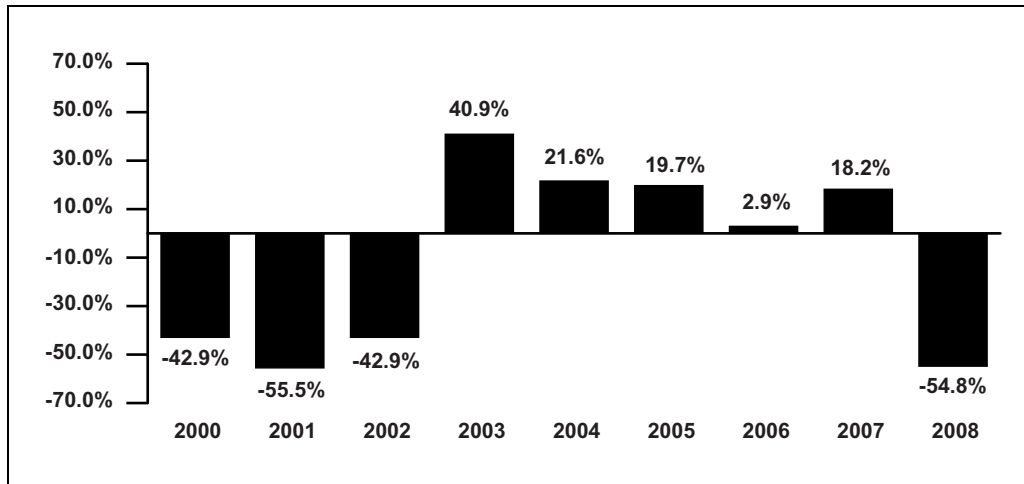
1 The Fund commenced operations on October 6, 1999.

2 Effective November 19, 2007, based upon the determination of the Company's Board of Trustees, the Fund changed its name from the First Trust 10 Uncommon Values Portfolio to the First Trust Target Focus Four Portfolio. The Fund's primary investment strategy was also changed. The performance figures included for the periods prior to November 19, 2007 reflect the performance of the Fund prior to the name change and the change of the primary investment strategy.

3 The S&P 500[®] Index is a capitalization-weighted index of 500 stocks. The index is designed to measure performance of the broad domestic economy through changes in the aggregate market value of 500 stocks representing all major industries (Bloomberg). (The index reflects no deduction for fees, expenses or taxes.)

Value Line® Target 25 Portfolio

Calendar Year Total Returns as of 12/31



Performance Years

For the years shown in the bar chart:

Best Quarter: Quarter Ended December 31, 2001 37.42%
 Worst Quarter: Quarter Ended December 31, 2000 -44.66%

Average Annual Total Returns as of December 31, 2008

	<u>1 Year</u>	<u>5 Years</u>	<u>Since Fund Inception¹</u>
Value Line® Target 25 Portfolio ²	-54.8%	-4.4%	-13.3%
Russell 3000 Index ³	-37.3%	-1.9%	-1.6%

1 The Fund commenced operations on October 6, 1999.

2 Effective April 30, 2002, based upon the determination of the Company's Board of Trustees, the Fund changed its name from the First Trust Internet Portfolio to the Value Line® Target 25 Portfolio. The Fund's primary investment strategy was also changed. The performance figures included for the periods prior to April 30, 2002 reflect the performance of the Fund prior to the name change and the change of the primary investment strategy.

3 The Russell 3000 Index is composed of 3,000 large U.S. companies, as determined by market capitalization. This index represents approximately 98% of the investable U.S. equity market (Bloomberg). (The index reflects no deduction for fees, expenses or taxes.)

MANAGEMENT FEES AND EXPENSES

This section describes the fees and expenses that you may pay if you buy and hold interests of the Funds. Shareholder fees are costs that are charged directly to you. These fees are not charged on dividend reinvestments or exchanges. Annual fund operating expenses are deducted from each Fund's assets every year, so they are paid indirectly by all investors. The Funds have no sales charge (load). The Total Annual Fund Operating Expenses reflected below do not include contract level fees of the variable annuity policies offered by Prudential. If such fees were included the Total Annual Fund Operating Expenses would be higher.

Fees and Expenses: The tables describe the fees and expenses that you may pay if you buy and hold interests of a Fund.

Shareholder Fees (fees paid directly from your investment)

Maximum Sales Charges (Load)	None
Maximum Deferred Sales Charge (Load)	None
Exchange Fee	None

Annual Fund Operating Expenses (expenses that are deducted from Fund assets)

<u>FUND NAME</u>	<u>MANAGEMENT FEES</u>	<u>12B-1 SERVICE FEES¹</u>	<u>OTHER EXPENSES</u>	<u>TOTAL ANNUAL FUND OPERATING EXPENSES (GROSS)²</u>	<u>EXPENSE WAIVERS AND REIMBURSEMENTS</u>	<u>TOTAL ANNUAL FUND OPERATING EXPENSES (NET)³</u>
Target Managed VIP Portfolio	0.60%	0.25%	0.70%	1.55%	0.08%	1.47%
The Dow [®] DART 10 Portfolio	0.60%	0.25%	0.99%	1.84%	0.37%	1.47%
The Dow [®] Target Dividend Portfolio	0.60%	0.25%	0.64%	1.49%	0.02%	1.47%
Global Dividend Target 15 Portfolio	0.60%	0.25%	0.68%	1.53%	0.06%	1.47%
S&P [®] Target 24 Portfolio	0.60%	0.25%	1.03%	1.88%	0.41%	1.47%
NASDAQ [®] Target 15 Portfolio	0.60%	0.25%	1.36%	2.21%	0.74%	1.47%
First Trust Target Focus Four Portfolio	0.60%	0.25%	2.17%	3.02%	1.65%	1.37%
Value Line [®] Target 25 Portfolio	0.60%	0.25%	0.71%	1.56%	0.09%	1.47%

1 The Company's Board of Trustees reserves the right to suspend payments under the 12b-1 Plan at any time. The amounts paid for fiscal year ended December 31, 2008 were as follows: \$212,880 - Target Managed VIP Portfolio; \$25,243 - The Dow[®] DART 10 Portfolio; \$112,662 - The Dow[®] Target Dividend Portfolio; \$230,485 - Global Dividend Target 15 Portfolio; \$25,682 - S&P[®] Target 24 Portfolio; \$15,207 - NASDAQ[®] Target 15 Portfolio; \$22,578 - First Trust Target Focus Four Portfolio, and \$77,689 - Value Line[®] Target 25 Portfolio.

2 The expense information in the table has been restated to reflect current fees. The Total Annual Fund Operating Expenses (Gross) ratios reflect the inclusion of licensing fees and therefore differ from the "ratios of operating expenses to average net assets without fee waivers and expenses reimbursed" included in the Financial Highlights for the year ended December 31, 2008. Effective May 1, 2009, the Funds will begin to accrue and pay applicable licensing fees previously paid directly by First Trust. The Total Annual Fund Operating Expenses (Net) ratios are not impacted because the Funds' expenses, before including the licensing fees, already exceed the applicable expense caps.

3 First Trust has contractually agreed to waive fees and reimburse expenses of the Funds through December 31, 2010, to limit Total Annual Fund Operating Expenses (excluding brokerage expense and extraordinary expenses that are both unusual in nature and infrequent in their occurrence) to 1.37% of average daily net assets for the First Trust Target Focus Four Portfolio and 1.47% of average daily net assets for each of the other Funds. There can be no assurance that First Trust will continue to waive fees and reimburse expenses after December 31, 2010. First Trust has entered into an agreement with the Company that allows First Trust to recover from the Funds any fees waived or expenses reimbursed during the three year period after the date of the waiver or reimbursement. However, First Trust's ability to recover such amounts is limited to the extent that it would not exceed the amount waived or reimbursed during such period. To the extent that the actual expense ratio of a particular Fund is less than such Fund's applicable expense cap, First Trust may recover a portion of the previously waived or reimbursed amount equal to the amount that the expense cap exceeds the actual expense ratio.

Example: This example is intended to help you compare the cost of investing in a Fund with the cost of investing in other mutual funds. This example assumes that you invest \$10,000 in a Fund for the time periods shown (whether you redeemed your interests or not) and assumes that your investment has a 5% return each year and that the operating expenses remain the same. The example does not take into account contract level fees of the variable annuity policies offered by Prudential. If such fees were included the estimated expenses would be higher. Although your actual costs may be higher or lower, based on these assumptions, your cost would be:

FUND NAME	1 YEAR	3 YEARS*	5 YEARS*	10 YEARS*
Target Managed VIP Portfolio	\$150	\$473	\$829	\$1,832
The Dow® DART 10 Portfolio	\$150	\$505	\$925	\$2,096
The Dow® Target Dividend Portfolio	\$150	\$467	\$809	\$1,776
Global Dividend Target 15 Portfolio	\$150	\$471	\$823	\$1,813
S&P® Target 24 Portfolio	\$150	\$509	\$938	\$2,132
NASDAQ® Target 15 Portfolio	\$150	\$545	\$1,045	\$2,424
First Trust Target Focus Four Portfolio	\$139	\$612	\$1,286	\$3,093
Value Line® Target 25 Portfolio	\$150	\$475	\$832	\$1,841

The above example is for comparison purposes only and is not a representation of each Fund's actual expenses and returns, either past or future.

* The waiver and reimbursement arrangement agreed to by First Trust, if not extended, will terminate on December 31, 2010. Thus, the 3 years, 5 years and 10 years expense amounts reflect the waiver and reimbursement for only the first two years.

FUND ORGANIZATION

Each Fund is a series of First Defined Portfolio Fund, LLC (the "Company"), a non-diversified, open-end management investment company registered under the Investment Company Act of 1940, as amended (the "1940 Act"). Each Fund is treated as a separate mutual fund with its own investment objective and policies. The Company is organized as a Delaware limited liability company. Its Board of Trustees (the "Board") is responsible for its overall management and direction. The Board elects the Company's officers and approves all significant agreements, including those with the investment adviser, custodian and fund administrative and accounting agent. Board members are elected by holders of the Company's membership interests.

Under Delaware law, a limited liability company does not issue shares of stock. Instead, ownership rights are contained in "membership interests." The Funds are not offered directly to the public. Interests of the Funds are sold only to Prudential Annuities Life Assurance Corporation Variable Account B ("Account B") to fund the benefits of variable annuity policies issued by Prudential. Account B is the sole member of the Company. Variable annuity owners of Account B who have policy values allocated to any of the Funds have indirect rights in such Fund's interests.

