MANNING & NAPIER
ADVISORS, INC.

August 23, 2010

Securities and Exchange
Commission
100 F Street, NE
Washington, DC 20549
Attn: Elizabeth M. Murphy, Secretary

Re: File Number S7-12-10

Ladies and Gentlemen:

Manning & Napier Advisors, Inc. appreciates the opportunity to submit comments on the proposed regulations for Target Date fund marketing material. Manning & Napier has managed assets to meet life cycle objectives for over 35 years through a variety of market conditions, including six bear markets. We currently manage over $30 billion, with over $14 billion in various target date or target risk life cycle objectives across different investment products. With this experience, we see firsthand the important role that life cycle investing plays in achieving retirement goals.

Manning & Napier's approach to life cycle investing involves flexibility in managing the glide path and underlying securities of a Target Date portfolio. Our long-term investment performance demonstrates that being able to adjust a portfolio's asset allocation along the glide path to a given market environment can assist in appropriately managing many of the risks inherently involved with investing retirement assets. In light of the foregoing, Manning & Napier applauds the SEC's desire to allow managers the necessary flexibility to construct Target Date portfolios while also increasing investor awareness and understanding of Target Date funds. As discussed in more detail below, we broadly support the concept that plan sponsors, plan participants and individual investors need additional, and more transparent, information regarding Target Date funds. In sum, Manning & Napier:

- strongly supports allowing asset allocation ranges and requiring prominent glide path disclosure for Target Date funds;

- does not support, and strongly disagrees with, requiring asset allocation taglines in the name of a Target Date fund; and

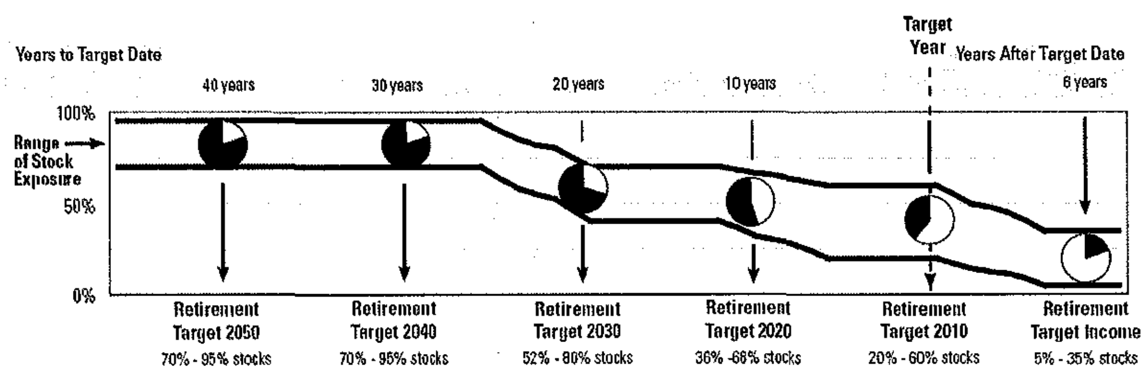
- strongly supports requiring the disclosure of other underlying portfolio information, such as the number of underlying holdings and performance of similar asset allocation models in either marketing material or the prospectus.

Manning & Napier feels that the above requirements will serve to improve disclosure and increase the transparency of Target Date fund material for plan sponsors, plan participants and individual investors, as well as decrease the risk of investor confusion.

Allowing Ranges and Requiring Glide Path Disclosure

We feel that the most effective method of providing relevant information to Target Date fund investors is to require marketing material to contain the fund's glide path. In our view, this will provide plan sponsors and individual investors with the ability to compare the glide paths of various Target Date fund offerings in a consistent manner. As contained in our written testimony as a panelist at the SEC's and DOL's Joint Hearing on Target Date Funds on June 18, 2009, Manning & Napier feels strongly that such asset allocation presentation should allow for ranges, in addition to fixed asset allocations, because market and economic conditions are constantly changing.

