

SUN CAPITAL ADVISERS LLC

("Adviser")

**Form ADV, Part 2A
(the "Brochure")**

MARCH 30, 2012

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This Brochure provides information about the qualifications and business practices of Adviser. If you have any questions about the contents of this Brochure, please contact us at the telephone number above. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Sun Capital Advisers LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This Brochure dated March 31, 2012 does not include a discussion of material changes from Adviser's prior filing of March 31, 2011. If Adviser undergoes any material changes, they will be addressed in subsequent amendments to this Brochure.

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ITEM 4: Advisory Business

Adviser is an indirect wholly owned subsidiary of Sun Life Financial Inc. ("Sun Life Financial"), a publicly traded holding company for a diversified financial services organization. The Sun Life Financial group of companies provides a broad range of financial products and services to individuals and groups located in Canada, the United States, the United Kingdom and the Asia Pacific Region. Adviser is owned 100% by Sun Life Assurance Company of Canada – U.S. Operations Holdings, Inc., which in turn is owned 100% by Sun Life Global Investments Inc., which in turn is owned 100% by Sun Life Financial. Adviser is a Delaware limited liability company.

Adviser provides asset and risk management services to institutional investors affiliated with Sun Life Financial. Adviser's current clients include insurance companies, mutual funds, and pension funds. Each client has unique investment needs and Adviser customizes clients' portfolios to meet their individual objectives. Adviser has been providing investment advice and supervisory services to affiliates of Sun Life Financial since 1997.

Adviser's long-term value oriented strategies are managed through a disciplined investment process that seeks to maximize returns while minimizing risk. Adviser's philosophy is rooted in the following core beliefs:

- Focus on Fundamentals
- Disciplined Risk Management
- Extensive Credit Research
- Team Approach to Portfolio Management

Adviser manages assets on either a discretionary or non-discretionary basis. As of December 31, 2011, Adviser's total assets under management were approximately \$56.7 billion, consisting of approximately \$56.3 billion in discretionary accounts and approximately \$358.9 million in non-discretionary accounts.

ITEM 5: FEES AND COMPENSATION

Adviser's fees are negotiated with the client, and are generally calculated as a percentage of assets under management. Fees are generally payable monthly or quarterly, based on mutual agreement of Adviser and the client, in arrears, and are prorated in the event an agreement commences or terminates other than at month-end.

With respect to certain investment advisory services provided to affiliated companies, Adviser's compensation is generally limited to either reimbursement from the companies for the expenses Adviser incurs in providing these services, or reimbursement of such expenses plus a percentage of cost.

Adviser generally provides institutional clients with invoices, in arrears, reflecting the compensation due to Adviser for the period covered by the invoices. Advisory fees due to Adviser from its mutual fund clients are deducted and paid to Adviser by the funds' custodian. Investors in mutual funds managed by Adviser will also be subject to other fees and expenses paid by the funds, which are described in detail in the funds' prospectuses. Adviser's clients will also bear the transaction costs associated with trades

made by Adviser for the client's account. For more information about Adviser's trading practices, please see Item 12, below.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Adviser does not have any accounts that are subject to performance-based fees.

ITEM 7: TYPES OF CLIENTS

Adviser provides portfolio management services, investment research and analysis, and portfolio trading services to institutional clients affiliated with Sun Life Financial. Adviser is also the investment adviser to various accounts, including mutual funds, that serve as underlying investment vehicles for variable annuity contracts and variable life insurance policies. These accounts include investment companies registered with the U.S. Securities and Exchange Commission ("SEC") and unregistered institutional accounts for which Adviser either provides day-to-day portfolio management services or retains subadvisers to provide such services under Adviser's oversight. Adviser also serves as collateral administrator or subadviser to certain collateralized debt offerings.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Adviser provides investment strategies for affiliated institutional clients, including insurance companies, their employee pension plans, and mutual funds. Adviser's primary securities investment strategies involve fixed income securities, including investments in both publicly traded and privately offered fixed income securities. Adviser also provides a limited range of securities investment strategies involving equity securities. Adviser also provides risk management or "hedging" strategies, which involve the use of various types of derivative instruments, for its affiliated clients. Adviser also provides advice to its affiliated clients involving investments in mortgage loans and real estate.

Fixed Income Strategies

With respect to its fixed income investment strategies, Adviser seeks performance by security and sector selection and weighting based on fundamental research, and rotation within and across sectors based on relative value opportunities and economic outlook to achieve attractive risk adjusted returns.

Adviser also seeks to manage portfolio risk by active diversification across securities and sectors so as not to have concentrations that could have an adverse impact on portfolios. Where pertinent, Adviser seeks to actively manage interest rate risk by looking to maintain a portfolio duration within plus or minus one year of the duration of the benchmark. While duration management is expected to remain within plus or minus one year of the benchmark, the outlook for rates and portfolio management within the constraints will also be actively managed and play a role in generating returns and managing risk. The outlook for rates will evolve from Adviser's view on the economy and economic policy.

Adviser will use an integrated team approach for its fixed income securities research and trading. Adviser will rely on sector specialists for the portfolio management team to assess credit and relative value across and within sectors and make recommendations to the lead portfolio manager. The portfolio management team will utilize its team of credit research analysts and structured credit and mortgage research analysts to formulate opinions based on fundamental research.

The credit research team will focus on company fundamentals such as revenue and earnings growth, ability to generate cash flow and debt repayment. The credit research team also will focus on fundamentals of their sectors and economic drivers that could impact the credit direction of their sectors. The structured credit research and mortgage team will focus on value and quality of collateral, structure and subordination of the collateral pool and economic trends that could affect the performance of the security or sector.

Adviser also employs its fixed income investment strategies in its management of the Sun Capital Investment Grade Bond Fund and the Sun Capital Money Market Fund. More information about the specific investment objectives, strategies and risks of these funds is disclosed in their prospectuses, which are available from the Adviser upon request. Please use the contact information on the cover of this Brochure to request a copy of the fund prospectuses.