The Funds seek their investment objectives by investing their assets primarily in accordance with a particular investment strategy. The Funds' portfolios are generally adjusted annually to reflect the strategies' most recent selections. The Target Managed VIP Portfolio generally invests its assets based on an investment strategy but may under-weight, over-weight or exclude certain securities. (See "Fund Overview" for each Fund for a description of the investment strategies.)

FUND MANAGEMENT

The overall management of the business and affairs of the Funds is the responsibility of the Board of the Company. First Trust, 120 East Liberty Drive, Wheaton, Illinois 60187, is the investment adviser to the Funds. In this capacity, First Trust is responsible for the selection and ongoing monitoring of the securities in each Fund's portfolio and certain other services necessary for the management of the portfolios.

First Trust is a limited partnership with one limited partner, Grace Partners of DuPage L.P., and one general partner, The Charger Corporation. Grace Partners of DuPage L.P. is a limited partnership with one general partner, The Charger Corporation, and a number of limited partners. The Charger Corporation is an Illinois corporation controlled by the Robert Donald Van Kampen family. First Trust discharges its responsibilities subject to the policies of the Board of the Company.

First Trust serves as investment adviser or investment sub-adviser for 25 mutual fund portfolios, 38 exchange-traded funds and 14 closed-end funds and is also the portfolio supervisor of unit investment trusts sponsored by First Trust Portfolios L.P. ("FTP"), some of which have investment strategies that are substantially similar to those of the Funds. FTP, 120 East Liberty Drive, Wheaton, Illinois 60187, specializes in the underwriting, trading and distribution of unit investment trusts and other securities. FTP is the principal underwriter of the Funds' interests.

There is no one individual primarily responsible for portfolio management decisions for the Funds. Investments are made under the direction of a committee (the "Investment Committee"). The Investment Committee consists of Daniel J. Lindquist, Robert F. Carey, Jon C. Erickson, David G. McGarel and Roger F. Testin. Mr. Lindquist joined First Trust as a Vice President in April 2004 and has been a Senior Vice President of First Trust and FTP since September 2005. Mr. Lindquist is Chairman of the Investment Committee and presides over Investment Committee meetings. Mr. Lindquist is responsible for overseeing the implementation of the Funds' investment strategies. Mr. Carey is the Chief Investment Officer and a Senior Vice President of First Trust and FTP. As First Trust's Chief Investment Officer, Mr. Carey consults with the Investment Committee on market conditions and First Trust's general investment philosophy. Mr. Erickson is a Senior Vice President of First Trust and FTP. As the head of First Trust's Equity Research Group, Mr. Erickson is

responsible for determining the securities to be purchased and sold by funds that do not utilize quantitative investment strategies. Mr. McGarel is a Senior Vice President of First Trust and FTP. As the head of First Trust's Strategy Research Group, Mr. McGarel is responsible for developing and implementing quantitative investment strategies for those funds that have investment policies that require them to follow such strategies. Mr. Testin is a Senior Vice President of First Trust and FTP. Mr. Testin is the head of First Trust's Portfolio Management Group. For additional information concerning First Trust, including a description of the services provided to the Funds, see the Funds' Statement of Additional Information ("SAI"). In addition, the SAI provides additional information regarding the compensation of Investment Committee members, other accounts managed by members of the Investment Committee and ownership by members of the Investment Committee of interests of the Funds.

Fees and Expenses

For providing management services, each Fund pays First Trust an annual fund management fee of 0.60% of average daily net assets. For the most recent fiscal year ended December 31, 2008, the Funds paid the following amounts to First Trust (after fee waivers and expense reimbursements): Target Managed VIP Portfolio—0.56% of average daily net assets; The Dow[®] DART 10 Portfolio—0.26% of average daily net assets; The Dow[®] Target Dividend Portfolio—0.60% of average daily net assets; Global Dividend Target 15 Portfolio—0.54% of average daily net assets; S&P[®] Target 24 Portfolio—0.24% of average daily net assets; NASDAQ[®] Target 15 Portfolio—0.00% of average daily net assets; First Trust Target Focus Four Portfolio—0.00% of average daily net assets; and Value Line[®] Target 25 Portfolio—0.56% of average daily net assets. Information regarding the Board's approval of the continuation of the investment advisory contract for the Funds is available in the semi-annual report for the six months ended June 30, 2008.

Each Fund pays for its own operating expenses such as custodial, transfer agent, administrative, accounting and legal fees; brokerage commissions; service fees; licensing fees (if applicable); extraordinary expenses; and its portion of the Company's operating expenses. First Trust has contractually agreed to waive fees and reimburse expenses through December 31, 2010, to prevent a Fund's Total Annual Fund Operating Expenses (excluding brokerage expenses and extraordinary expenses) from exceeding 1.47% of the average daily net asset value of each Fund (other than the First Trust Target Focus Four Portfolio, whose expense cap is 1.37% of average daily net assets). First Trust may seek restitution from the Funds for fees waived and reimbursed through December 31, 2010; however, the restitution is limited to the extent that it would not cause a Fund to exceed current expense limitations.

FUND INVESTMENTS

Equity Securities

Each Fund invests primarily in equity securities. Eligible equity securities include common stocks; warrants to purchase common stocks; and securities convertible into common stocks, such as convertible bonds and debentures. In addition, the Funds may invest in equity securities of non-U.S. issuers, including depositary receipts that represent non-U.S. common stocks deposited with a custodian.

Short-Term Investments

Each Fund may invest in cash equivalents or other short-term investments including U.S. government securities, commercial paper, repurchase agreements, money-market funds or similar fixed-income securities with remaining maturities of one year or less. For more information on short-term investments, see the SAI.

Futures and Options

Each Fund may use various investment strategies designed to hedge against changes in the values of securities the Fund owns or expects to purchase or to hedge against interest rate or currency exchange rate changes. The instruments used to implement these strategies include financial futures contracts, options, forward contracts, options on financial futures and stock index options.

Delayed Delivery Securities

Each Fund may buy or sell securities on a when-issued or delayed-delivery basis, paying for or taking delivery of the securities at a later date, normally within 15 to 45 days of the trade. Such transactions involve an element of risk because the value of the securities to be purchased may decline before the settlement date.

Disclosure of Portfolio Holdings

A description of the Funds' policies and procedures with respect to the disclosure of the Funds' portfolio securities is included in the Funds' SAI.

ADDITIONAL INFORMATION ON THE FUNDS' INVESTMENT STRATEGIES

To select securities for the Funds, other than the Target Managed VIP Portfolio and the First Trust Target Focus Four Portfolio, First Trust primarily follows a disciplined investment strategy that invests in the common stocks determined by the strategy. The portfolio of each Fund is adjusted annually on or about the Funds' annual stock selection date of December 31, in accordance with the applicable investment strategy. On or about the annual stock selection date for a Fund, a

percentage relationship among the number of shares of each issuer in the Fund will be established. When additional assets are deposited into the Fund, additional securities will be purchased in such numbers that reflect as nearly as practicable the percentage relationship of the number of shares of each issuer established on or about the annual stock selection date. First Trust will likewise attempt to replicate the percentage relationship of shares when selling securities for a Fund. The percentage relationship among the number of securities in a Fund should therefore, remain relatively stable. However, given the fact that the market price of such securities will vary throughout the year, the value of the securities of each of the companies as compared to the total assets of a Fund will fluctuate during the year, above and below the proportion established on the annual stock selection date. On or about the annual stock selection date for a Fund, new securities will be selected and a new percentage relationship will be established among the number of securities for the Fund.

To select securities for the Target Managed VIP Portfolio, First Trust utilizes a model based on six specialized strategies. It will not necessarily maintain a particular percentage relationship among those securities. To select securities for the First Trust Target Focus Four Portfolio, First Trust utilizes a model based on four specialized strategies weighted pursuant to a set formula.

It is generally not possible for First Trust to purchase round lots (usually 100 shares) of stocks in amounts that will precisely duplicate the prescribed mix of securities. Also, it is usually impossible for a Fund to be 100% invested in the prescribed mix of securities at any given time. To the extent that a Fund is not fully invested, the interests of variable annuity policy owners may be diluted and total return may not directly track the investment results of the prescribed mix of securities. To minimize this effect, First Trust will generally try, as much as practicable, to maintain a minimum cash position at all times. Normally, the only cash items held by a Fund are amounts expected to be deducted as expenses, amounts too small to purchase additional round lots of the securities and amounts held during the settlement of portfolio transactions.

Investment Limitations

The Funds have adopted certain investment limitations (based on total assets) that cannot be changed without interest holder approval and are designed to limit your investment risk. Such limitations are described in the SAI.

Hedging and Other Defensive and Temporary Investment Strategies

Although the Funds have no present intentions to vary from their investment strategies under any circumstances, the Funds may invest up to 100% of their assets in cash equivalents and short-term investments as a temporary defensive measure in response to adverse market conditions, or to keep cash on hand fully invested. During these periods, a Fund may not be able to achieve its investment objective.

First Trust may also use various investment strategies designed to hedge against changes in the value of securities a Fund owns or expects to purchase or to hedge against interest rate changes and to hedge against currency fluctuations during the settlement of portfolio transactions. These hedging strategies include using financial futures contracts, options, options on financial futures, non-U.S. currency forward contracts or stock index options. The ability of a Fund to benefit from options and futures is largely dependent on First Trust's ability to use such strategies successfully. A Fund could lose money on futures transactions or an option could expire worthless.

Each Fund's investment objective may not be changed without interest holder approval. The above investment policies may be changed by the Board of Trustees without interest holder approval unless otherwise noted in this prospectus or the SAI.

Portfolio Turnover

A Fund buys and sells portfolio securities in the normal course of its investment activities. The proportion of the Fund's investment portfolio that is sold and replaced with new securities during a year is known as the Fund's portfolio turnover rate. A turnover rate of 100%, for example, would occur if a Fund sold and replaced securities valued at 100% of its net assets within a one-year period. Each Fund's portfolio turnover rates are provided in the "Financial Highlights." Active trading (portfolio turnover rates greater than 100%) would result in the payment by the Fund of increased brokerage costs and expenses. The Funds' portfolio turnover rates for 2008 were high because of a change in assets due to market conditions and significant redemptions.

