



Form ADV Part 2

July 1, 2011

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This Brochure provides information about the qualifications and business practices of Goodwin Capital Advisers, Inc. (Goodwin). If you have any questions about the contents of this Brochure, please contact us at 800-814-1897 or at MoreInfo@GoodwinCap.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Goodwin is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information to determine whether to hire or retain an Adviser.

Additional information about Goodwin is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Effective July 1, 2011, Goodwin no longer sub-advises retail mutual funds. Goodwin's retail business was limited to sub-advisory relationships and does not have a significant financial or business impact on the company.

Goodwin removed all references and information pertaining to mutual fund sub-advisory management in the following sections:

- Item 4 – Advisory Business
- Item 5 – Fees and Compensation
- Item 7 – Types of Clients
- Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss
- Item 10 – Other Financial Industry Activities and Affiliations
- Item 13 – Review of Accounts
- Item 16 – Investment Discretion
- Item 17 – Voting Client Securities

In addition, we removed the Low Duration Core Plus Fixed Income fee schedule in Item 5 – Fees and Compensation.

We will provide you with a new Brochure at any time, without charge. Our Brochure may be requested by contacting Doreen Bonner, Vice President, and Chief Compliance Officer at 800-814-1897 or MoreInfo@GoodwinCap.com.

Additional information about **Goodwin Capital Advisers, Inc.** is also available via the SEC's web site www.adviserinfo.sec.gov.

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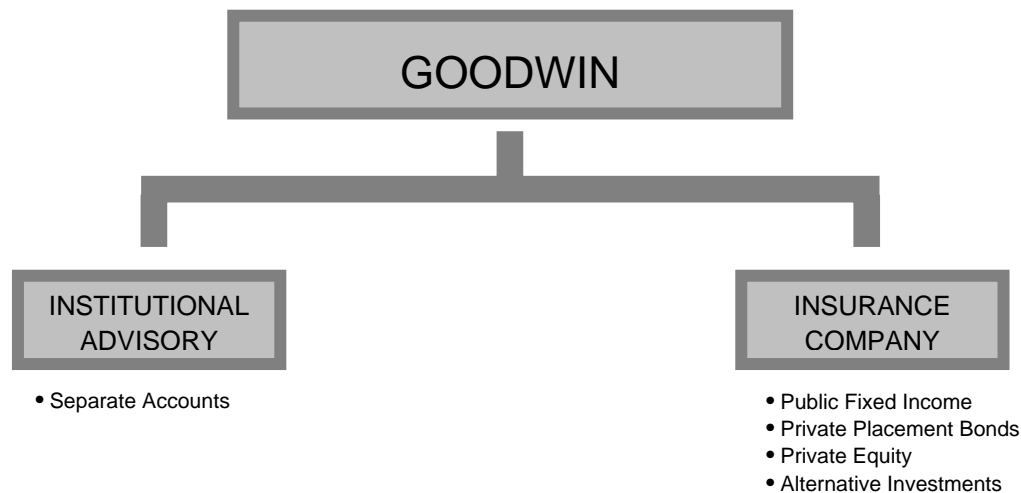
Item 4 – Advisory Business

Goodwin is a registered investment adviser with the Securities and Exchange Commission (“SEC”) under the Investment Advisers Act of 1940. Goodwin was founded on January 1, 2007 as a successor to the fixed income division of Phoenix Investment Counsel, which is now known as Virtus Investment Advisers, founded in 1969. Goodwin is a wholly owned subsidiary of The Phoenix Companies, Inc.

Goodwin specializes in managing fixed income investments on behalf of institutional and insurance company clients. Goodwin offers a range of actively managed multi-sector strategies as. As of December 31, 2010, Goodwin’s assets under management totaled \$16.7 billion, none of which is managed on a non-discretionary basis. Given the change noted previously in Item 2, we anticipate as of July 5, 2011, our assets under management will be reduced by approximately \$5 billion.

Goodwin provides investment services for diversified third party clients. Goodwin’s client base includes various corporate, public, and Taft- Hartley pension plans and insurance companies.

The chart below illustrates Goodwin’s business lines.



Institutional Accounts

Goodwin provides fixed income investment management services to institutional clients. Goodwin only manages the assets which are the subject of its management agreement and does not consider the client's other assets and other obligations. Goodwin receives authority to supervise and direct the investment of the assets on a discretionary or non-discretionary basis in accordance with the clients’ written objectives and limitations as outlined in each individual clients Investment Management Agreement. Clients may impose restrictions or limitations on investing in specific securities or specific types of securities.

Insurance Company Investment Management Services

Goodwin serves as fixed income investment adviser to Phoenix Life Insurance Company (Phoenix Life) General, Separate Accounts, Pension Accounts, and various other subsidiary insurance entities of The Phoenix Companies, Inc.