There is no assurance that the objective of any fixed income investment strategy can be achieved. The principal risks associated with the Adviser's fixed income strategies are interest rate risk, credit risk, liquidity risk, prepayment risk, extension risk, market risk, and rating agencies risk, which are described in more detail below. To the extent a fixed income strategy employs investments in mortgage-backed or asset-backed securities, high yield securities or foreign fixed income securities, it may also experience risks associated with these investments, as described in more detail below. In addition, Adviser's judgments about the relative value of securities selected for the portfolio may prove to be wrong.

- Interest Rate Risk is the risk that interest rates will go up, causing the value of the portfolio's fixed income securities to go down. This risk may be greater for securities with longer maturities.
- Credit risk is the risk that the issuer of fixed income securities owned by the portfolio will default on its payment obligations, become insolvent, or have its credit rating downgraded by a rating agency.
- Liquidity risk is the risk that Adviser may be unable to sell a given security at an advantageous time or price or to purchase the desired level of exposure for the portfolio.
- Prepayment risk or "call" risk is the risk that the issuer of a callable security will exercise its right, when interest rates are falling, to prepay principal earlier than scheduled, forcing the portfolio to reinvest in lower yielding securities.
- Extension risk is the risk that the issuer of a security will exercise its right, when interest rates are rising, to extend the time for paying principal, which will lock in a

below-market interest rate, increase the security's duration and reduce the value of the security.

- Market risk is the risk that prices of securities in the portfolio will fall as a result of general market movements, adverse market reactions to recent events or trends, or unfavorable company news.
- Rating agencies risk is the risk that rating agencies, on which the Adviser may rely in part when selecting securities for the portfolio, are incorrect in their evaluation of an issuer's financial condition or fail to make timely changes in credit ratings upon a change in such issuer's condition.
- For investments in mortgage-backed or asset-backed securities, the portfolio's investments in these types of securities are affected by changes in the markets for the underlying assets, which may increase their levels of interest rate risk, extension risk and prepayment risk.
- For high yield securities, there is also the risk that an economic downturn or period of rising interest rates will adversely affect the market for high yield securities and reduce the portfolio's ability to sell its high yield securities. High yield securities may be subject to greater levels of interest rate risk, credit risk, and liquidity risk than other fixed income securities. High yield securities are considered primarily speculative with respect to the issuer's continuing ability to make principal and interest payments.
- For foreign securities, there is the risk that prices of the portfolio's foreign securities may go down because of foreign government actions, political instability, or the more limited availability of accurate information about some foreign issuers.
- For investments in emerging market or developing countries, there is also the risk that these investments will perform poorly as a result of market, credit, currency, liquidity, legal, political and other risks different from, or greater than, those affecting investment in developed foreign countries.
- Foreign securities also involve currency risk, which is the risk that the value of interest paid on non-dollar and non-U.S. securities, or the value of the securities themselves, will fall because currency exchange rates change.
- Securities selection risk is the risk that Adviser's judgments about the relative values of securities selected for the portfolio may prove to be wrong.

Risk Management Strategies

Adviser advises its affiliated institutional clients on risk management strategies that may include the use of derivatives.

Derivatives are investments whose value is based on, or derived from, an underlying asset, such as a stock or a market index. Derivatives are not a direct investment in the underlying asset itself. Derivatives are often contracts with another party to buy or sell an asset at a later date. Other derivatives are contracts to exchange value with another party based on certain events or changes in a reference instrument such as a security, a basket of

securities, or a securities index. Some common derivatives are: (a) a futures or forward contract, which is an agreement to buy or sell currencies, commodities or securities for a set price at a specified future date; (b) an option, which gives the buyer the right, but not the obligation, to buy or sell currencies, commodities or securities at a set price within a certain time period; or (c) or a swap agreement, which is an agreement in which one party agrees to make periodic payments to another party based on the change in market value of the assets specified in the agreement. Adviser may use derivatives in client portfolios to seek to limit potential gains or losses caused by changes in exchange rates, stock prices or interest rates. This is called hedging. Adviser may also use derivatives in client portfolios for non-hedging purposes, such as reducing transaction costs, increasing liquidity, gaining exposure to financial markets or indices, or increasing speed and flexibility in making portfolio changes.

There is no assurance that the objective of any risk management strategy can be achieved. The principal risks associated with Adviser's use of derivatives in risk management strategies are described in more detail below. In addition, Adviser's judgments about the relative value of investments selected for the portfolio may prove to be wrong.

- Adviser's hedging strategy may not be effective. Attempts by Adviser to hedge risk or profit from hedging positions may be unsuccessful and/or result in losses.
- There may be no market for the derivative contract when a portfolio wants to buy or sell.
- Adviser may not be able to find an acceptable counterparty willing to enter into a derivative contract.
- The counterparty to the derivative contract may be unwilling or unable to meet its obligations.
- To the extent that a large percentage of the assets of a portfolio may be subject to derivatives transactions with one or a limited number of counterparties, the portfolio could incur significant losses in the event of a default by such counterparties.
- Securities exchanges may set daily trading limits or halt trading, which may prevent a portfolio from selling a particular derivative contract.
- The price of a derivative may not accurately reflect the value of the underlying asset.
- Derivatives may involve leverage which can magnify a portfolio's exposure to market values, interest rates or currency exchange rates, so that small changes in such values or rates may produce disproportionately large losses.

Equity Strategies

With respect to its equity strategies, Adviser seeks performance by selecting securities in accordance with its approach of seeking to limit tracking error, actively managing in sectors where Adviser believes value exists, and maintaining strict adherence to the equity investment guidelines of each portfolio. There is no assurance that an objective can be achieved.

Adviser seeks to control tracking error through an index management strategy that limits investments in each sector of the portfolio's benchmark to plus or minus 5% of each sector's benchmark weighting. Adviser's equity strategies also seek to add value by actively managing the stock selection in each sector. Adviser seeks to identify valuation anomalies among stocks in a sector that may generate a favorable performance bias for some stocks in comparison to others. Factors incorporated in this analysis include product cycle, growth outlook, management capabilities and macro-economic influences.