Target Managed VIP Portfolio Strategies

The Target Managed VIP Portfolio invests in the common stocks of certain companies which are identified by applying a model based on six uniquely specialized strategies: the European Target 20 Strategy; the Target Small-Cap Strategy; The Dow[®] DART 5 Strategy; The NASDAQ[®] Target 15 Strategy; the S&P[®] Target 24 Strategy; and the Value Line[®] Target 25 Strategy.

European Target 20 Strategy.

The European Target 20 Strategy is determined as follows:

- Step 1: The investment adviser ranks the 120 largest companies based on market capitalization which are domiciled in Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom by dividend yield.

Step 2: First Trust selects the 20 highest dividend-yielding stocks and, for those stocks that are directly listed on a U.S. exchange or represented by American Depositary Receipts and have sufficient liquidity, includes such directly listed stocks or American Depositary Receipts for the European Target 20 Strategy. To the extent any of these 20 stocks are not directly listed on a U.S. exchange or represented by American Depositary Receipts, the percentage that would have been allocated to such stock(s) is allocated on a pro rata basis to the remaining securities in the European Target 20 Strategy.

Target Small-Cap Strategy.

The Target Small-Cap Strategy is determined as follows:

- Step 1: The investment adviser selects the stocks of all U.S. corporations which trade on the New York Stock Exchange (“NYSE”), the NYSE Amex or the NASDAQ Stock Market[®] (“NASDAQ”) (excluding limited partnerships, American Depositary Receipts and mineral and oil royalty trusts).
- Step 2: The investment adviser then selects companies which have a market capitalization of between \$150 million and \$1 billion and whose stock has an average daily dollar trading volume of at least \$500,000. For purposes of applying the Target Small-Cap Strategy, market capitalization and average trading volume are based on 1996 dollars which are periodically adjusted for inflation.
- Step 3: The investment adviser next selects stocks with positive three-year sales growth.
- Step 4: From there the investment adviser selects those stocks whose most recent annual earnings are positive.
- Step 5: The investment adviser eliminates any stock whose price has appreciated by more than 75% in the last 12 months.
- Step 6: The investment adviser then selects the 40 stocks with the greatest price appreciation in the last 12 months on a relative market capitalization basis (highest to lowest).

The Dow[®] DART 5 Strategy.

The Dow[®] DART 5 Strategy is determined as follows:

- Step 1: The investment adviser ranks all 30 stocks contained in the DJIASM by the sum of their dividend yield and buyback ratio.
- Step 2: The investment adviser then selects the ten stocks with the highest combined dividend yields and buyback ratios.
- Step 3: From the ten stocks selected in Step 2, the investment adviser selects the five stocks with the greatest increase in the percentage change in return on assets in the most recent year as compared to the previous year.

The NASDAQ[®] Target 15 Strategy.

The NASDAQ[®] Target 15 Strategy is determined as follows:

- Step 1: The investment adviser selects the stocks which are components of the NASDAQ-100 Index[®] and numerically ranks them by 12-month price appreciation (best (1) to worst (100)).
- Step 2: The investment adviser then numerically ranks the stocks by 6-month price appreciation.
- Step 3: The investment adviser ranks the stocks by their return on assets.
- Step 4: The investment adviser then numerically ranks the stocks based on their price to cash flow.
- Step 5: The investment adviser adds up the numerical ranks achieved by each company in the above steps and selects the 15 stocks with the lowest sums.

The stocks which comprise the NASDAQ[®] Target 15 Strategy are weighted by market capitalization subject to the restriction that only whole shares are purchased and that no stock will comprise approximately less than 1% or 25% or more of the NASDAQ[®] Target 15 Strategy portion of the portfolio on or about the stock selection date. The securities will be adjusted on a proportionate basis to accommodate this constraint.

S&P[®] Target 24 Strategy.

The S&P[®] Target 24 Strategy is determined as follows:

- Step 1: All of the economic sectors in the S&P 500[®] Index are ranked by market capitalization and the eight largest sectors are selected.

Step 2: The stocks in each of those eight sectors are then ranked among their peers based on three distinct factors:

Factor 1: Trailing four quarters' return on assets, which is net income divided by average assets. Those stocks with high return on assets achieve better rankings.

Factor 2: Buyback yield, which measures the percentage decrease in common stock outstanding versus one year earlier. Those stocks with greater percentage decreases receive better rankings.

Factor 3: Bullish interest indicator, which compares the number of shares traded in months in which the stock price rose to the number of shares traded in months in which the stock price declined. Those stocks with a high bullish interest indicator achieve better rankings.

Step 3: The three stocks from each of the eight sectors with the highest combined ranking on these three factors are selected for the Fund. In the event of a tie within a sector, the stock with the higher market capitalization is selected. Each stock receives a weighting equivalent to its relative market value among the three stocks from the individual sector. The combined weight of the three stocks for a sector is equal to the sector's equivalent weighting among the eight sectors being selected from.

Value Line[®] Target 25 Strategy.

The Value Line[®] Target 25 Strategy is determined as follows:

Step 1: The investment adviser starts with the 100 stocks which Value Line[®] on or about the stock selection date gives its #1 ranking for Timeliness[™], and removes the stocks of companies considered to be financial companies and the stocks of companies whose shares are not listed on a U.S. securities exchange.

Step 2: The investment adviser ranks those remaining stocks based on 12-month and 6-month price appreciation (best (1) to worst (100)).

Step 3: The investment adviser ranks the stocks by their return on assets.

Step 4: The investment adviser ranks the stocks based on their price to cash flow.

Step 5: The investment adviser adds up the numerical ranks achieved by each company in the above steps and selects the 25 stocks with the lowest sums.

The stocks which comprise the Value Line[®] Target 25 Strategy are weighted by market capitalization subject to the restriction that no stock will comprise approximately less than 1% or 25% or more of the Value Line[®] Target 25 Strategy portion of the portfolio on the stock selection date. The securities will be adjusted on a proportionate basis to accommodate this constraint.

First Trust Target Focus Four Portfolio Strategies

The First Trust Target Focus Four Portfolio invests in the common stocks of certain companies that are identified by applying a model based on the following four uniquely specialized strategies according to the following weightings:

Focus Four Strategy	Weights
The Dow [®] Target Dividend Strategy	30%
Value Line [®] Target 25 Strategy	30%
S&P Target SMid 60 Strategy	30%
NYSE [®] International Target 25 Strategy	10%

The Dow[®] Target Dividend Strategy.

The Dow[®] Target Dividend Strategy contains some of the most widely traded of the market's highest-yielding stocks. The strategy selects stocks with good value (low price-to-book ratio) and signs of growth (change in return on assets) from The Dow Jones U.S. Select Dividend IndexSM. These factors allow the strategy to select an equally-weighted portfolio of high dividend paying value companies that have future growth potential.

The investment strategy looks for common stocks issued by companies that are expected to provide income and have the potential for capital appreciation. First Trust follows a disciplined investment strategy that invests primarily in the 20 common stocks from The Dow Jones U.S. Select Dividend IndexSM with the best overall ranking on both the change in return on assets over the last 12 months and price-to-book ratio as of the close of business on or about the applicable stock selection date. Specifically, this investment strategy consists of the following steps:

Step 1: The investment adviser ranks all 100 stocks contained in The Dow Jones U.S. Select Dividend IndexSM on or about the applicable stock selection date (best (1) to worst (100)) by:

- Change in return on assets over the last 12 months. An increase in return on assets generally indicates improving business fundamentals.

- Price-to-book ratio. A lower, but positive, price-to-book ratio is generally used as an indication of value.

Step 2: The investment adviser then selects an approximately equally-weighted portfolio of the 20 stocks with the best overall ranking on the two factors.

Companies which, as of the applicable stock selection date, Dow Jones has announced will be removed from The Dow Jones U.S. Select Dividend IndexSM, are removed from the universe of securities from which stocks for this strategy are selected.

Value Line[®] Target 25 Strategy.

The Value Line[®] Target 25 Strategy is determined as follows:

- Step 1: The investment adviser starts with the 100 stocks which Value Line[®] on or about the stock selection date gives its #1 ranking for TimelinessTM, and removes the stocks of companies considered to be financial companies and the stocks of companies whose shares are not listed on a U.S. securities exchange.
- Step 2: The investment adviser ranks the remaining stocks based on 12-month and 6-month price appreciation (best (1) to worst (100)).
- Step 3: The investment adviser ranks the stocks by their return on assets.
- Step 4: The investment adviser ranks the stocks based on their price to cash flow.
- Step 5: The investment adviser adds up the numerical ranks achieved by each company in the above steps and selects the 25 stocks with the lowest sums.

The stocks which comprise the Value Line[®] Target 25 Strategy are weighted by market capitalization subject to the restriction that no stock will comprise approximately less than 1% or more than 25% of the Value Line[®] Target 25 Strategy portion of the portfolio on or about the stock selection date. The securities will be adjusted on a proportionate basis to accommodate this constraint.

S&P Target SMid 60 Strategy.

S&P Target SMid 60 Strategy gives an investor exposure to mid-cap and small-cap value stocks. The portfolio doubles the weights of the larger 30 mid-cap stocks relative to the 30 small-cap stocks. The strategy selects stocks with a combination of value (price to cash flow) and growth (change in return on assets and recent momentum) factors. They are selected from the lowest price-to-book ratios in the S&P MidCap 400 Index and the S&P SmallCap 600 Index.

The stocks for the strategy are selected by First Trust beginning with the stocks that comprise the S&P MidCap 400 and the S&P SmallCap 600 Indices. Specifically:

- Step 1: Rank the stocks in each index by price-to-book value. Select the best quartile from each index – 100 stocks from the S&P MidCap 400 Index and 150 stocks from the S&P SmallCap 600 Index with the lowest, but positive, price-to-book ratio.
- Step 2: Rank each remaining stock on three factors:
 - Price to cash flow
 - 12 month change in return on assets
 - 3 month price appreciation
- Step 3: Eliminate any stock with a market capitalization of less than \$250 million and also eliminate those with an average daily trading volume of less than \$250,000. The 30 stocks from each index with the best overall ranking on the three factors are selected for the portfolio.

The stocks selected from the S&P MidCap 400 Index are given approximately twice the weight of the stocks selected from the S&P SmallCap 600 Index.

NYSE[®] International Target 25 Strategy.