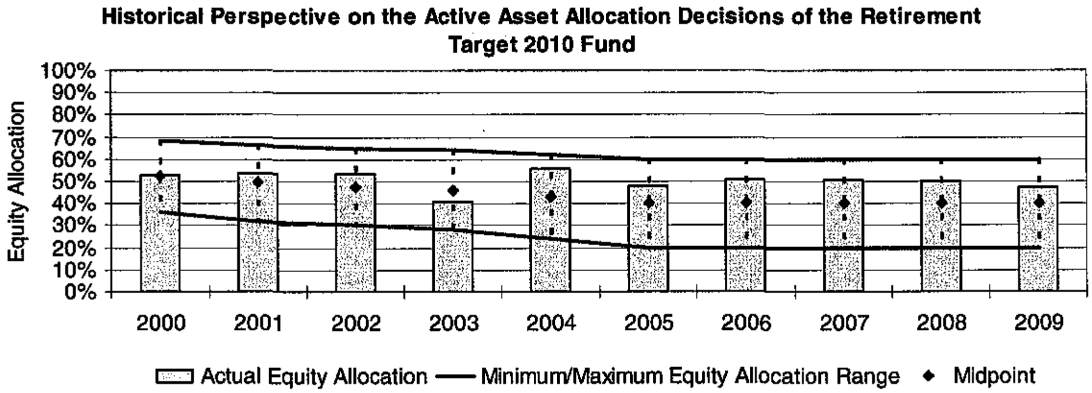
Following is an example of the Manning & Napier glide path (or "Glide Range" as we refer to it given our active asset allocation approach):



For Investors Planning to Retire in	2046 +	2036 - 2045	2026 - 2035	2016 - 2025	2006 - 2015	before 2006

We feel that the above table effectively communicates to any audience the key asset allocation ranges that Manning & Napier uses in managing the Target Date fund throughout its life. Equally important, the table communicates what asset allocation ranges will be used after the Target Date and at the landing point to manage the underlying portfolio.

We note that even at the landing point in our Glide Range, an asset allocation range is still appropriate to allow for active risk management following the Target Date. Accordingly, in addition to requiring the presentation of a Target Date fund's glide path, we feel it is important for there to be clarity in the regulations around the permissibility of ranges even at the landing point of the Target Date fund (see page 44 of the Proposal referring to a fixed asset allocation at the landing point). The following table demonstrates how Manning & Napier has utilized active asset allocation in the Manning & Napier Retirement Target 2010 Fund[1] over time:



This chart demonstrates how an investment manager can limit equity exposure in high-risk environments, and increase equity exposure in order to participate in more favorable market environments. As an example, we feel that the asset allocation of a Target Date fund should not have been the same in January of 2000 (before the bursting of the technology stock bubble) with extreme equity market valuations as in December 2002 (the bottom of that particular bear market). A fixed asset allocation along the glide path results in reducing exposure to riskier assets every year, even when those assets are priced for a better risk/reward tradeoff going forward. We believe that a flexible glide path factoring in time, withdrawal needs and market conditions allows the manager to balance the conflicting goals of managing capital risk, inflation risk and longevity risk.

Fund Naming

Manning & Napier feels strongly that requiring funds to include their asset allocation at the Target Date next to, or within, the name of the fund would not be helpful to investors for a number of reasons.

First, strictly focusing on asset allocation risks an investor ignoring other important investment factors that meaningfully contribute to the performance of a Target Date fund. For instance, the type of fixed income securities held by a fund often plays a critical role in the performance of a Target Date fund.

[1] Asset allocation data for the Manning & Napier Retirement Target 2010 Collective Investment Trust Fund.