Adviser uses an integrated team approach for equity securities research and trading. Adviser's analysts and portfolio managers are responsible for identifying attractive sectors as well as attractive companies. They are also responsible for validating an equity security's relative value in the market, based on an analysis of factors such as relative value metrics, cash flow attributes, margin trends, sales and income growth, and balance sheet strength to gain insight into an equity security's prospects and how it will be expected to react to market conditions.

There is no assurance that the objective of any equity investment strategy can be achieved. The principal risks associated with Adviser's equity strategies are described in more detail below. To the extent an equity strategy employs investments in real estate investment trusts ("REITs") and other real estate related companies, or in foreign or multinational companies, it may also experience risks associated with these investments, as described in more detail below. In addition, Adviser's judgments about the relative value of securities selected for the portfolio may prove to be wrong.

- Stock markets may go down or perform poorly relative to other types of investments.
- The portfolio's value investment style does not produce favorable results relative to growth investment styles or to market trends.
- The market may undervalue the stocks held by the portfolio for longer than expected.
- A portfolio's small, mid or large cap focus does not produce favorable results relative to market trends.
- To the extent a portfolio invests in large capitalization securities, these securities may underperform relative to small or mid-capitalization securities.
- To the extent a portfolio invests in mid capitalization securities, these securities may involve greater risks than those associated with larger capitalization companies, may experience abrupt or erratic price movements or lack sufficient market liquidity to enable the portfolio to effect sales at an advantageous time or without a substantial drop in price.
- To the extent a portfolio invests in small capitalization securities, these securities are generally more volatile and less liquid than mid or large cap securities, and may decline in value more steeply or become less liquid than expected.
- To the extent a portfolio invests in securities of REITs or other real estate related companies, these securities may experience the same risks as direct ownership of real

estate, such as the risk that the value of real estate could decline due to factors that affect the real estate market generally. These securities may also decline in value due to the capability of their managers, limited diversification, and changes in tax laws.

- To the extent a portfolio has a significant portion of its assets invested in securities of companies conducting business in the same industry or in a closely related group of industries within an economic sector, this positioning could make the portfolio more vulnerable to unfavorable developments in an industry or sector than portfolios that invest more broadly.
- To the extent a portfolio invests in foreign securities, there is risk that foreign equity markets, which can be more volatile than the U.S. market due to increased risks of adverse political, regulatory, market, or economic developments, will underperform the U.S. market or other types of investments.
- To the extent a portfolio invests in foreign or multinational companies, the portfolio may experience greater market, liquidity, currency, political, information and other risks than if it invested only in U.S. companies.
- Adviser's judgments about future economic trends or the relative value of securities selected for the fund's portfolio may prove to be wrong. This is known as security selection risk
- Prices of securities in the portfolio fall as a result of general market movements, adverse market reactions to recent events or trends, or unfavorable company news. This is known as market risk.

ITEM 9: DISCIPLINARY INFORMATION

Adviser has no disciplinary information to report in response to this Item 9.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Material Business Relationships of Adviser and its Management Persons with Related Persons

Adviser is an indirect wholly-owned subsidiary of Sun Life Financial. The Sun Life Financial group of companies provides a broad range of financial products and services to individuals and groups located in Canada, the United States, the United Kingdom and the Asia Pacific region.

Adviser's Board of Managers consists of John T. Donnelly, Larry Madge, Stephen C. Peacher and Leo D. Saraceno. The principal officers of Adviser are Messrs. Donnelly, Madge, Peacher and Saraceno, Andrew S. Harris, Lena Metelitsa and Maura A. Murphy. Messrs. Donnelly, Madge, Peacher and Saraceno, in addition to serving as the Adviser's Board of Managers and as executive officers of Adviser, have significant responsibilities in their positions with Sun Life Financial, which controls Adviser.

Relationships with Affiliated Insurance Companies

Sun Life Financial is the 100% owner of Sun Life Assurance Company of Canada ("Sun Life of Canada"), a Canadian life insurance company. Sun Life Financial is also the 100% owner, indirectly, of Sun Life Assurance Company of Canada (U.S.) ("Sun Life (U.S.)"), Sun Life Insurance and Annuity Company of New York ("Sun Life (N.Y.)"), Independence Life and Annuity Company ("Independence"), Professional Insurance Company ("PIC"), Sun Life and Health Insurance Company (U.S.) ("SLHICUS"), and Sun Life Hong Kong Limited ("Sun Life (H.K.)"), all of which are life insurance companies. Adviser provides investment advisory services to each of Sun Life of Canada, Sun Life (U.S.), Sun Life (N.Y.), Independence, PIC, SLHICUS, and Sun Life (H.K.), and to certain other investment subsidiaries that relate to the insurance businesses of Sun Life Financial.

Adviser's personnel also have responsibilities within Sun Life Financial. As a result, Adviser regularly exchanges investment research and economic analysis with investment personnel employed by Sun Life of Canada or other Sun Life Financial affiliates. Adviser uses this research and analysis in its investment decision-making on behalf of its clients. To mitigate potential conflicts of interest in the personal securities trading of the individuals who participate in these exchanges, such participants are subject to Adviser's Code of Ethics, which is described in Item 11, below or, for those residing outside the United States, a code of ethics which is based on Adviser's Code of Ethics but appropriately tailored to the regulatory requirements of the non-U.S. jurisdiction where the individual resides. Adviser also uses trade allocation procedures designed to ensure that the allocation of investment and trading opportunities is fair and equitable to all clients over time, as described in Item 11, below.