NYSE[®] International Target 25 Strategy gives investors exposure to large foreign value stocks. The equally-weighted portfolio selects the 25 stocks with the best value factors (price-to-book ratio and price to cash flow). They are selected from the NYSE International 100 Index[®].

The NYSE[®] International Target 25 Strategy is determined as follows:

- Step 1: Begin with the stocks that comprise the NYSE International 100 Index[®] on or about the applicable security selection date. The Index consists of the 100 largest non-U.S. stocks trading on the NYSE.

Step 2: Screen for liquidity by eliminating companies with average daily trading volume below \$300,000 for the prior three months.

Step 3: Rank each remaining stock on two factors:

Factor 1: Price-to-book ratio.

Factor 2: Price to cash flow. Lower, but positive, price-to-book and price to cash flow ratios are generally used as an indication of value.

Step 4: Construct an equally-weighted portfolio of the 25 stocks with the best overall ranking on the two factors.

DESCRIPTION OF INDICES

The portfolios of certain of the Funds consist of the common stocks of companies included in various indices. A description of certain of the indices is provided below.

The Dow Jones Industrial AverageSM (DJIASM)

The stocks included in the DJIASM are chosen by the editors of *The Wall Street Journal* as representative of the broad market and of American industry. The companies are major factors in their industries and their stocks are widely held by individuals and institutional investors.

The Dow Jones U.S. Select Dividend IndexSM

The Dow Jones U.S. Select Dividend IndexSM is comprised of 100 of the highest dividend-yielding securities (excluding REITs) in The Dow Jones U.S. Index, a broad-based index representative of approximately 95% of U.S. equity securities by market capitalization.

The Financial Times Industrial Ordinary Share Index (FT Index)

The FT Index is comprised of 30 common stocks chosen by the editors of The Financial Times as representative of British industry and commerce. This index is an unwatched average of the share prices of selected companies. These companies are highly capitalized and major factors in their industries. In addition, their stocks are widely held by individuals and institutional investors.

The Hang Seng Index

The Hang Seng Index, as of March 31, 2009, consisted of 42 stocks currently listed on the Stock Exchange of Hong Kong Ltd. (the "*Hong Kong Stock Exchange*"), and it includes companies intended to represent four major market sectors: commerce and industry, finance, properties and utilities. The Hang Seng Index is a recognized indicator of stock market performance in Hong Kong. It is computed on an arithmetic basis, weighted by market capitalization, and is therefore strongly influenced by stocks with large market capitalizations.

The NASDAQ-100 Index[®]

The NASDAQ-100 Index[®] includes 100 of the largest domestic and international non-financial securities listed on the NASDAQ Stock Market[®] based on market capitalization. The index is calculated based on a modified capitalization-weighted methodology. The NASDAQ Stock Market[®] lists approximately 5,000 companies and trades more shares per day than any other major U.S. market.

The NYSE International 100 Index[®]

The NYSE International 100 Index[®] is comprised of 100 of the largest non-U.S. stocks traded on the NYSE based on market capitalization.

The Standard & Poor's MidCap 400 Index (S&P MidCap 400 Index)

The S&P MidCap 400 Index measures the performance of the mid-range sector of the U.S. stock market by choosing 400 domestic stocks on the basis of market capitalization, liquidity and industry group representation.

The Standard & Poor's 500 Index (S&P 500[®] Index)

Widely regarded as the standard for measuring large-cap U.S. stock market performance, the S&P 500[®] Index includes a representative sample of leading U.S. companies in leading industries. The S&P 500[®] Index consists of 500 stocks chosen for market size, liquidity and industry group representation. It is a market value-weighted index with each stock's weight in the index proportionate to its market value.

The Standard & Poor's SmallCap 600 Index (S&P SmallCap 600 Index)

The S&P SmallCap 600 Index measures the performance of the small-range sector of the U.S. stock market by choosing 600 domestic stocks on the basis of market capitalization, liquidity and industry group representation.

Except for the Hang Seng Index and the FT Index, the publishers of the indices have granted First Trust a license to use their respective index. The Funds are not designed so that prices will parallel or correlate with the movements in any particular index or a combination of indices and it is expected that their prices will not parallel or correlate with such

movements. The publishers of the indices have not participated in any way in the creation of the Funds or in the selection of stocks in the Funds.

ADDITIONAL RISKS OF INVESTING IN THE FUNDS

Risk is inherent in all investing. Investing in the Funds involves risk, including the risk that you may lose all or part of your investment. There can be no assurance that a Fund will meet its stated objective. An investment in a Fund is not a deposit with a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Before you invest, you should consider the following risks.

Market risk: Market risk is the risk that a particular stock, an industry or sector, a mutual fund or stocks in general may fall in value. Interests in a Fund are subject to market fluctuations caused by such factors as economic, political, regulatory or market developments, changes in interest rates and perceived trends in stock prices. Overall stock values could decline generally or could underperform other investments. In 2008 and early 2009, securities markets were significantly negatively affected by the financial crisis that initially resulted from the downturn in the subprime mortgage market in the United States. The impact of the financial crisis on securities markets has proven to be significant and may be long-lasting and may have a substantial impact on the value of a Fund.

Furthermore, the war and political instability in certain regions of the world, such as the Middle East and Afghanistan, and terrorist attacks in the United States and around the world may have resulted in market volatility, which may have long term effects on the U.S. and worldwide financial markets and may cause further economic uncertainties in the United States and worldwide. The Funds do not know how long the securities markets may continue to be affected by these events and cannot predict the effects of similar events in the future on the U.S. economy and worldwide securities markets.

Small-cap company risk: Certain funds may invest in small capitalization companies. Such companies may be more vulnerable to adverse general market or economic developments, may be less liquid, and may experience greater price volatility than larger capitalization companies as a result of several factors, including limited trading volumes, products or financial resources, management inexperience and less publicly available information. Accordingly, such companies are generally subject to greater market risk than larger capitalization companies.

Inflation risk: Inflation risk is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Funds' assets can decline as can the value of the Funds' distributions. Common stock prices may be particularly sensitive to rising interest rates, as the cost of capital rises and borrowing costs increase.

Non-U.S. investment risk: Certain Funds may invest in non-U.S. securities. Securities issued by non-U.S. companies or governments present risks beyond those of securities of U.S. issuers. Risks of investing in non-U.S. securities include higher brokerage costs; different accounting standards; expropriation, nationalization or other adverse political or economic developments; currency devaluation, blockages or transfer restrictions; changes in non-U.S. currency exchange rates; taxes; restrictions on non-U.S. investments and exchange of securities; inadequate financial information; lack of liquidity of certain non-U.S. markets; and less government supervision and regulation of exchanges, brokers, and issuers in non-U.S. countries. Prices of non-U.S. securities also may be more volatile.

Non-diversification and concentration risks: Each Fund is classified as "non-diversified." As a result, each Fund is only limited as to the percentage of its assets which may be invested in the securities of any one issuer by its own investment restrictions and by the diversification requirements imposed by the Internal Revenue Code of 1986, as amended (the "Code"). Because each Fund may invest a relatively high percentage of its assets in a limited number of issuers, each Fund may be more susceptible to any single economic, political or regulatory occurrence and to the financial conditions of the issuers in which it invests.

In addition, the Funds may be concentrated in the securities of a given industry if the applicable investment strategy selects such securities. A concentration makes a Fund more susceptible to any single occurrence affecting the industry or sector and may subject the Fund to greater market risk than more diversified funds.

Technology risk: Companies involved in the technology sector must contend with the risks of rapidly changing technologies; short product life cycles; fierce competition; aggressive pricing and reduced profit margins; loss of patent, copyright and trademark protections; cyclical market patterns; evolving industry standards; and frequent new product introductions. Technology companies may be smaller and less experienced companies, with limited product lines, markets or financial resources and fewer experienced management or marketing personnel. Technology company stocks, particularly those involved with the Internet, have experienced extreme price and volume fluctuations that often have been unrelated to their operating performance. Also, the stocks of certain technology companies have exceptionally high price-to-earnings ratios with little or no earnings histories.

Investment strategy risk: The Funds are exposed to additional market risk due to their policy of investing in accordance with an investment strategy. As a result of this policy, securities held by a Fund will generally not be bought or sold in response to market fluctuations. This policy may subject investors to greater market risk and volatility than other mutual funds. In addition, because each Fund invests in accordance with an investment strategy that provides for periodic rebalancing, certain Funds may experience high portfolio turnover rates. Active trading will result in the payment by the affected Fund of increased brokerage costs and expenses.

Financials risk: The Dow® Target Dividend Portfolio, the Global Dividend Target 15 Portfolio, and the First Trust Target Focus Four Portfolio may invest in the securities of companies in the financials sector. Banks, thrifts and their holding companies are especially subject to the adverse effects of economic recession; decreases in the availability of capital; volatile interest rates; portfolio concentrations in geographic markets and in commercial and residential real estate loans; and competition from new entrants in their fields of business. The banking, insurance and securities industries are extensively regulated at both the federal and state level and may be adversely affected by increased regulations.

Companies involved in the insurance industry are engaged in underwriting, selling, distributing or placing of property and casualty, life or health insurance. Insurance company profits are affected by many factors, including interest rate movements, the imposition of premium rate caps, competition and pressure to compete globally. Property and casualty insurance profits may also be affected by weather catastrophes, such as hurricanes and earthquakes, acts of terrorism and other disasters. Life and health insurance profits may be affected by mortality rates. Already extensively regulated, insurance companies' profits may also be adversely affected by increased government regulations or tax law changes.

Recent negative developments relating to the subprime mortgage market have adversely affected credit and capital markets worldwide and reduced the willingness of lenders to extend credit, thus making borrowing on favorable terms more difficult. In addition, issuers of credit instruments and debt securities have experienced periods of extreme illiquidity and volatility. General market uncertainty and consequent repricing risk have led to market imbalances of sellers and buyers, which in turn have resulted in significant valuation uncertainties in a variety of debt securities. These conditions resulted, and in many cases continue to result in, greater volatility, less liquidity, widening credit spreads and a lack of price transparency, with many debt securities remaining illiquid and of uncertain value. These market conditions may adversely impact certain companies in the financials sector.

