

FORM ADV
Part II - Page 1

Uniform Application for Investment Adviser Registration

| OMB APPROVAL | |
|--|---------------|
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| | | | | | |
|--|-------------------|-----------|--------------|--------------|-------------------|
| Name of Investment Adviser: Sentinel Asset Management, Inc. | | | | | |
| Address: (Number and Street) | (City) | (State) | (Zip Code) | Area Code: | Telephone Number: |
| One National Life Drive | Montpelier | VT | 05604 | (802) | 229-7410 |

This part of Form ADV gives information about the investment adviser and its business for use of clients.
The information has not been approved or verified by any governmental authority.

Table of Contents

| <u>Item Number</u> | <u>Item</u> | <u>Page</u> |
|---------------------------|--|--------------------|
| 1 | Advisory Services and Fees..... | 2 |
| 2 | Types of Clients..... | 2 |
| 3 | Types of Investments..... | 3 |
| 4 | Methods of Analysis, Sources of Information and Investment Strategies..... | 3 |
| 5 | Education and Business Standards..... | 4 |
| 6 | Education and Business Background..... | 4 |
| 7 | Other Business Activities..... | 4 |
| 8 | Other Financial Industry Activities or Affiliations..... | 4 |
| 9 | Participation or Interest in Client Transactions..... | 5 |
| 10 | Conditions for Managing Accounts..... | 5 |
| 11 | Review of Accounts..... | 5 |
| 12 | Investment or Brokerage Discretion..... | 6 |
| 13 | Additional Compensation..... | 6 |
| 14 | Balance Sheet..... | 6 |
| | Continuation Sheet..... | Schedule F |
| | Balanced Sheet, if required..... | Schedule G |

(Schedules A, B, C, D, and E are included with Part I of this Form, for use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.

FORM ADV
Part II – Page 2

Applicant: **Sentinel Asset Management, Inc.**

SEC File Number:
801 - 57721

Date:
3/27/2008

1. A. Advisory Services and Fees. (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

- | | |
|---|-------------|
| <input checked="" type="checkbox"/> (1) Provides investment supervisory services..... | 100% |
| <input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services..... | % |
| <input type="checkbox"/> (3) Furnishes investment advice through consultants no include din either service described above..... | % |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription..... | % |
| <input type="checkbox"/> (5) Issues special reports about securities no included in any service described above..... | % |
| <input type="checkbox"/> (6) Issues, not as a part of any service described above, any charts, graphs, formulas or other devices which clients may use to evaluate securities..... | % |
| <input type="checkbox"/> (7) On more than an occasional basis, furnishes investment advice to clients on matters not involving securities..... | % |
| <input type="checkbox"/> (8) Provides a timing services..... | % |
| <input type="checkbox"/> (9) Furnishes advice about securities in a manner not described above..... | % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, Provide estimates of advisory billings for that year and state the percentages are estimates.

- | | | |
|--|--------------------------|-------------------------------------|
| | Yes | No |
| B. Does applicant call any of the services it checked above financial planning or some similar term? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input checked="" type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients – Applicant generally provides investment advice to: (check those that apply)

- | | |
|---|--|
| <input type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input checked="" type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input checked="" type="checkbox"/> C. Investment companies | <input checked="" type="checkbox"/> G. Other (describe on Schedule F) |
| <input type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circles amended items and file with execution (Page 1).