Relationships with Affiliated Investment Companies and Insurance Companies

Adviser is the investment adviser to each fund in the Sun Capital Advisers Trust (the "SCA Trust"), an investment company registered with the SEC. For certain of the funds in the SCA Trust, Adviser employs affiliated or unaffiliated subadvisers. Certain such funds also serve as underlying funds in a "Fund-of-Funds" arrangement in which the Adviser serves as adviser and an unaffiliated firm serves as subadviser to the Fund-of-Funds. All of the funds in the SCA Trust serve as direct or indirect underlying investments for variable insurance products issued by Sun Life (U.S.) and Sun Life (N.Y.). These variable insurance products are funded by separate accounts of Sun Life (U.S.) and Sun Life (N.Y.) that are registered with the SEC as unit investment trusts. These separate accounts invest in SEC registered investment companies, which may include the SCA Trust. Sun Life (U.S.) and Sun Life (N.Y.) have also offered variable insurance products issued by unregistered separate accounts that may invest in the SCA Trust. Effective December 30, 2011, Sun Life (U.S.) and Sun Life (N.Y.) discontinued new sales of variable insurance products.

Relationships with Affiliated Broker-Dealers

Sun Life Financial also owns indirectly 100% of the outstanding securities of Clarendon Insurance Agency, Inc. ("Clarendon"), which is a registered broker-dealer and is also licensed as an insurance agency in Massachusetts. Clarendon is the principal underwriter of the SCA Trust, for which Adviser serves as investment adviser. Clarendon also has arrangements with Sun Life (U.S.) and Sun Life (N.Y.) pursuant to which Clarendon

serves as the principal underwriter of variable insurance products issued by Sun Life (U.S.) and Sun Life (N.Y.).

Sun Life Financial also owns indirectly 100% of the outstanding securities of Sun Life Financial Distributors, Inc. ("SLFD"), which is a registered broker-dealer. Until Sun Life (U.S.) and Sun Life (N.Y.) discontinued sales of variable insurance products on December 30, 2011, SLFD provided wholesaling services in connection with the distribution of variable insurance products issued by Sun Life (U.S.) and Sun Life (N.Y.).

Relationships with Affiliated Investment Advisers

As of December 31, 2011, Sun Life Financial owns indirectly approximately 94% of the outstanding securities of Massachusetts Financial Services Company ("MFS"). MFS is a registered investment adviser and sponsor of various investment companies, some of which are offered through variable insurance products of Sun Life (U.S.) and Sun Life (N.Y.). Adviser serves as subadviser for certain collateralized debt obligations for which MFS is the collateral administrator. Adviser has also retained MFS to serve as investment subadviser for a portion of the assets managed by Adviser for an affiliated insurance company. Adviser has also retained MFS to serve as investment subadviser for a fund managed by Adviser and registered as an investment company with the SEC. Certain funds managed by MFS serve as underlying funds in the "Fund-of-Funds" arrangement described above.

Selection of Investment Subadvisers for Affiliated Investment Companies

As mentioned above, Adviser selects subadvisers for certain mutual funds of the SCA Trust, and oversees the services provided by these subadvisers to the funds. Although the majority of these subadvisers are not affiliates Adviser, MFS became the subadviser to one of the SCA Trust funds, effective May 1, 2011.

Adviser also selects subadvisers for portions of the assets its manages for certain of its affiliated institutional clients.

Adviser compensates the subadvisers to the mutual funds out of the management fees paid by the funds to Adviser. No subadviser pays any direct or indirect compensation to Adviser in consideration of its subadvisory arrangements with Adviser and Adviser's clients. Adviser periodically reviews all material business relationships between each subadviser (or any of the subadviser's affiliates) and Adviser (or any of Adviser's affiliates) to identify, and address as needed, any potential conflicts of interest that may affect Adviser's ability to deal with the subadviser at arms length.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Adviser has adopted a Code of Ethics that governs the conduct and reporting of personal securities transactions by any member of its board of managers, and any officer, employee or other access person (collectively, "Access Persons"). Adviser's Access Persons include personnel of Sun Life Financial affiliates and external consultants who have access to information about Adviser's transactional or holdings data on behalf of clients. The Code of Ethics is designed to ensure that the valid interests of Adviser's clients always take precedence over the personal interests of Adviser's Access Persons, and to minimize conflicts with transactions and recommendations made for or on behalf of clients.

To request a copy of Adviser's Code of Ethics, please use the contact information that appears on the cover page of this Brochure.

Under the Code of Ethics, Access Persons are subject to restrictions on their personal transactions in securities. These restrictions include limits on the types of securities, the venues for trading, and the timing for executing transactions.

Many of the Code of Ethics requirements relate to "reportable securities" and "reportable funds." The term "reportable securities" encompasses virtually all types of securities, excluding certain types of securities that have little or no potential to create conflicts of interest for Access Persons. These exceptions include shares of money market funds, certain government securities, and mutual funds that are managed by firms not affiliated with Adviser. The term "reportable funds" refers to mutual funds, other than money market funds, whose investment adviser or principal underwriter is Adviser or an affiliate of Adviser.

The Code of Ethics requires Access Persons to obtain preclearance for their personal transactions in reportable securities, with certain limited exceptions. Personal transactions include both transactions in which the Access Person has a beneficial ownership interest and transactions in any non-client account over which the Access Person has discretionary authority. Preclearance requests are evaluated to determine whether any prohibitions or restrictions apply to the proposed transactions. Once approval is granted, the transaction must be executed by the close of the next trading day.

Access Persons are generally prohibited from purchasing any security sold in an initial public offering. Access Persons are prohibited from purchasing any security sold in a private placement without obtaining prior approval from the Compliance Review Office.

Access Persons are prohibited from executing personal transactions through individual investment advisers and/or bank or broker-dealer personnel who have either Adviser or any company in the Sun Life Financial group of companies as their account coverage responsibilities.

Access Persons are prohibited from purchasing or selling reportable securities within seven (7) calendar days after the day on which a client of Adviser has purchased or sold such securities or equivalent securities, with certain exceptions. Access Persons who are designated as "Investment Persons" are prohibited from purchasing or selling reportable securities within seven (7) calendar days before or after the day on which a client (which

includes funds in the Sun Capital Advisers Trust that are managed directly by Adviser) has purchased or sold the same securities.

Access Persons are prohibited from profiting from the purchase and sale of the same or equivalent reportable security within 30 calendar days.