The Dow® Target Dividend Portfolio, the Global Dividend Target 15 Portfolio, and the First Trust Target Focus Four Portfolio may invest in companies that may be significantly affected by the downturn in the U.S. and world economies that began with the significant decline in the subprime mortgage lending market in the United States. Due to the downturn, subprime mortgage loans have in recent periods experienced increased rates of delinquency, foreclosure, bankruptcy and loss, and are likely to continue to be subject to interest rates that are significantly higher than those experienced by mortgage loans underwritten in a more traditional manner. The downturn in the subprime mortgage lending market and the resulting impact on the world's economies has had a significant adverse effect on the financials sector and the economy and may have far-reaching consequences into various aspects of the financials sector, and consequently, the value of the Fund may decline in response to such developments.

The Global Dividend Target 15 Portfolio is considered to be concentrated in the securities of United Kingdom and Hong Kong issuers. Particular risk factors follow:

United Kingdom: The United Kingdom is one of 27 members of the European Union, which was formed by the Maastricht Treaty (the "Treaty") on European Union. The Treaty has had the effect of eliminating most of the remaining trade barriers between the member nations and has made Europe one of the largest common markets in the world. However, the continued implementation of the Treaty provisions and recent rapid political and social change throughout Europe make the extent and nature of future economic development in the United Kingdom and Europe and their effect on securities issued by United Kingdom issuers impossible to predict.

Hong Kong: Hong Kong issuers are subject to risks related to Hong Kong's political and economic environment, the volatility of the Hong Kong stock market, and the concentration of real estate companies listed on the Hong Kong Stock Exchange. Hong Kong reverted to Chinese control on July 1, 1997 and any increase in uncertainty as to the future economic and political status of Hong Kong, or a deterioration of the relationship between China and the United States, could have negative implications on stocks listed on the Hong Kong Stock Exchange. Securities prices on the Hong Kong Stock Exchange can be highly volatile and are sensitive to developments in Hong Kong and China, as well as other world markets.

INVESTMENT IN FUND INTERESTS

Interests of the Funds are sold only to Account B to fund the benefits of the variable annuity policies issued by Prudential. Account B purchases interests of the Funds in accordance with variable account allocation instructions received from owners of the policies. First Trust then uses the proceeds to buy securities for the Funds. Account B, as an interest holder, has an ownership interest in the Funds' investments.

The Funds do not issue interest certificates. Individual investors may not purchase or redeem interests in the Funds directly; interests may be purchased or redeemed only through the policies. There are no minimum investment requirements. All investments in a Fund are credited to the interest holder's account in the form of full and fractional interests of the designated Fund (rounded to the nearest 1/1000 of a share). For a discussion of how policy owners may purchase Fund interests, please refer to the prospectus for Account B. Owners of the policies may direct purchase or redemption instructions to Prudential at 1 Corporate Drive, Shelton, Connecticut 06484-0883 or by calling (800) 752-6342.

The price received for purchase requests will depend on when the order is received. Orders received before the close of trading on a business day will receive that day's closing price, otherwise the next business day's price will be received. A business day is any day the New York Stock Exchange is open for business and normally ends at 4:00 p.m., Eastern time. See "Net Asset Value" for a discussion of how interests are priced.

REDEMPTION OF FUND INTERESTS

Each Fund offers to buy back (redeem) interests of the Fund from Account B at any time at net asset value. Account B will redeem interests to make benefit or surrender payments under the terms of the variable annuity policies or to effect transfers among investment options. Redemptions are processed on any day on which the Funds are open for business and are effected at the net asset value next determined after the redemption order, in proper form, is received. Orders received before the close of trading on a business day will receive that day's closing price, otherwise the next business day's price will be used. For a discussion of how policy owners may redeem interests, please refer to the prospectus for Account B.

A Fund may suspend the right of redemption only under the following unusual circumstances:

- when the New York Stock Exchange is closed (other than weekends and holidays) or trading is restricted;
- when trading in the markets utilized is restricted, or when an emergency exists so that disposal of a Fund's investments or determination of its net asset value is not reasonably practicable; or
- during any period when the Securities and Exchange Commission may permit.

DISTRIBUTIONS AND TAXES

Automatic Reinvestment

All dividends payable by a Fund will be reinvested in the Fund.

Taxes and Tax Reporting

The Company is a limited liability company with all of its interests owned by a single entity (Account B). Accordingly, the Company is part of the operations of Prudential and is not taxed separately. The Company does not intend to qualify as a "regulated investment company" under Subchapter M of the Code. For a discussion of the tax status of the variable annuity policy, please refer to the prospectus for Account B.

Internal Revenue Service Diversification Requirements

The Funds have complied and intend to continue to comply with the diversification requirements currently imposed by the Internal Revenue Service on separate accounts of insurance companies as a condition of maintaining the status of the variable annuity policies issued by Account B under Section 817 of the Code. First Trust reserves the right to depart from the investment strategy of a Fund in order to meet these diversification requirements. See the SAI for more specific information.

RULE 12b-1 PLAN

FTP serves as the selling agent and distributor of the Funds' interests. In this capacity, FTP manages the offering of the Funds' interests and is responsible for all sales and promotional activities. In order to compensate FTP for its costs in connection with these activities, each Fund has adopted a service plan under Rule 12b-1 of the 1940 Act. Each Fund may spend up to 0.25% per year of its average daily net assets as a service fee. FTP uses the service fee to compensate Prudential for providing account services to policy owners. These services include establishing and maintaining policy owners' accounts, supplying information to policy owners, delivering Fund materials to policy owners, answering inquiries, and providing other personal services to policy owners. Because these fees are paid out of a Fund's assets on an on-going basis, over time these fees will increase the cost of your investment and may cost you more than paying other types of sales charges. In addition, the plan allows First Trust to use a portion of its advisory fee to compensate FTP for other expenses, including printing and distributing prospectuses to persons other than interest holders or policy owners, and the expenses of compensating its sales force and preparing, printing and distributing advertising, sales literature and reports to interest holders and policy owners used in connection with the sale of interests. The Board of Trustees reserves the right to suspend payments under the 12b-1 Plan at any time.

For the fiscal year ended December 31, 2008, all 12b-1 fees paid during the period were paid to Prudential for providing account services. Please see "Rule 12b-1 Plan" in the SAI for further details.

NET ASSET VALUE

The price of Fund interests is based on a Fund's net asset value ("NAV") per interest which is determined daily as of the close of regular trading (normally 4:00 p.m. Eastern time) on each day the NYSE is open for trading. NAV is calculated for each Fund by dividing the value of the Fund's total assets, including accrued interest and dividends, less all liabilities, including accrued expenses and dividends declared but unpaid, by the total number of interests outstanding. The result, rounded to the nearest cent, is the NAV per interest. All valuations are subject to review by the Board of Trustees or its delegate.

Each Fund's investments are valued daily at market value or, in the absence of market value with respect to any portfolio securities, at fair value according to procedures adopted by the Board of the Company. Portfolio securities listed on any exchange other than the NASDAQ and the London Stock Exchange Alternative Investment Market ("AIM") are valued

at the last sale price on the business day as of which such value is being determined. Securities listed on the NASDAQ or the AIM are valued at the official closing price on the business day as of which such value is being determined. If there has been no sale on such day, or no official closing price in the case of securities traded on the NASDAQ or the AIM, the securities are valued at the mean of the most recent bid and ask prices on such day. Portfolio securities traded on more than one securities exchange are valued at the last sale price or official closing price, as applicable, on the business day as of which such value is being determined at the close of the exchange representing the principal market for such securities. Portfolio securities traded in the over-the-counter market, but excluding securities trading on the NASDAQ and the AIM, are valued at the closing bid prices. Short-term investments that mature in less than 60 days when purchased are valued at amortized cost.

Foreign securities traded outside the United States are generally valued as of the time their trading is complete, which is usually different from the close of the NYSE. Occasionally, events affecting the value of such securities may occur between such times and the close of the NYSE that will not always be reflected in the computation of the value of such securities. If events materially affecting the value of such securities occur during such period, these securities will be valued at their fair value according to procedures adopted by the Company's Board. All securities and other assets of each Fund initially expressed in foreign currencies will be converted to U.S. dollars using exchange rates in effect at the time of valuation.

Certain securities may not be able to be priced by pre-established pricing methods. Such securities may be valued at fair value according to procedures adopted by the Board. These securities generally include but are not limited to the following: restricted securities (securities which may not be publicly sold without registration under the Securities Act of 1933) for which a pricing service is unable to provide a market price; securities whose trading has been formally suspended; a security whose market price is not available from a pre-established pricing source; a security with respect to which an event has occurred that is likely to materially affect the value of the security after the market has closed but before the calculation of fund NAV (as may be the case in non-U.S. markets on which the security is primarily traded) or make it difficult or impossible to obtain a reliable market quotation; and a security whose price, as provided by the pricing service, does not reflect the security's "fair value." As a general principle, the current "fair value" of an issue of securities would appear to be the amount which the owner might reasonably expect to receive for them upon their current sale. The use of fair value prices by a Fund generally results in the prices used by the Fund differing from the closing sale prices on the applicable exchange. A variety of factors may be considered in determining the fair value of such securities. See the SAI for details.

For Funds that hold securities that trade primarily on non-U.S. exchanges, the NAV of a Fund's interests may change on days when interest holders will not be able to purchase or redeem the Fund's interests.

FUND SERVICE PROVIDERS

The Funds' transfer and dividend paying agent and shareholder services, fund accounting and administrative agent is PNC Global Investment Servicing (U.S.) Inc., formerly known as PFPC, Inc., 301 Bellevue Parkway, 301 Bellevue Parkway, Wilmington, Delaware 19809 ("*PNC*"). PNC performs bookkeeping, data processing, accounting and administrative services for the operation of the Funds and the maintenance of shareholder accounts. The custodian of the assets of the Funds is PFPC Trust Company, which will be renamed PNC Trust Company effective June 7, 2010, 8800 Tinicum Boulevard, Philadelphia, Pennsylvania 19153.

Prudential performs certain administrative services for the Funds, Account B and the variable annuity policies. Each Fund pays an administrative fee of 0.30% of average daily net assets to cover expenses incurred by Prudential in connection with these services and First Trust pays an additional fee of 0.10% of average daily net assets to Prudential for administrative services performed for the Funds. For more information on the Funds' expenses, see the SAI.

SHAREHOLDER INQUIRIES

All inquiries regarding the Funds should be directed to the applicable Fund, attention Secretary, at 120 East Liberty Drive, Suite 400, Wheaton, Illinois 60187 or by calling (800) 621-1675.