3. Types of Investments. Applicant offers advice on the following: (check those that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> A. Equity Securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over the counter | <input checked="" type="checkbox"/> (1) securities |
| <input checked="" type="checkbox"/> (3) foreign issuers | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | <input checked="" type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (1) real estate |
| G. Investment company securities: | <input checked="" type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input checked="" type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (2) variable annuities | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input checked="" type="checkbox"/> Timing Services |
| (2) <input checked="" type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filing with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases (securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases (securities sold within a year) | (6) <input checked="" type="checkbox"/> Option writing, including covered options, uncovered options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

5. Education and Business Standards.

Are there any general standard of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? **X** Yes ☐ No
(If yes, describe these standards on Schedule F)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, responds only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- year of birth
- formal education after high school
- business background for the preceding five years

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commissions merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:

- | | |
|--|--|
| X (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| X (2) investment company | <input type="checkbox"/> (8) law firm |
| X (3) other investment adviser | X (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading Adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

Yes No

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? . . . ☐ Yes **X** No

(For each checked box describe the other activities, including the time spent on them, on Schedule F)

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- | | | |
|--|-----------------|--------------------------------|
| 10. Conditions for Managing Accounts. Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services <i>and</i> impose a minimum dollar value of assets or other conditions for starting or maintaining an account? | Yes X | No <input type="checkbox"/> |
|--|-----------------|--------------------------------|

(If yes, describe on Schedule F)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed service:

- A. Describe below the review and reviewers of accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned to each.

The performance of in-house management is continually monitored and evaluated by the Chief Executive Officer of Sentinel Asset Management, Inc. ("SAM"). Any outside professionals consulted by management to assist them with research, trading and other services are also evaluated by in-house management. SAM's staff is organized as six teams. The International Team is headed by Katherine Schapiro. The Large-Cap Growth Team is headed by Elizabeth R. Bramwell. The Large-Cap Blend Team is headed by Daniel J. Manion. The Mid-Cap Growth Team is headed by Paul Kandel. The Small-Cap Team is headed by Charles C. Schwartz. The Fixed-Income Team is headed by Thomas H. Brownell. The teams may include additional portfolio managers and a number of analysts.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

The SAM provides its institutional clients quarterly performance reports and meets in-person on a periodic basis. The SAM provides written performance reports relating to its management of the accounts of its affiliates and reports in person at least quarterly to the parent company's Board of Directors or one of its committees.

SAM provides a comprehensive statistical report to the Sentinel Funds and Sentinel Variable Products Funds Boards of Directors/Trustees on a quarterly basis. These reports are personally delivered at meetings at which substantial discussions of the portfolios occur between SAM's personnel and the Boards.

12. Investments or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- | | | |
|---|--------------|-----------------------------|
| (1) securities to be bought or sold?..... | Yes X | No <input type="checkbox"/> |
| (2) amount of securities to be bought or sold?..... | Yes X | No <input type="checkbox"/> |
| (3) broker or dealer to be used?..... | Yes X | No <input type="checkbox"/> |
| (4) commission rates paid?..... | Yes X | No <input type="checkbox"/> |

B. Does applicant or a related person suggest brokers to clients? Yes ☐ No **X**

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or related person have any arrangements, oral or in writing, where it:

- | | | |
|---|------------------------------|-------------|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients..... | Yes <input type="checkbox"/> | No X |
| B. directly or indirectly compensates any person for client referrals?..... | Yes <input type="checkbox"/> | No X |

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G in applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
 - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- Has applicant provided a Schedule G balance sheet?..... Yes ☐ No **X**

Answer all items. Complete amended pages in full, circles amended items and file with execution (Page 1).

**Schedule F of
FORM ADV**

Continuation Sheet for Form ADV Part II

Applicant:
Sentinel Asset Management, Inc.

SEC File Number:
801 - 57721

Date:
3/27/2008

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules)