Each Access Person, upon becoming an Access Person and annually thereafter, must submit a report disclosing all reportable securities in which he or she has a beneficial ownership interest or control, and any account which holds any security (not just reportable securities) in which the Access Person has control or beneficial ownership. At the end of each quarter, each Access Person must submit a report of all reportable securities transactions in which he or she had a beneficial ownership interest or control during the quarter, and all brokerage accounts in which the Access Person had control or beneficial ownership during the quarter.

No Access Person may accept or give any gift of more than de minimis value (currently \$100) per giver per year from or to any person or entity that influences business with or on behalf of Adviser. If an Access Person receives a gift that might be prohibited under this Code, that Access Person must promptly inform the Compliance Review Office and the gift may need to be returned or donated to charity. No Access Person may accept entertainment (such as a meal, sporting event or other similar activity) of more than de minimis value (currently \$250) without obtaining prior written approval under procedures established by the Compliance Review Office.

In addition, Adviser's Access Persons are subject to Sun Life Financial's Code of Business Conduct, which aims to demonstrate Sun Life Financial's commitment to conduct itself ethically. The Code of Business Conduct requires employees to, among other things, keep customers' interests always in mind, avoid conflicts of interest, maintain the confidentiality of confidential information, and report contraventions of the Code. Adviser's Access Persons are also subject to (i) Sun Life Financial's Insider Trading Policy, which seeks to protect material nonpublic information about Sun Life Financial and to prevent insider trading in Sun Life Financial stock, and to (ii) Adviser's Policy for Prevention of Misuse of Material Nonpublic Information, which seeks to protect material nonpublic information relating to companies other than Sun Life Financial, and to prevent insider trading.

Adviser has adopted the Code of Ethics for Personal Trading and Conduct for Non-Investment Executives (the "Executive Code") to complement its Code of Ethics. The Executive Code addresses situations that may be encountered by executives of Sun Life Financial Inc., and other companies affiliated with Adviser, who: (a) are not officers or employees of Adviser or members of Adviser's Board of Managers; (b) are not designated as Access Persons by Adviser's Compliance Review Office; and (c) do not ordinarily have access to the types of information that would render them Access Persons under the SCA Code. Adviser adopted the Executive Code to address circumstances where Non-Investment Executives, on occasion, obtain or have access to investment information that may temporarily render them Access Persons under the SCA Code ("Investment Information"). The Executive Code sets forth standards of conduct and governs personal trading by such Non-Investment Executives who are not otherwise determined to be Access Persons under the SCA Code.

Adviser is affiliated with broker-dealers that distribute variable insurance products issued by Adviser's insurance company affiliates. Adviser is the investment adviser to certain mutual funds that serve as investment options for the variable insurance products issued by Adviser's insurance company affiliates. These mutual funds include "Fund-of-Funds" that invest in underlying affiliated funds ("Affiliated Underlying Funds").

Adviser will receive advisory fees from each of the mutual funds it manages, based on assets invested in those funds. For those mutual funds that serve as Affiliated Underlying Funds for the Fund-of-Funds managed by Adviser, either Adviser or its investment adviser affiliate, MFS, will receive advisory fees from each of the Affiliated Underlying Funds, based on assets invested in those funds by the Fund-of-Funds, and the Fund-of-Funds will indirectly pay a pro rata portion of those fees. In this sense, Adviser or MFS may be viewed as having a financial interest in the investments of the Fund-of-Funds.

In addition, to the extent Adviser or MFS has agreed to waive its fees from or reimburse the expenses of a mutual fund so that the fund's expense ratio does not exceed a specified level, additional assets invested in a fund through the variable insurance products may permit Adviser to reduce the extent of its subsidization of those funds. In this sense, Adviser may be viewed as having a financial interest in the investments made through the variable insurance products.

Further, to the extent Adviser or MFS has agreed to waive its fees from or reimburse the expenses of an Affiliated Underlying Fund so that the Affiliated Underlying Fund's expense ratio does not exceed a specified level, additional assets from the Fund-of-Funds may permit Adviser or MFS to reduce the extent of its subsidization of the relevant Affiliated Underlying Fund. In this sense, Adviser or MFS may be viewed as having a financial interest in the investments of the Fund-of-Funds.

Adviser's affiliated insurance companies and broker-dealers thus may be seen as having an incentive to encourage variable contract owners to allocate investment to the mutual funds managed by Adviser or MFS for the benefit of Adviser or MFS. The potential conflicts of interest inherent in these arrangements are mitigated in that Adviser does not compensate its affiliated broker-dealers directly for allocations made under variable insurance products to funds for which Adviser serves as investment adviser. Adviser's insurance company affiliates compensate these broker-dealers based on criteria specific to the sale of variable insurance products, and the compensation structure does not provide incentives for the broker-dealers to recommend the funds managed by Adviser over any other funds that serve as investment options for the variable insurance products.

Similarly, with respect to the Fund-of-Funds, Adviser may be seen as having an incentive to allocate assets to those Affiliated Underlying Funds that pay the highest fees to Adviser or MFS, or to those Affiliated Underlying Funds for which Adviser or MFS is paying the largest subsidies. The potential conflicts of interest inherent in the Fund-of-Funds arrangement is mitigated by the fact that Adviser has retained an unaffiliated subadviser for each of the Fund-of-Funds, and that unaffiliated subadviser is responsible for allocating assets across the Affiliated Underlying Funds on the basis of the investment objectives and strategies set forth in the prospectus for each of the Fund-of-Funds.

Adviser, its affiliated entities and their respective personnel may invest for their own accounts in securities that Adviser recommends to, or purchases or sells for, Adviser's

clients. As discussed further in response to item 12 below, Adviser also may invest on behalf of its affiliated clients in securities also acquired or recommended for its other clients. For example, Sun Life Financial proprietary accounts and pooled vehicles, such as pension plans, in which Adviser's personnel have a beneficial interest, may buy or sell the same securities that Adviser recommends to its clients.