MARKET TIMING

The Funds are intended for long-term investment and discourage frequent trading or market timing. Due to the fact that all interests of each Fund are issued to, and redeemed from, Account B, it is difficult for a Fund to monitor trading by a particular investor. However, FTP has entered into an agreement with Prudential that permits the Funds, or their designee, to receive certain identity and transaction information and requires Prudential to restrict or prohibit certain future purchases or exchanges by shareholders in certain circumstances. In addition, the Funds rely on Prudential to adopt policies and procedures with respect to transfers into or from Account B. The Funds have reviewed the market timing policies and procedures of Prudential and have determined that such policies are reasonably designed to prevent or detect market timing activity.

Excessive trading in the Funds' interests can disrupt portfolio management, lead to higher operating costs, and cause other operating inefficiencies for the Funds. However, the Funds are also mindful that shareholders may have valid reasons for periodically purchasing and redeeming Fund interests.

Accordingly, the Funds have adopted a Market Timing Policy that seeks to balance the Funds' need to prevent excessive trading in Fund interests while offering investors the flexibility in managing their financial affairs to make periodic purchases and redemptions of Fund interests.

DISCLAIMERS

* "Dow Jones Industrial AverageSM," "DJIASM," "Dow IndustrialsSM," "Dow 30SM," "The Dow[®]," "The Dow Jones U.S. Select Dividend IndexSM" and "The Dow 10SM" are service marks or registered trademarks, as applicable, of Dow Jones & Company, Inc. ("Dow Jones") and have been licensed for use for certain purposes by First Trust.

The Funds are not sponsored, endorsed, sold or promoted by Dow Jones. Dow Jones makes no representation or warranty, express or implied, to a Fund's interest holders or any member of the public regarding the advisability of purchasing a Fund. Dow Jones' only relationship to the Funds, Prudential, or First Trust is the licensing of certain copyrights, trademarks, servicemarks and service names of Dow Jones. Dow Jones has no obligation to take the needs of Prudential, First Trust or variable annuity owners into consideration in determining, composing or calculating the DJIASM or The Dow Jones U.S. Select Dividend IndexSM. Dow Jones is not responsible for and has not participated in the determination of the terms and conditions of the Funds, including the pricing of the Funds' Interests or the amount payable under variable annuity contracts. Dow Jones has no obligation or liability in connection with the administration or marketing of the Funds or any variable annuity contracts.

DOW JONES DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE DOW JONES INDUSTRIAL AVERAGESM OR THE DOW JONES U.S. SELECT DIVIDEND INDEXSM OR ANY DATA RELATED THERETO AND DOW JONES SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSION, OR INTERRUPTIONS THEREIN. DOW JONES MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY A FUND, PRUDENTIAL, FIRST TRUST OR VARIABLE ANNUITY OWNERS OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE DOW JONES INDUSTRIAL AVERAGESM OR THE DOW JONES U.S. SELECT DIVIDEND INDEXSM OR ANY DATA RELATED THERETO. DOW JONES MAKES NO EXPRESS OR IMPLIED WARRANTIES AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE DOW JONES INDUSTRIAL AVERAGESM OR THE DOW JONES U.S. SELECT DIVIDEND INDEXSM OR ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL DOW JONES HAVE ANY LIABILITY FOR ANY LOST PROFITS OR INDIRECT, PUNITIVE, SPECIAL OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

* The S&P[®] Target 24 Portfolio, the Target Managed VIP Portfolio and the First Trust Target Focus Four Portfolio are not sponsored, endorsed, sold or promoted by Standard & Poor's, a subsidiary of Standard & Poor's Financial Services LLC ("S&P"). S&P makes no representation or warranty, express or implied, to the owners of the S&P[®] Target 24 Portfolio, the Target Managed VIP Portfolio or the First Trust Target Focus Four Portfolio or any member of the public regarding the advisability of investing in securities generally or in the S&P[®] Target 24 Portfolio, the Target Managed VIP Portfolio or the First Trust Target Focus Four Portfolio particularly or the ability of the S&P 500[®] Index, the S&P MidCap 400 Index or the S&P SmallCap 600 Index to track general stock market performance. S&P's only relationship to First Trust is the licensing of certain trademarks and trade names of S&P and of the S&P 500[®] Index, the S&P MidCap 400 Index and the S&P SmallCap 600 Index, which are determined, composed and calculated by S&P without regard to First Trust, the S&P[®] Target 24 Portfolio, the Target Managed VIP Portfolio or the First Trust Target Focus Four Portfolio. S&P has no obligation to take the needs of First Trust or the owners of the S&P[®] Target 24 Portfolio, the Target Managed VIP Portfolio or the First Trust Target Focus Four Portfolio into consideration in determining, composing or calculating the S&P 500[®] Index, the S&P MidCap 400 Index and the S&P SmallCap 600 Index. S&P is not responsible for and has not participated in the determination for the prices and amount of the S&P[®] Target 24 Portfolio, the Target Managed VIP Portfolio or the First Trust Target Focus Four Portfolio or the timing of the issuance or sale of the Funds or in the determination or calculation of the equation by which the Funds are to be converted into cash. S&P has no obligation or liability in connection with the administration, marketing or trading of the Funds.

S&P DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE S&P 500[®] INDEX, THE S&P MIDCAP 400 INDEX OR THE S&P SMALLCAP 600 INDEX OR ANY DATA INCLUDED THEREIN AND S&P SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSION OR INTERRUPTIONS THEREIN. S&P MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY LICENSEE, OWNERS OF THE VARIABLE ANNUITY POLICIES OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P 500[®] INDEX, THE S&P MIDCAP 400 INDEX OR THE S&P SMALLCAP 600 INDEX OR ANY DATA INCLUDED THEREIN. S&P MAKES NO EXPRESS OR IMPLIED WARRANTIES AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE S&P 500[®] INDEX, THE S&P MIDCAP 400 INDEX OR THE S&P SMALLCAP 600 INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO

EVENT SHALL S&P HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

- * The NASDAQ[®] Target 15 Portfolio and the Target Managed VIP Portfolio are not sponsored, endorsed, sold or promoted by The NASDAQ OMX Group, Inc. (including its affiliates) (NASDAQ OMX, with its affiliates, are referred to as the “Corporations”). The Corporations have not passed on the legality or suitability of, or the accuracy or adequacy of descriptions and disclosures relating to, the NASDAQ[®] Target 15 Portfolio or the Target Managed VIP Portfolio. The Corporations make no representation or warranty, express or implied to the owners of the NASDAQ[®] Target 15 Portfolio or the Target Managed VIP Portfolio or any member of the public regarding the advisability of investing in securities generally or in the Funds particularly, or the ability of the NASDAQ-100 Index[®] to track general stock market performance. The Corporations’ only relationship to First Trust (the “Licensee”) is in the licensing of the NASDAQ[®], NASDAQ-100[®] and NASDAQ-100 Index[®] trademarks and certain trade names of the Corporations and the use of the NASDAQ-100 Index[®] which is determined, composed and calculated by NASDAQ OMX without regard to Licensee or the Funds. NASDAQ OMX has no obligation to take the needs of the Licensee or the owners of the NASDAQ[®] Target 15 Portfolio or the Target Managed VIP Portfolio or any of the Funds into consideration in determining, composing or calculating the NASDAQ-100 Index[®]. The Corporations are not responsible for and have not participated in the determination of the timing of, prices at, or quantities of a Fund to be issued or in the determination or calculation of the equation by which a Fund is to be converted into cash. The Corporations have no liability in connection with the administration, marketing or trading of a Fund.

THE CORPORATIONS DO NOT GUARANTEE THE ACCURACY AND/OR UNINTERRUPTED CALCULATION OF THE NASDAQ-100 INDEX[®] OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY LICENSEE, OWNERS OF THE VARIABLE ANNUITY POLICIES OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE NASDAQ-100 INDEX[®] OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO EXPRESS OR IMPLIED WARRANTIES AND EXPRESSLY DISCLAIM ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE NASDAQ-100 INDEX[®] OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL THE CORPORATIONS HAVE ANY LIABILITY FOR ANY LOST PROFITS OR SPECIAL, INCIDENTAL, PUNITIVE, INDIRECT OR CONSEQUENTIAL DAMAGES, EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

- * “NYSE[®]” and “NYSE International 100 Index[®]” are registered trademarks of NYSE Group, Inc. and have been licensed for use for certain purposes by First Trust. The Funds are not sponsored, endorsed, sold or promoted by NYSE Group, Inc. or any of its affiliates, and NYSE Group, Inc. and its affiliates make no representation regarding the advisability of investing in such products. NYSE Group, Inc. has no relationship to the Funds or First Trust other than the licensing of NYSE International 100 Index[®] (the “NYSE Index”) and its registered trademarks for use in connection with the Funds.

NYSE Group, Inc. and its affiliates do not: (i) sponsor, endorse, sell or promote the Funds; (ii) recommend that any person invest in the Fund or any other securities; (iii) have any responsibility or liability for or make any decisions about the timing, amount or pricing of the Funds; (iv) have any responsibility or liability for the administration, management or marketing of the Funds; or (v) consider the needs of the Funds or the owners of the Funds in determining, composing or calculating the NYSE International 100 Index[®] or have any obligation to do so.

NEITHER NYSE GROUP, INC. NOR ANY OF ITS AFFILIATES WILL HAVE ANY LIABILITY IN CONNECTION WITH THE FUNDS. SPECIFICALLY, NYSE GROUP, INC. AND ITS AFFILIATES DO NOT MAKE ANY WARRANTY, EXPRESS OR IMPLIED, AND DISCLAIM ANY WARRANTY ABOUT: (I) THE RESULTS TO BE OBTAINED BY THE FUNDS, THE OWNERS OF THE FUNDS OR ANY OTHER PERSON IN CONNECTION WITH THE USE OF THE NYSE INDEX AND THE DATA INCLUDED IN THE NYSE INDEX; (II) THE ACCURACY OR COMPLETENESS OF THE NYSE INDEX AND ITS DATA; (III) THE MERCHANTABILITY AND THE FITNESS FOR A PARTICULAR PURPOSE OR USE OF THE NYSE INDEX AND ITS DATA. NYSE GROUP, INC. AND ITS AFFILIATES WILL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS OR INTERRUPTIONS IN THE NYSE INDEX OR ITS DATA. UNDER NO CIRCUMSTANCES WILL NYSE GROUP, INC. OR ANY OF ITS AFFILIATES BE LIABLE FOR ANY LOST PROFITS OR INDIRECT, PUNITIVE, SPECIAL OR CONSEQUENTIAL DAMAGES OR LOSSES, EVEN IF NYSE GROUP, INC. KNOWS THAT THEY MIGHT OCCUR. THE LICENSING AGREEMENT BETWEEN FIRST TRUST AND NYSE GROUP, INC. IS SOLELY FOR THEIR BENEFIT AND NOT FOR THE BENEFIT OF THE OWNERS OF THE FUNDS OR ANY OTHER THIRD PARTIES.