| | | |
|---|--|--|
| 1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Sentinel Asset Management, Inc. | | IRS Empl. Ident. No.: 03-0221140 |
| Item of Form (identify) | Answer | |
| 1.D. | <p><u>Separately Managed Accounts:</u> SAM manages the general accounts of its affiliated life insurance companies for a fee of 0.05% of assets. SAM may also provide investment supervisory services to other of its affiliates and the NL Charitable Foundation for no or a small fee. SAM also provides investment management services to an unaffiliated trust company for an annual fee of 0.17% of average monthly net assets.</p> <p>Investment advisory fees charged to other client accounts are based on average assets under management, including cash reserves, and generally range from 1.00% to 0.40% depending on account size and may include a maximum fee limit. Occasionally, to the extent permitted by the Investment Advisers Act of 1940, as amended, clients may negotiate fee schedules which include a performance-based component. The structure of such fees is client-specific and is dependent on such variable as the base fee rate (if any), the measurement period, the excess amount of return over the benchmark required, etc. Generally fees are billed quarterly, in arrears. In all cases, fees are prorated for the actual period assets are under management. Clients whose custodians provide cash sweep accounts for investment of cash assets may pay an additional advisory fee on the cash portion of their account.</p> <p><u>Mutual Funds:</u> SAM provides general supervision of the investments of the Sentinel Funds and the Sentinel Variable Products Funds, all of which are open-end management companies. The Sentinel Variable Products Funds are offered to separate accounts of life insurance companies and used as the funding vehicle for their variable life insurance and annuity contracts.</p> <p>As compensation for its services to the Sentinel Funds, SAM is paid the following fees:</p> <p>Balanced Fund: 0.55% per annum on the first \$200 million of the Fund's average daily net assets; 0.50% per annum on the next \$200 million of such assets; 0.45% per annum on the next \$600 million of such assets; 0.40% per annum on the next \$1 billion of such assets; and 0.35% per annum on such assets over \$2 billion.</p> <p>Conservative Allocation Fund: 0.55% per annum on the first \$200 million of its average daily net assets; 0.50% per annum on the next \$200 million of such assets; 0.45% per annum on the next \$600 million of such assets; 0.40% per annum on the next \$1 billion of such assets; and 0.35% per annum on such assets over \$2 billion.</p> <p>Capital Growth, Common Stock, High Yield Bond, International Equity, Mid Cap Growth and Small Company Funds: 0.70% per annum on the first \$500 million of each Fund's average daily net assets; 0.65% per annum on the next \$300 million of such assets; 0.60% per annum on the next \$200 million of such assets; 0.50% per annum on the next \$1 billion of such assets; and 0.40% per annum on such assets over \$2 billion.</p> <p>Georgia Municipal Bond Fund: 0.45% per annum on the first \$1 billion of the Fund's average daily net assets; 0.40% per annum on the next \$1 billion of such assets and 0.35% per annum of such assets over \$2 billion.</p> <p>Growth Leaders Fund: 0.90% per annum on the first \$500 million of the Fund's average daily net assets; 0.85% per annum on the next \$300 million of such assets; 0.80% per annum on the next \$200 million of such assets; 0.70% per annum on the next \$1 billion of such assets; and 0.60% per annum of such assets over \$2 billion.</p> <p>Government Securities and Short Maturity Government Funds: 0.55% per annum on the first \$200</p> | |