Adviser generally has ultimate authority to make investment decisions on behalf of its clients, although, as noted above, Adviser engages subadvisers to manage client portfolios in some cases. Certain of Adviser's personnel have reporting relationships with Sun Life of Canada employees resident in Canada. As a result, Adviser regularly exchanges investment research and economic analysis with investment personnel employed by Sun Life of Canada or certain other Sun Life Financial affiliates that are also clients of Adviser. Adviser uses such information in its investment decision-making on behalf of these and other clients.

These arrangements raise the potential for conflicts of interest, particularly in areas such as allocation of investment and trading opportunities, and personal securities transactions. As discussed above, Adviser's Code of Ethics is designed to mitigate conflicts of interest that may arise in the context of personal securities trading. Adviser also utilizes trade allocation procedures designed to ensure that the allocation of investment and trading opportunities is fair and equitable over time.

Adviser may, but need not, aggregate or "bunch" orders for accounts for which it has investment discretion in circumstances in which Adviser believes that bunching will result in a more favorable overall execution. Where appropriate, Adviser will allocate such bunched orders at the average price of the aggregated order. Adviser may bunch a client's trades with trades of other clients and with trades of Sun Life Financial proprietary accounts and pooled vehicles in which Adviser's personnel have a beneficial interest pursuant to an allocation process Adviser considers fair and equitable to all clients over time.

In those instances where aggregated orders are not completely filled, Adviser will generally allocate the order among participating accounts pro rata on the basis of order size. Exceptions to this general rule include the following: rounding of lots to avoid creation of less liquid odd-lot holdings; the existence of limit orders that cannot be executed; cash flow considerations such as unexpected cash flows that affect the liquidity of an account; de minimis allocations when less than a specified amount of securities has been achieved; material allocations based on investment policy considerations; priority for accounts with specialized or concentrated investment policies; and securities designated as "new issues", which can only be allocated to certain types of accounts.

Adviser may manage numerous accounts with similar or identical investment objectives or may manage accounts with different objectives that may trade in the same securities. Despite such similarities, portfolio decisions will differ from client to client. Adviser will not necessarily purchase or sell the same securities at the same time or in the same proportionate amounts for all eligible clients. Further, in many instances, such as purchases of private placements or oversubscribed public offerings, it may not be possible or feasible to allocate a transaction pro rata to all eligible clients. Therefore, not all clients will necessarily participate in the same investment opportunities or participate on the same basis.

In allocating investments among various clients (including in what sequence orders for trades are placed), however, Adviser will use its best business judgment and will take into account such factors as the criteria set forth above in order to determine whether an exception to the general rule of pro rata allocation is warranted. It is Adviser's policy, to the extent practicable, to allocate investment opportunities on a basis that Adviser in good faith believes is fair and equitable to each client over time.

ITEM 12: BROKERAGE PRACTICES

Generally, as to those accounts not managed by a subadviser, Adviser is retained on a discretionary basis and is authorized to determine which securities to buy or sell (including the amount thereof) within the client's specified investment objective, and to select broker-dealers to execute portfolio transactions, without consultation with the client on a transaction-by-transaction basis. Some clients may limit Adviser's discretionary authority in terms of the type or amount of securities to be bought or sold, the maximum concentration in any one company or industry, the minimum credit quality or maximum maturities for fixed income securities, the broker-dealer to be used, or the commission rates to be paid.

Adviser's primary objective in the selection of broker-dealers is to obtain the best combination of price and execution under the particular circumstances. Best price, giving effect to brokerage commissions, if any, and other transaction costs, is normally an important factor in this decision, but the selection also takes into account the quality of brokerage services, including such factors as execution capability, willingness to commit capital, financial stability, and clearance and settlement capability. In addition, as discussed further below, the provision of research and related services may also be considered. Brokerage that is directed by the client is an exception to the guidelines discussed in this paragraph.

Where more than one broker-dealer is believed to be capable of providing the best combination of price and execution with respect to a particular portfolio transaction, Adviser often selects a broker-dealer that furnishes research services. Research services may include (i) furnishing advice as to the value of securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities (ii) furnishing seminars, information, analyses and reports concerning issuers, industries, securities, trading markets and methods, legislative developments, changes in accounting practices, economic factors and trends, portfolio strategy, access to research analysts, corporate management personnel, industry experts and economists, comparative performance evaluation and technical measurement services and quotation services, and products and other services, such as third party reports and analysis, software that processes or otherwise utilizes information, including the research described above, that assist Adviser in carrying out its responsibilities and (iii) effecting securities transactions and performing functions incidental thereto (such as clearance and settlement).

Research services furnished by broker-dealers may be used in servicing any or all of Adviser's clients and may be used in connection with accounts other than those that pay commissions to, or effect portfolio transactions with or through, the broker-dealer providing the research. Investment advisory fees will not be reduced as a result of Adviser's receipt of research services.

Subject to applicable interpretations of the staff of the SEC, Adviser may also participate in commission-sharing arrangements, in which Adviser places trades with one broker-dealer (the "Executing Broker"), which executes the trades and then, pursuant to an agreement with another broker-dealer who is its normal and legitimate correspondent (the "Research Broker"), shares the commissions with the Research Broker in consideration of research that the Research Broker has provided to Adviser.

If Adviser determines in good faith that the commission charged by a broker-dealer is reasonable in relation to the value of brokerage and research services provided by such broker-dealer, Adviser may cause a client account to pay such a broker-dealer an amount of commission greater than the amount another broker-dealer might charge for the same transaction.

Accordingly, transactions will not always be executed at the lowest available commission but will be within a generally competitive range for full service brokers. Adviser's view is that the broker should receive a commission that will assure its best effort, compensate it for any research or related services provided, and at the same time result in a favorable rate for the client.

Transactions in fixed income securities are generally effected on a net basis with no brokerage commission paid by the client. Subject to Adviser's primary objective of obtaining best price and execution under the particular circumstances, Adviser may place fixed income securities transactions with broker-dealers that provide Adviser with proprietary research or related services.

Adviser maintains internal allocation procedures to identify those broker-dealers that have provided it with research and the amount of research provided, and endeavors to direct sufficient transactions to them to ensure the continued receipt of research Adviser believes is useful. Adviser does not make any commitments to allocate brokerage transactions on any prescribed basis. Adviser's securities research staff periodically determines which brokerage research services, if any, are deemed useful in Adviser's investment advisory activities.