- * Value Line Publishing, Inc.’s (“VLPI”) only relationship to First Trust is VLPI’s licensing to First Trust of certain VLPI trademarks and trade names and the Value Line[®] Timeliness[™] Ranking System (the “System”), which is composed by VLPI without regard to First Trust, the Funds or any investor. VLPI has no obligation to take the needs of First Trust or any investor in the Funds into consideration in composing the System. A Fund’s results may differ from the

hypothetical or published results of the Value Line[®] Timeliness[™] Ranking System. VLPI is not responsible for and has not participated in the determination of the prices and composition of the Funds or the timing of the issuance for sale of the Funds or in the calculation of the equations by which the Funds are to be converted into cash.

VLPI MAKES NO WARRANTY CONCERNING THE SYSTEM, EXPRESS OR IMPLIED, INCLUDING BUT NOT LIMITED TO, ANY IMPLIED WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR ANY IMPLIED WARRANTIES ARISING FROM USAGE OF TRADE, COURSE OF DEALING OR COURSE OF PERFORMANCE, AND VLPI MAKES NO WARRANTY AS TO THE POTENTIAL PROFITS OR ANY OTHER BENEFITS THAT MAY BE ACHIEVED BY USING THE SYSTEM OR ANY INFORMATION OR MATERIALS GENERATED THEREFROM. VLPI DOES NOT WARRANT THAT THE SYSTEM WILL MEET ANY REQUIREMENTS OR THAT IT WILL BE ACCURATE OR ERROR FREE. VLPI ALSO DOES NOT GUARANTEE ANY USES, INFORMATION, DATA OR OTHER RESULTS GENERATED FROM THE SYSTEM. VLPI HAS NO OBLIGATION OR LIABILITY (i) IN CONNECTION WITH THE ADMINISTRATION, MARKETING OR TRADING OF A FUND OR (ii) FOR ANY LOSS, DAMAGE, COST OR EXPENSE SUFFERED OR INCURRED BY ANY INVESTOR OR OTHER PERSON OR ENTITY IN CONNECTION WITH A FUND, AND IN NO EVENT SHALL VLPI BE LIABLE FOR ANY LOST PROFITS OR OTHER CONSEQUENTIAL, SPECIAL, PUNITIVE, INCIDENTAL, INDIRECT OR EXEMPLARY DAMAGES IN CONNECTION WITH THE FUNDS.

FINANCIAL HIGHLIGHTS

The following Financial Highlights tables are intended to help you understand each Fund's financial performance for the periods shown, and certain information reflects financial results for a single Fund share. The total returns in each table represent the rate that an investor would have earned or lost each period on an investment in a Fund (assuming reinvestment of all dividends and distributions). The information for the years ended December 31, 2008 and 2007 have been audited by Deloitte & Touche LLP, whose report for the year ended December 31, 2008, along with the Company's financial statements, is included in the annual report to shareholders and is incorporated by reference in the SAI, and is available without charge, upon request. The annual report accompanies the SAI. The information presented for the periods prior to December 31, 2007 has been audited by the Funds' former independent registered public accounting firm.

Financial Highlights

Target Managed VIP Portfolio

For a Membership Interest outstanding throughout each period.

	Year Ended 12/31/08	Year Ended 12/31/07	Year Ended 12/31/06	Year Ended 12/31/05	Year Ended 12/31/04
Net asset value, beginning of period	\$12.83	\$11.72	\$10.51	\$ 9.80	\$8.73
Income from Investment Operations:					
Net investment income	0.08 (a)	0.07 (a)	0.06	0.03	0.01 (a)
Net realized and unrealized gain (loss)	(5.83)	1.04	1.15	0.68	1.06
Total from investment operations	(5.75)	1.11	1.21	0.71	1.07
Net asset value, end of period	\$7.08	\$12.83	\$11.72	\$10.51	\$9.80
Total Return (b)	(44.82)%(c)	9.47%	11.51%	7.24% (c)	12.26% (c)
Ratios to average net assets/supplemental data:					
Net assets, end of period (in 000's)	\$32,281	\$174,134	\$203,868	\$182,892	\$108,473
Ratio of operating expenses to average net assets without fee waivers and expenses reimbursed	1.51%	1.35%	1.37%	1.48%	2.07%
Ratio of operating expenses to average net assets	1.47%	1.35%	1.37%	1.47%	1.47%
Ratio of net investment income to average net assets	0.75%	0.53%	0.54%	0.26%	0.14%
Portfolio turnover rate	155%	88%	94%	76%	43%

(a) Per Membership Interest values have been calculated using the average share method.

(b) Total return is not annualized for periods less than one year. The returns for the Fund do not reflect the deduction of expenses associated with variable products, such as mortality and expense risk charges, and sales charges. These expenses would reduce the overall returns shown.

(c) The total return would have been lower if certain fees had not been waived and expenses reimbursed by the investment adviser.

Financial Highlights

The Dow® DART 10 Portfolio For a Membership Interest outstanding throughout each period.

	Year Ended 12/31/08	Year Ended 12/31/07	Year Ended 12/31/06	Year Ended 12/31/05	Year Ended 12/31/04
Net asset value, beginning of period	\$10.63	\$10.56	\$8.41	\$8.69	\$8.37
Income from Investment Operations:					
Net investment income	0.13 (a)	0.11 (a)	0.14 (a)	0.14 (a)	0.15 (a)
Net realized and unrealized gain (loss)	(3.16)	(0.04)	2.01	(0.42)	0.17
Total from investment operations	(3.03)	0.07	2.15	(0.28)	0.32
Net asset value, end of period	\$7.60	\$10.63	\$10.56	\$8.41	\$8.69
Total Return (b)	(28.50)% (c)	0.66% (c)	25.56%	(3.22)% (c)	3.82% (c)
Ratios to average net assets/supplemental data:					
Net assets, end of period (in 000's)	\$7,081	\$16,172	\$27,955	\$11,611	\$12,749
Ratio of operating expenses to average net assets without fee waivers and expenses reimbursed	1.81%	1.56%	1.47%	1.59%	2.33%
Ratio of operating expenses to average net assets	1.47%	1.47%	1.47%	1.47%	1.47%
Ratio of net investment income to average net assets	1.42%	1.01%	1.47%	1.66%	1.84%
Portfolio turnover rate	105%	98%	82%	145%	57%

(a) Per Membership Interest values have been calculated using the average share method.

(b) Total return is not annualized for periods less than one year. The returns for the Fund do not reflect the deduction of expenses associated with variable products, such as mortality and expense risk charges, and sales charges. These expenses would reduce the overall returns shown.

(c) The total return would have been lower if certain fees had not been waived and expenses reimbursed by the investment adviser.

Financial Highlights

The Dow® Target Dividend Portfolio For a Membership Interest outstanding throughout each period.

	Year Ended 12/31/08	Year Ended 12/31/07	Year Ended 12/31/06	Period Ended 12/31/05 (a)
Net asset value, beginning of period.	\$11.79	\$11.66	\$9.87	\$10.00
Income from Investment Operations:				
Net investment income	0.28 (b)	0.25 (b)	0.23 (b)	0.12 (b)
Net realized and unrealized gain (loss).	(5.06)	(0.12)	1.56	(0.25)
Total from investment operations	(4.78)	0.13	1.79	(0.13)
Net asset value, end of period.	\$7.01	\$11.79	\$11.66	\$9.87
Total Return (c)	(40.54)% (e)	1.12%	18.14%	(1.30)% (e)
Ratios to average net assets/supplemental data:				
Net assets, end of period (in 000's).	\$20,369	\$82,900	\$100,906	\$58,438
Ratio of operating expenses to average net assets without fee waivers and expenses reimbursed	1.47%	1.36%	1.37%	1.52% (d)
Ratio of operating expenses to average net assets	1.47%	1.36%	1.37%	1.47% (d)
Ratio of net investment income to average net assets	2.76%	2.06%	2.11%	2.00% (d)
Portfolio turnover rate.	172%	83%	78%	18%

(a) The Fund commenced operations on May 2, 2005.

(b) Per Membership Interest values have been calculated using the average share method.

(c) Total return is not annualized for periods less than one year. The returns for the Fund do not reflect the deduction of expenses associated with variable products, such as mortality and expense risk charges, and sales charges. These expenses would reduce the overall returns shown.

(d) Annualized.

(e) The total return would have been lower if certain fees had not been waived and expenses reimbursed by the investment adviser.

Financial Highlights

Global Dividend Target 15 Portfolio

For a Membership Interest outstanding throughout each period.

	Year Ended 12/31/08	Year Ended 12/31/07	Year Ended 12/31/06	Year Ended 12/31/05 (a)	Year Ended 12/31/04
Net asset value, beginning of period	\$23.96	\$21.14	\$15.27	\$13.86	\$11.05
Income from Investment Operations:					
Net investment income	0.72 (b)	0.60 (b)	0.63 (b)	0.35 (b)	0.27 (b)
Net realized and unrealized gain (loss)	(10.97)	2.22	5.24	1.06	2.54
Total from investment operations	(10.25)	2.82	5.87	1.41	2.81
Net asset value, end of period	\$13.71	\$23.96	\$21.14	\$15.27	\$13.86
Total Return (c)	(42.78)% (d)	13.34%	38.44%	10.17% (d)	25.43% (d)
Ratios to average net assets/supplemental data:					
Net assets, end of period (in 000's)	\$36,063	\$173,741	\$128,836	\$36,791	\$22,618
Ratio of operating expenses to average net assets without fee waivers and expenses reimbursed	1.53%	1.39%	1.47%	1.61%	2.67%
Ratio of operating expenses to average net assets	1.47%	1.39%	1.47%	1.47%	1.47%
Ratio of net investment income to average net assets	3.47%	2.56%	3.45%	2.49%	2.18%
Portfolio turnover rate	105%	60%	33%	70%	49%

(a) Effective May 2, 2005, based upon the determination of the Company's Board of Trustees, the Fund changed its name from the Global Target 15 Portfolio to the Global Dividend Target 15 Portfolio.