| | |
|--|---|
| | <p>million of the aggregate average daily net assets of the Government Securities and Short Maturity Government Funds; 0.50% per annum on the next \$200 million of such assets; 0.45% per annum on the next \$600 million of such assets; 0.40% per annum on the next \$1 billion of such assets; and 0.35% per annum on such assets in excess of \$ 2 billion.</p> <p>Mid Cap Value Fund: 0.75% per annum on the first \$500 million of the Fund's average daily net assets; 0.65% per annum on the next \$300 million of such assets; 0.60% per annum on the next \$200 million of such assets; 0.50% per annum on the next \$1 billion of such assets; and 0.40% per annum of such assets over \$2 billion.</p> <p>Small/ Mid Cap Fund: 0.70% per annum on the first \$500 million of the Fund's average daily net assets; 0.65% per annum on the next \$300 million of such assets; 0.60% per annum on the next \$200 million of such assets; 0.50% per annum on the next \$1 billion of such assets; and 0.40% per annum of such assets over \$2 billion.</p> <p>U.S. Treasury Money Market Fund: 0.40% per annum on the first \$300 million of the Fund's average daily net assets; and 0.35% per annum on such assets in excess of \$300 million.</p> <p>As compensation for its services to the Sentinel Variable Products Funds, SAM is paid the following fees:</p> <p>Common Stock, Mid Cap Growth and Small Company Funds: 0.50% per annum on the first \$20 million of each Fund's average daily net assets; 0.40% per annum on the next \$20 million of such assets; and 0.30% per annum on such assets over \$40 million.</p> <p>Balanced Fund: 0.55% per annum of the Fund's average daily net assets.</p> <p>Bond Fund: 0.40% per annum of the Fund's average daily average net assets.</p> <p>Money Market Fund: 0.25% per annum on the Fund's average daily net assets.</p> |
| <p>2. G. 3.K.(3)</p> <p>5.</p> <p>6.</p> | <p><u>SAM provides investment advisory services to a separate investment fund of a state government.</u> SAM invests a small portion of the assets of affiliated companies in unregistered investment pools of various types.</p> <p>For portfolio managers, a college degree in finance/economics and several years experience in the investment field is normally required. For security analysts, a college degree and several years experience in security analysis is normally required. There is a preference for those with a Masters in Business Administration or attainment of the Chartered Financial Analyst (C.F.A) designation.</p> <p>Christian W. Thwaites; born 1957; BA University of London; MBA Harvard Business School; President & CEO of SAM since 2005; Executive Vice President of National Life Insurance Company since 2005; President & CEO of Sentinel Variable Products Trust, Sentinel Group Funds, Inc. and Sentinel Pennsylvania Tax-Free Trust since 2005; Chief Executive Officer of Skandia Global Markets from 1996 to 2004.</p> <p>Elizabeth R. Bramwell; born 1940; BA Bryn Mawr College; MBA Columbia University; Senior Vice President & Head of the Large Cap Growth Team of SAM since 2006; Chair, President, CEO, Chief Investment Officer and Treasurer of Bramwell Capital Management, Inc. from 1994 to 2006; President & Chief Investment Officer of The Bramwell Funds, Inc. from 1994 to 2006. Ms. Bramwell holds the Chartered Financial Analyst designation.</p> <p>Thomas H. Brownell; born 1961; BA Bowdoin College; MBA. Babson College; CFA, Senior Vice President & Head of Fixed Income Team of SAM since 2002; Senior Vice President and Chief Investment Officer of National Life Insurance Company since 2004; Director, Senior Vice President and Chief Investment Officer of Life Insurance Company of the Southwest since 2004; Vice President & Portfolio Manager of SAM from 1996 to 2002. Mr. Brownell holds the Chartered Financial Analyst designation.</p> <p>Paul Kandel: born 1961; M.B.A. Columbia University Graduate School of Business; B.A. in economics Haverford College; Senior Vice President & Head of Mid-Cap Growth Team of SAM since 2006. From 1994 to June 2005, Mr. Kandel was a senior portfolio manager with The Dreyfus Corporation.</p> <p>Daniel J. Manion; born 1961; BBA University of Oklahoma; MBA University of Bridgeport; Senior Vice</p> |

President & Head of Large-Cap Blend Team of SAM since 2004; Vice President & Portfolio Manager of SAM since 1998. Mr. Manion holds the Chartered Financial Analyst designation.

Katherine Schapiro; born 1959; BA Stanford University; Senior Vice President & Head of the International Team of SAM since 2005; Portfolio Manager of Strong Capital Management, Inc. from 2001 to 2004; Managing Director of Wells Capital Management, Inc. from 1992 to 2001. Ms. Schapiro holds the Chartered Financial Analyst designation.

Charles C. Schwartz; born 1961; BS University of Colorado; MBA University of Louisville; Senior Vice President & Head of Small-Cap Growth Team of SAM since 2004; Vice President & Portfolio Manager of SAM from 2002 to 2004; Assistant Vice President & Portfolio Manager of SAM from 2000 to 2002. Mr. Schwartz holds the Chartered Financial Analyst designation.

8.C.