The following table[2] shows 2008 performance of different fixed income sectors:

BarCap US Credit TR USD	-3.08%
BarCap US MBS TR USD	8.34%
BarCap US Government TR USD	12.39%
BarCap GBL Majors ex US TR USD	11.69%
Credit Suisse HY USD	-26.17%

A review of the 31 Target 2010 mutual funds in 2008 shows a number of funds with substantially similar equity allocations generated meaningfully different performance results. For example, nine (9) Target 2010 funds with lower exposure to equities than the Manning & Napier Retirement Target 2010 Fund[3] (50% in equities), underperformed the Manning & Napier Retirement Target 2010 Fund, whose one year performance placed it 7th in this universe[4]. Likewise, among the 23 Target Income funds in Morningstar as of 12/31/08, Manning & Napier's equity allocation ranked #16 (with 15 funds having a higher equity allocation), while its performance ranked #2, indicating that a variety of factors can impact performance.

Secondly, strictly focusing on the asset allocation at the Target Date unduly ignores the period following the Target Date by placing too much emphasis on the Target Date asset allocation itself. Our research indicates that even for participants that have accumulated significant wealth, as much as 2/3 of the earnings needed to fund retirement income are attributed to investment earnings after retirement. Therefore, the post-Target Date asset allocation ranges are extremely important for an investor to understand.

Third, given that a 401(k) plan menu typically uses a suite of Target Date funds from the same fund family, requiring funds to include an asset allocation at the Target Date would result in all of the Target Date funds' taglines containing the same asset allocation (or range). In our view, this would significantly increase the likelihood of investor confusion and be redundant with the information more specifically provided in the Glide Path table.

Lastly, we feel that requiring the addition of an asset allocation tagline to the name as proposed would be unduly burdensome on those fund families that use active asset allocation and therefore would require an unwieldy display of ranges, rather than fixed asset allocations.

<u>Other Information</u>

In response to the SEC's invitation on page 54 of the Proposal to consider requiring additional information be disclosed, Manning & Napier feels that there are several other types of information that would be very meaningful to investors.

As most Target Date funds are fund-of-funds, Manning & Napier feels that including additional information regarding the underlying securities would be very helpful to plan sponsors, participants and individual investors when making decisions about Target Date funds.

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[2] Source: Morningstar Direct Database
[3] Performance data for the Manning & Napier Retirement Target Collective Investment Trust Funds.
[4] Performance information according to Morningstar.

For instance, requiring that a Target Date fund disclose the total number of underlying holdings would help an investor understand how diversified, or potentially over-diversified, the Target Date fund is.

Moreover, we feel it would be appropriate to require Target Date funds to look through their fund holdings to the underlying portfolios when disclosing current asset allocations. Simply relying on the fund holding level for asset allocation disclosure adds to the opaqueness that the proposed rules are attempting to clarify.

In addition, as cited on page 54 of the proposal, we believe requiring the prospectus to disclose past performance of asset allocation models utilized by the advisor to a Target Date fund would provide crucial information to an investor regarding the advisor's track record beyond the particular Target Date fund – particularly given that many of the Target Date funds currently being offered are relatively newer products.

Conclusion

In sum, Manning & Napier feels, and our long-term performance track record demonstrates, that life cycle funds clearly offer a better solution than expecting individual investors to navigate the markets themselves. Target Date fund investing plays a critical role in helping investors meet their retirement objectives and plan sponsors designing an appropriate retirement plan menu.

Recent market events have demonstrated the important role that risk management plays in managing life cycle funds. While Manning & Napier has had a long history of utilizing active asset allocation in life cycle funds, a number of other fund families have utilized active asset allocation as well. Most life cycle funds have been created after the 2000-2002 bear market, yet before the 2007-2009 bear market, resulting in an important learning experience for many life cycle fund managers. A number of newly released products that incorporate active asset allocation have begun to enter the marketplace since last year, presumably in response to the volatility of the markets in 2008. As such, it is critical that the proposed rules do not unduly punish, even unintentionally, managers that have successfully utilized active asset allocation to meet participant needs. We also feel that increasing the clarity and transparency of information in disclosures for Target Date funds, both in marketing material and prospectuses, will be very beneficial over the long run to the investing community.

Very truly yours,

Jeffrey S. Coons, Ph.D., CFA
President