Adviser's traders consider the reasonableness of brokerage commissions on each trade. Adviser regularly reviews brokerage placement and the reasonableness of commissions. Adviser conducts a review of brokerage policies and practices in its risk assessment to mitigate identified weaknesses.

Sometimes Adviser may receive products or services that are used for both research and other purposes, such as administration or marketing. Adviser will make a good-faith effort to determine the relative proportions of such products or services that may be attributed to research. The portion attributable to research may be paid through client brokerage commissions or new issue research credits and the non-research portion will be paid in cash by Adviser.

The provision of research services raises the potential for conflicts of interest for Adviser. The availability of research services may provide an incentive for Adviser to place trades with brokers-dealers who provide such services. As noted above, Adviser's primary objective in the selection of broker-dealers is to obtain the best combination of price and execution under the particular circumstances. Adviser has a Trading Practices Committee

that periodically reviews Adviser's trading activity, including the commissions paid on trades for client portfolios and the research services received by Adviser, to assess whether Adviser's trading is consistent with this primary objective. All new research services must be approved in advance by the appropriate Section Head and a Compliance Officer.

Clients may instruct Adviser to use one or more broker-dealers in managing their accounts, even though Adviser may be able to obtain a more favorable net price and execution from another broker-dealer in particular transactions. Clients who direct the use of a particular broker-dealer for transactions should understand that such direction may prevent Adviser from effectively negotiating brokerage commissions on their behalf and from aggregating orders with other clients. Thus, those clients that direct brokerage business should be aware that they may lose possible advantages that clients who do not direct brokerage may have, such as volume discounts. Further, in instances in which Adviser is bunching a trade for clients who do not direct brokerage, Adviser will normally complete such non-directed discretionary transactions before effecting transactions for the directed brokerage clients. Thus, those clients who direct brokerage may not obtain prices for their transactions as favorable as those obtained for other clients. Those clients that direct brokerage business should also consider whether the commission expenses, execution, clearance, and settlement capabilities of the brokers to which their brokerage business is directed are comparable to those that Adviser could otherwise attain for them. Similarly, these clients may also receive less favorable execution when they direct the use of broker-dealers that are not participating or eligible to participate in a portion of a "new issue" or other opportunity that is allocated to Adviser.

In some instances a security to be sold by one client account may independently be considered appropriate for purchase by another client account. In such cases Adviser may cause the security to be "crossed" or transferred directly between the relevant accounts at an independently determined market price and generally without incurring brokerage commissions, although customary custodian fees and transfer fees may be incurred, no part of which will be received by Adviser or any of its affiliates. No cross transaction will be effected unless Adviser determines it is in the best interest of each account. Brokerage commissions may be charged on certain cross transactions, but in instances where one or both the accounts is a registered investment company, such transactions will be effected in accordance with rule 17a-7 under the Investment Company Act of 1940. No cross transactions will be effected with respect to any account governed by ERISA except in accordance with applicable regulations.

ITEM 13: REVIEW OF ACCOUNTS

Adviser reviews accounts with varying frequency and scope based on the type of account and the investment strategies employed for the account. Adviser's investment professionals work in teams, each of which is dedicated to a specific asset class such as equities or public bonds. Adviser's portfolio managers, who are titled as Managing Directors or Senior Managing Directors, are responsible for making day-to-day management decisions for their accounts in accordance with applicable investment objectives and guidelines, and for ongoing evaluation of their accounts against those parameters. The portfolio managers routinely discuss market developments, investment ideas and strategy with other investment professionals of Adviser who have appropriate knowledge of the accounts and

their investment strategies. Adviser's investment teams review account performance and strategy more formally, generally on a monthly or quarterly basis, with the content of the reviews depending on the nature of the account and any needs that may be specified by the client.

Adviser's compliance department, led by Adviser's Chief Compliance Officer, monitors client accounts in several different ways. The compliance team uses automated testing, manual reviews, attestations, and forensic testing. Adviser uses an electronic trade order management system, including an automated compliance module, to monitor compliance with portfolio guidelines on both pre- and post-trade bases. Adviser's compliance team also employs manual reviews, including transactional (best execution, allocation, approved brokers, etc.), forensic and periodic testing. In addition, the mutual funds managed by Adviser are also monitored on a post-trade basis by their administrator and custodian, which reports the results to Adviser on a monthly basis.

Further, Adviser is responsible for oversight of the subadvisers that provide investment advisory services to Adviser's clients. Adviser's oversight program for subadvised portfolios includes compliance and reconciliation reports, compliance certifications, and regular due diligence visits to the subadvisers.

Mutual fund portfolios are priced daily, and prices (in the form of net asset values) are reported to the insurance companies who offer the investment company securities through their variable annuities and variable life insurance products. Adviser reports to the investment company's Board of Trustees quarterly or as requested regarding compliance and performance in comparison with stated investment objectives and relevant benchmarks. Variable insurance product owners receive the investment company's annual and semi-annual reports.

Other institutional clients generally receive monthly updates, which are discussed with clients on request. The updates report the results of quantitative and qualitative reviews based on client instructions.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Adviser does not currently actively market or sell its investment advisory capabilities and does not have any client referral programs in place.

Adviser's affiliated insurance companies may enter into arrangements whereby third parties are compensated for selling variable insurance products that offer, as investment options, mutual funds managed by Adviser. Purchasers of variable insurance products are not clients of Adviser, but these arrangements benefit Adviser in various ways, including generating advisory fee revenues from the underlying funds managed by Adviser.

See also the response to Item 11 above regarding financial benefits received by Adviser or its related persons in connection with affiliated Fund-of-Funds arrangements, and Item

12 above regarding research benefits that may be obtained by Adviser in connection with client portfolio trades.

Sun Life (U.S.) and Sun Life (N.Y.) may receive compensation from Adviser and from other affiliated and unaffiliated fund groups for performing administrative and/or distribution-related services in connection with purchases and sales of fund shares that serve as underlying investments for variable annuities and variable life insurance policies issued by Sun Life (U.S.) and Sun Life (N.Y.).