(1) and (3) SAM is affiliated with Equity Services, Inc. ("ESI"), which is an entity dually registered as a broker/dealer and an investment advisor and under common ownership with SAM. ESI sells securities products through registered representatives who are predominantly also career life insurance agents of National Life Insurance Company ("NLIC"), an insurance company under common ownership with SAM and ESI; ESI is the distributor of NLIC's variable life and annuity products. SAM is also a partner in Sentinel Financial Services Company, the principal underwriter for the Sentinel Funds and Sentinel Variable Products Trust.

(2) SAM is the investment advisor to the Sentinel Funds and the Sentinel Variable Products Funds.

(9) SAM is wholly owned by NLV Financial Corporation, which is wholly owned by the National Life Holding Company, a Vermont mutual insurance holding company. NLV Financial Corporation also directly or indirectly owns NLIC and Life Insurance Company of the Southwest, to whom SAM provides investment management services.

9.D. and E.

NLIC and its affiliates and the Sentinel Funds hold large portfolios of publicly traded securities for investment purposes. It is likely that SAM will recommend to its clients the purchase of an issue that may also be in the portfolio of NLIC or an affiliate or the Sentinel Funds, but SAM will attempt to allocate investment opportunities by a means that is fair to all its clients. In no event will SAM's clients sell to or purchase securities from NLIC and its affiliates. In connection with purchases or sales of fixed income and equity securities, client trades may be aggregated with trades in the same security being effected by NLIC or an affiliate. These block trades in which NLIC or an affiliate participates are executed only where SAM's investment advisory clients will not be disadvantaged. SAM also manages the account of the NLIC Employees Pension Plan, which holds assets funding NLIC's pension liabilities to its home office employees.

Employees of SAM also invest for their own accounts, and employees frequently invest in the same securities that are recommended to clients. An employee account is considered to be any account in which the employee has a beneficial interest, including the accounts of spouses, and children. Client trades take priority over trades of employees, and employee trades may not conflict or compete with client orders except in stocks of companies with market capitalizations of more than \$25 billion.

SAM may also recommend to clients, or invest client funds in, shares of the Sentinel Funds.

SAM's Code of Ethics or other procedures require that all of SAM's personnel pre-clear all personal securities transactions, except in those issuers with market capitalization in excess of \$25 billion, related derivatives, mutual funds, exchange traded funds, and other market derivatives, and make a written report of all securities transactions within 30 days after the end of each calendar quarter. In addition, all such personnel are prohibited from investing in initial public offerings of stock, and privately placed securities (in the case of privately placed securities, an exception may be made if the Chief Executive Officer finds that no conflict of interest will result). All such personnel are prohibited from profiting in short-term (60 days or less) trading, (except with respect to stocks with market caps of more than \$25 billion, related derivatives, mutual funds, exchange traded funds, and general market derivatives) and no personal transactions are permitted in securities which are being purchased or sold for SAM's mutual fund clients (except for stocks with market caps over \$25 billion and related derivatives). Trades in Sentinel Fund shares within 60 days after a corresponding purchase or sale must be precleared, and will not generally be allowed in the absence of unusual circumstances. All SAM personnel are also required to have duplicate confirmations of all personal securities transactions sent to SAM's Chief Compliance Officer.

10.

The minimum value for a separately managed account is generally \$5 million. The minimum may be

waived or reduced in SAM's discretion.

12.A.

SAM supervises the investments of its clients and, as an essential feature thereof, places orders for the purchase and sale of portfolio securities and supervises their execution, including negotiating the amount of the commission rate paid, in each case at prices it believes to be the best then available, taking into consideration such factors as price, commission, size of order, difficulty of execution and skill required of the executing broker/dealer, as well as the extent to which a broker capable of satisfactory execution may provide research information and statistical and other services to SAM.