(b) Per Membership Interest values have been calculated using the average share method.

(c) Total return is not annualized for periods less than one year. The returns for the Fund do not reflect the deduction of expenses associated with variable products, such as mortality and expense risk charges, and sales charges. These expenses would reduce the overall returns shown.

(d) The total return would have been lower if certain fees had not been waived and expenses reimbursed by the investment adviser.

Financial Highlights

S&P® Target 24 Portfolio

For a Membership Interest outstanding throughout each period.

	Year Ended 12/31/08	Year Ended 12/31/07	Year Ended 12/31/06	Year Ended 12/31/05	Year Ended 12/31/04
Net asset value, beginning of period	\$9.66	\$9.28	\$9.02	\$8.66	\$7.62
Income from Investment Operations:					
Net investment income (loss)	0.01	0.04 (a)	(0.04)	0.02	(0.03)
Net realized and unrealized gain (loss)	(2.70)	0.34	0.30	0.34	1.07
Total from investment operations	(2.69)	0.38	0.26	0.36	1.04
Net asset value, end of period	\$6.97	\$9.66	\$9.28	\$9.02	\$8.66
Total Return (b)	(27.85)% (c)	4.10% (c)	2.88% (c)	4.16% (c)	13.65% (c)
Ratios to average net assets/supplemental data:					
Net assets, end of period (in 000's)	\$7,758	\$15,789	\$16,057	\$18,049	\$14,158
Ratio of operating expenses to average net assets without fee waivers and expenses reimbursed	1.83%	1.55%	1.56%	1.58%	2.37%
Ratio of operating expenses to average net assets	1.47%	1.47%	1.47%	1.47%	1.47%
Ratio of net investment income (loss) to average net assets	0.10%	0.43%	(0.40)%	0.20%	(0.51)%
Portfolio turnover rate	202%	115%	106%	113%	104%

(a) Per Membership Interest values have been calculated using the average share method.

(b) Total return is not annualized for periods less than one year. The returns for the Fund do not reflect the deduction of expenses associated with variable products, such as mortality and expense risk charges, and sales charges. These expenses would reduce the overall returns shown.

(c) The total return would have been lower if certain fees had not been waived and expenses reimbursed by the investment adviser.

Financial Highlights

NASDAQ® Target 15 Portfolio

For a Membership Interest outstanding throughout each period.

	Year Ended 12/31/08	Year Ended 12/31/07	Year Ended 12/31/06	Year Ended 12/31/05	Year Ended 12/31/04
Net asset value, beginning of period	\$12.38	\$10.17	\$9.34	\$9.04	\$9.29
Income from Investment Operations:					
Net investment loss	(0.07) (a)	(0.04) (a)	(0.11) (a)	(0.07) (a)	(0.10) (a)
Net realized and unrealized gain (loss)	(6.23)	2.25	0.94	0.37	(0.15)
Total from investment operations	(6.30)	2.21	0.83	0.30	(0.25)
Net asset value, end of period	\$6.08	\$12.38	\$10.17	\$9.34	\$9.04
Total Return (b)	(50.89)% (c)	21.73% (c)	8.89% (c)	3.32% (c)	(2.69)% (c)
Ratios to average net assets/supplemental data:					
Net assets, end of period (in 000's)	\$3,177	\$11,316	\$7,318	\$6,552	\$7,028
Ratio of operating expenses to average net assets without fee waivers and expenses reimbursed	2.13%	1.76%	1.84%	1.83%	2.52%
Ratio of operating expenses to average net assets	1.47%	1.47%	1.47%	1.47%	1.47%
Ratio of net investment loss to average net assets	(0.79)%	(0.34)%	(1.08)%	(0.80)%	(1.20)%
Portfolio turnover rate	181%	161%	92%	175%	117%

(a) Per Membership Interest values have been calculated using the average share method.

(b) Total return is not annualized for periods less than one year. The returns for the Fund do not reflect the deduction of expenses associated with variable products, such as mortality and expense risk charges, and sales charges. These expenses would reduce the overall returns shown.

(c) The total return would have been lower if certain fees had not been waived and expenses reimbursed by the investment adviser.

Financial Highlights

First Trust Target Focus Four Portfolio For a Membership Interest outstanding throughout each period.

	Year Ended 12/31/08	Year Ended 12/31/07 (a)	Year Ended 12/31/06	Year Ended 12/31/05	Year Ended 12/31/04
Net asset value, beginning of period	\$5.75	\$5.44	\$5.23	\$5.20	\$4.67
Income from Investment Operations:					
Net investment income (loss)	0.07 (b)	0.09 (b)	0.06 (b)	(0.01) (b)	(0.02)
Net realized and unrealized gain (loss)	(2.59)	0.22	0.15	0.04	0.55
Total from investment operations	(2.52)	0.31	0.21	0.03	(0.53)
Net asset value, end of period	\$3.23	\$5.75	\$5.44	\$5.23	\$5.20
Total Return (c)	(43.83)% (d)	5.70% (d)	4.02% (d)	0.58% (d)	11.35% (d)
Ratios to average net assets/supplemental data:					
Net assets, end of period (in 000's)	\$4,708	\$12,708	\$5,734	\$7,004	\$9,803
Ratio of operating expenses to average net assets without fee waivers and expenses reimbursed	2.97%	1.92%	1.79%	1.69%	1.61%
Ratio of operating expenses to average net assets	1.37%	1.37%	1.37%	1.37%	1.37%
Ratio of net investment income (loss) to average net assets	1.40%	1.54%	1.14%	(0.16)%	(0.11)%
Portfolio turnover rate	248%	130%	87%	92%	123%

(a) Effective November 19, 2007, the Fund changed its name from First Trust 10 Uncommon Values Portfolio to First Trust Target Focus Four Portfolio. The Fund's primary investment strategy was also changed. The performance figures included for the periods prior to November 19, 2007 reflect the Fund's performance prior to the name change and the change of the primary investment strategy.

(b) Per Membership Interest values have been calculated using the average share method.

(c) Total return is not annualized for periods less than one year. The returns for the Fund do not reflect the deduction of expenses associated with variable products, such as mortality and expense risk charges, and sales charges. These expenses would reduce the overall returns shown.

(d) The total return would have been lower if certain fees had not been waived and expenses reimbursed by the investment adviser.

Financial Highlights

Value Line® Target 25 Portfolio

For a Membership Interest outstanding throughout each period.

	Year Ended 12/31/08	Year Ended 12/31/07	Year Ended 12/31/06	Year Ended 12/31/05	Year Ended 12/31/04
Net asset value, beginning of period	\$5.91	\$5.00	\$4.86	\$4.06	\$3.34
Income from Investment Operations:					
Net investment loss	(0.01) (a)	(0.02) (a)	(0.04)	(0.02) (a)	(0.04) (a)
Net realized and unrealized gain (loss)	(3.23)	0.93	0.18	0.82	0.76
Total from investment operations	(3.24)	0.91	0.14	0.80	0.72
Net asset value, end of period	\$2.67	\$5.91	\$5.00	\$4.86	\$4.06
Total Return (b)	(54.82)% (c)	18.20%	2.88%	19.70% (c)	21.56% (c)
Ratios to average net assets/supplemental data:					
Net assets, end of period (in 000's)	\$15,186	\$43,998	\$43,776	\$54,072	\$21,765
Ratio of operating expenses to average net assets without fee waivers and expenses reimbursed	1.51%	1.41%	1.41%	1.49%	2.28%
Ratio of operating expenses to average net assets	1.47%	1.41%	1.41%	1.47%	1.47%
Ratio of net investment loss to average net assets	(0.22)%	(0.37)%	(0.88)%	(0.45)%	(1.13)%
Portfolio turnover rate	142%	110%	124%	97%	87%

(a) Per Membership Interest values have been calculated using the average share method.

(b) Total return is not annualized for periods less than one year. The returns for the Fund do not reflect the deduction of expenses associated with variable products, such as mortality and expense risk charges, and sales charges. These expenses would reduce the overall returns shown.

(c) The total return would have been lower if certain fees had not been waived and expenses reimbursed by the investment adviser.

This page intentionally left blank.

FIRST DEFINED PORTFOLIO FUND, LLC

Target Managed VIP Portfolio

The Dow[®] DART 10 Portfolio

The Dow[®] Target Dividend Portfolio

Global Dividend Target 15 Portfolio

S&P[®] Target 24 Portfolio

NASDAQ[®] Target 15 Portfolio

First Trust Target Focus Four Portfolio

Value Line[®] Target 25 Portfolio

Several additional sources of information are available to you. Additional information about the Funds' investments is available in the Funds' annual and semi-annual reports to shareholders. In the Funds' annual report, you will find a discussion of the market conditions and investment strategies that significantly affected the Funds' performance during the last fiscal year. Also, the SAI, incorporated by reference into this prospectus, contains detailed information on the Funds' policies and operation. The SAI and the prospectus are intended for use in connection with variable annuity policies offered by Prudential Annuities Life Assurance Corporation. Call the Funds at (800) 621-1675 for shareholder inquiries or to request a free copy of the SAI, the annual and semi-annual reports or for other Fund information. The Funds' SAI and their annual and semi-annual reports are also available, free of charge, on the Funds' website at <http://www.ftportfolios.com>.

You may obtain this and other Fund information, including the Code of Ethics adopted by First Trust, FTP and the Funds, directly from the Securities and Exchange Commission. Information on the Securities and Exchange Commission's website is free of charge. Visit the Securities and Exchange Commission's on-line EDGAR database at <http://www.sec.gov> or in person at the Securities and Exchange Commission's Public Reference Room in Washington, DC, or call the Securities and Exchange Commission at (202) 942-8090 for information on the Public Reference Room. You may also request Fund information by writing to the Securities and Exchange Commission's Public Reference Section, 100 F Street, NE, Washington, DC 20549-0102 or by sending an electronic request, along with a duplication fee to publicinfo@sec.gov.

First Defined Portfolio Fund, LLC
120 East Liberty Drive, Suite 400
Wheaton, Illinois 60187
(800) 621-1675
www.ftportfolios.com

SEC File #: 333-72447
811-09235