ITEM 15: CUSTODY

Adviser does not have custody of client assets for purposes of responding to this item.

ITEM 16: INVESTMENT DISCRETION

Adviser accepts discretionary authority to manage accounts on the client's behalf. Clients may, but customarily do not, place limitations of Adviser's authority. Adviser's clients are affiliated institutional clients. Consequently, Adviser's policies and procedures do not include any formal intake procedures or require clients to provide any specific documentation before accepting an account. Adviser does, however, require a formal written advisory agreement to be executed by the client granting discretionary authority to Adviser.

ITEM 17: VOTING CLIENT SECURITIES

In accordance with Rule 206(4)-6 under the Investment Advisers Act of 1940, Adviser has adopted Proxy Voting Policies and Procedures (the "Proxy Voting Policies") that are reasonably designed to ensure that proxies are voted in the best interests of its clients. In voting proxies on behalf of clients, Adviser will cast votes consistent with its fiduciary duty to maximize the economic value of its clients' investments.

Adviser takes responsibility for voting proxies for each client that has provided Adviser with express written authorization to do so. All proxies received by Adviser will be voted based upon Adviser's instructions and/or policies. To assist in analyzing proxies, Adviser subscribes to an unaffiliated third party corporate governance research service that provides in-depth analyses of shareholder meeting agendas, vote recommendations, record keeping and vote disclosure services.

As a general matter, Adviser will vote in accordance with the Proxy Voting Guidelines (the "Guidelines") incorporated into the Proxy Voting Policies. Adviser is not obligated to follow the Guidelines in every case, however, and a proxy proposal may receive further review, including a review for potential conflicts of interest, in circumstances where: a) the Guidelines call for case-by-case analysis; b) the Guidelines do not address the specific type of proxy proposal; or c) Adviser's investment personnel wish to vote differently than the relevant Guidelines. Adviser takes responsibility for identifying material proxy-related conflicts between the interests of Adviser and its clients, and for resolving such conflicts in the best interests of the client.

A client that has authorized Adviser to vote proxies may also direct Adviser to vote in a manner different from the Guidelines from time to time. Adviser shall follow such direction for proxies as to which the relevant stockholder meeting has not been held and the vote not taken.

In addition, Adviser may be unable to vote or may determine not to vote a proxy in certain situations, such as if, in Adviser's good faith determination, the costs involved in voting the proxy outweigh the benefits to the client of voting.

Further, Adviser may have proxy voting responsibility for its Fund-of-Funds clients. To the extent a Fund-of-Funds invests in Affiliated Underlying Funds, Adviser may face conflicts of interest in carrying out its responsibility to vote proxies for shareholder meetings of an Affiliated Underlying Fund. Accordingly, when voting shares of an Affiliated Underlying Fund held by a Fund-of-Funds, Adviser will vote the shares held by the Fund-of-Funds in the same proportion (for, against or abstain) as the vote of all other shareholders of the Affiliated Underlying Fund. (This procedure is commonly known as "echo-voting.")

In instances where a Fund-of-Funds is the sole shareholder of an Affiliated Underlying Fund, and both the Fund-of-Funds and the Affiliated Underlying Fund are voting on the same proposal, Adviser will echo-vote the shares of the Affiliated Underlying Fund in the same proportion as the vote of all shareholders of the Fund-of-Funds.

In instances where a Fund-of-Funds is the sole shareholder of an Affiliated Underlying Fund, and the proposal is specific to the Affiliated Underlying Fund, Adviser's Proxy Voting Committee will review the matter in accordance with Adviser's Proxy Voting Policies and may authorize a third party vendor to vote the shares in accordance with such vendor's guidelines as a means to resolve any conflicts of interest faced by Adviser.

Adviser takes responsibility for identifying and resolving all material proxy-related conflicts of interest in the best interests of the client. As noted above, Adviser will perform a review of proxy proposals where the Proxy Voting Guidelines either require case-by-case analysis, do not address the issues, or where Adviser wishes to vote differently from the Proxy Voting Guidelines. In those instances, a Proxy Reviewer designated by the Proxy Voting Committee shall review the proxy proposals to assess the extent, if any, to which there may be a material conflict between the interests of a client and any of Adviser, its affiliates, directors, officers, personnel (and other similar persons). The Proxy Reviewer will assess proxy proposals on a proposal-by-proposal basis.

If the Proxy Reviewer determines that an actual or potential conflict may exist, the Proxy Reviewer will refer the matter to the Proxy Voting Committee. The chairman of the Proxy Voting Committee will determine whether an actual or potential conflict exists and is authorized to resolve any such conflict in a manner that is in the collective best interests of Adviser's clients (excluding any client that may itself have a potential conflict regarding the matter). Without limiting the generality of the foregoing, a potential conflict may be resolved in any of the following manners:

1. Adviser may disclose the actual or potential conflict to the client or clients and obtain the client's written direction as to how to vote the proxy;
2. Adviser may engage an independent third party to determine how the proxy should be voted; or

3. Adviser may, where feasible, establish an ethical wall or other informational barriers between the person(s) that are involved in the potential conflict and the person(s) making the voting decision in order to insulate the decision maker from the actual or potential conflict.

The Proxy Voting Committee will use commercially reasonable efforts to determine whether an actual or potential conflict may exist, and an actual or potential conflict will be deemed to exist if and only if one or more members of the Proxy Voting Committee actually knew or reasonably should have known of it.

Upon request, Adviser will provide clients with a copy of the Proxy Voting Policies or with information about how Adviser voted proxies for securities held in the client's account. Please direct requests to Adviser using the contact information that appears on the cover page of this Brochure.

ITEM 18: FINANCIAL INFORMATION

Adviser does not require or solicit pre-payment of fees. As a result, Adviser is not required to provide a balance sheet in response to this item. Adviser does not have any material financial impairment, and has not been subject to any bankruptcy petitions in the past 10 years.

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