Section 28(e) of the Securities Exchange Act of 1934, which was enacted by Congress in connection with the elimination of fixed commission rates on May 1, 1975, provides that, except as agreements such as investment advisory agreements otherwise provide, money managers will not be deemed to have acted unlawfully or to have breached a fiduciary duty if, subject to certain conditions, a broker/dealer is paid in return for brokerage and research services an amount of commission for effecting transactions for accounts, in excess of the amount of commission another broker/dealer would charge for effecting the transaction. In order to cause its clients to pay such greater commissions, SAM has to determine in good faith that the greater commission is reasonable in relation to the value of the brokerage and research services provided by the broker/dealer, viewed in terms of either a particular transaction or its overall responsibilities to its clients.

Brokerage and research services, as provided in Section 28(e) of the Securities Exchange Act of 1934, include advice as to the value of securities, the advisability of investing in, purchasing or selling securities, the availability of securities or purchasers or sellers of securities; furnishing analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy and performance of accounts, and effecting securities transactions and performing functions incidental thereto (such as clearance and settlement).

SAM obtains a number of electronic and other research and information services in exchange for client brokerage commissions. These service providers may include, but are not limited to, Advent Software, American Stock Exchange, BCA Research, Bloomberg, Briefing.com, CSFB Holt, Dow Jones, Empirical Research, Factset, Institutional Investor, ITG, Lipper, Morningstar, MSCI, NYSE, Omgeo, OPRA, Russell Indices, Standard & Poor's, SNL, Sungard, Telemet, The Markets.com, Thomson and Value Line. All equity clients normally receive the benefit of these services but some services are useful only to the International investing and social research teams. SAM seeks to ensure that such services are used only by the International or Social Research teams are obtained for client commissions only in amounts up to the amounts of commissions used to obtain research and information services incurred by Sentinel International Equity, Sentinel Conservative Allocation, Sustainable Emerging Growth and Sustainable Core Opportunities Funds respectively. To the extent research and information services are used by the fixed income investing team, SAM will not acquire such services with client commissions. Commission rates paid in these transactions are may be higher than the minimum possible commission rate. These transactions may be third party arrangements under which SAM directs commissions to a broker designated by the research firm. Normally, there is a specific charge for the service and a specific amount of gross commissions that must be directed to the designated brokerage firm.

Although research and market and statistical information from broker/dealers can be useful to SAM, such information is only supplemental to SAM's own research effort since the information must still be analyzed, weighed and reviewed by its staff.

Clients may pay higher commissions in return for the research products and services that SAM receives compared to commission rates obtainable from brokers that do not provide research services. Any research provided by brokers is used to service all of SAM's clients.

Fixed-income securities may be purchased from the underwriter at a price which includes underwriting fees or from a bond dealer acting as a principal on a net basis with no brokerage commission paid by the client.

In addition, as noted above, in connection with purchases or sales of securities, client trades may be aggregated with trades in the same security being effected by NLIC or an affiliate. These block trades in which NLIC or an affiliate participates are executed only where SAM's believes its investment advisory clients will not be disadvantaged. With respect to fixed-income aggregated trades in which NLIC or affiliated accounts participate, if under the circumstances it is possible that order will not be filled in its entirety, SAM will prepare, prior to entering the order or negotiating a principal trade, a written allocation statement which specifies how the transaction will be allocated among the participating accounts. If the

aggregated order is filled in its entirety, it shall be allocated in accordance with this allocation statement. If the transaction is only partially completed, the transaction shall be allocated pro rata based on the allocation statement, unless under the particular circumstances of the trade all accounts of clients whose orders are allocated receive fair and equitable treatment and the reason for a different allocation is explained in writing to the Chief Compliance Officer of SAM, who approves in writing the proposed allocation no later than one hour after the opening of the markets on the trading day following the day on which the trade was executed. With respect to equity aggregated trades in which NLIC or affiliated accounts participate, orders are entered into SAM's order management system prior to execution, and order management system normally allocated the transaction pro rata among participating accounts, subject to rounding rules.

Answer all items. Complete amended pages in full, circles amended items and file with execution (Page 1).