For more information on our affiliation with The Phoenix Companies, please see Item 10.

Other Related Investment Management Services

Goodwin may also provide investment advice on privately traded fixed income securities as an alternative strategy for certain clients.

Item 5 – Fees and Compensation

The client's Investment Management Agreement specifies the fees charged by Goodwin. All fees are subject to negotiation. Other charges, fees and commissions are in addition to Goodwin's management fee. Goodwin's fees do not include brokerage commissions, transaction fees, and other related costs and expenses which shall be paid by the client. Goodwin does not receive any portion of these additional fees. For minimum account sizes, please refer to Item 7.

Institutional and Insurance Company Investment Management clients may incur other charges including charges imposed by custodians.

Institutional Accounts

All investment management fees charged by Goodwin are negotiated and specified in a client's Investment Management Agreement. These fees are generally billed directly to the client on a quarterly basis. Fees are payable quarterly or monthly in arrears upon receipt of an invoice based on the fair market value of the asset as of the close of business on the last day of the billing cycle. Goodwin lacks the ability to deduct management fees from a client's account. Management fees are prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of contributions and withdrawals made in the ordinary course of business, such as fees and expenses). Accounts initiated or terminated during a calendar quarter will be charged a prorated fee.

The fees charged for separately managed accounts are subject to negotiation and are based on the fair market value of the assets depending on the size of the account and strategy selected.

The fee schedule by investment strategy is as follows:

	Core Fixed Income	Core Plus Fixed Income	Core Plus Long Fixed Income
First \$15 MM	0.30%	0.35%	0.35%
Next \$35 MM	0.25%	0.30%	0.30%
Next \$50 MM	0.20%	0.25%	0.25%
Next \$100 MM	Negotiable	Negotiable	Negotiable
Minimum account size	\$15 million	\$15 million	\$15 million

For more information on Goodwin's affiliations, please refer to Item 10.

Related Investment Management Services

The fees received by Goodwin for managing the insurance company accounts, are based on an allocation of the investment professionals time spent and services used. The allocation is calculated on a quarterly basis.

Item 6 – Performance-Based Fees and Side-By-Side Management

Currently, Goodwin does not have any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

As stated in Item 4, Goodwin Capital Advisers provides fixed income investment services for diversified third party and affiliated clients. Our client base includes various corporate, public, and Taft- Hartley pension plans and insurance companies

Regardless of client type, Goodwin has a client threshold as stated below.

Institutional Accounts

The minimum size for opening and maintaining an account is stated in Item 5.

Related Investment Management Services

The minimum size for opening and maintaining an account is \$3 million.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Goodwin's fixed income multi-sector investment approach is founded on the belief that active sector rotation, combined with disciplined risk management and strong security selection provides an effective means to achieve excess returns in the fixed income market. Goodwin seeks the best opportunities to maximize total return while avoiding interest-rate forecasting. Goodwin offers a number of multi sector strategies of varying durations and risk levels. Investing in securities involves risk of loss that clients should be prepared to bear.

Goodwin uses a value approach to the fixed income market which stresses active sector rotation, and if allowed in client guidelines, could include below investment grade debt—emerging markets, non-dollar denominated debt and foreign currencies.

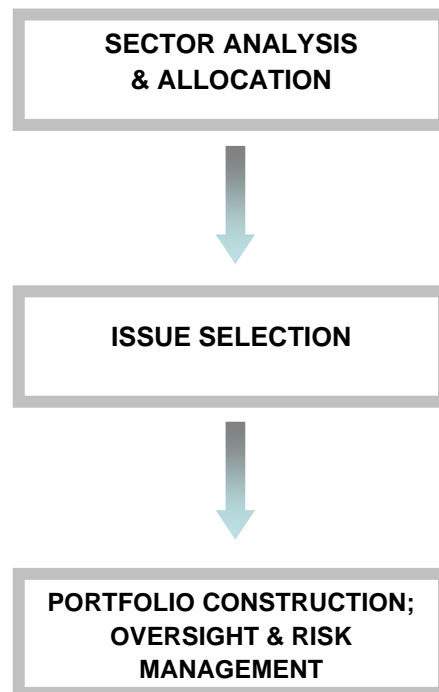
Institutional and Insurance Company Investment Management Services:

INSTITUTIONAL ADVISORY

- Top down, relative value
 - Relative value analysis evaluates:
 - Yield & spreads
 - Supply & demand
 - Investment environment
 - Sector fundamentals
-

- Bottom up, fundamental research
 - Fundamental analysis includes assessment of:
 - Credit risk
 - Company management
 - Issue structure
 - Technical market conditions
 - Focus on valuations
-

- Duration neutral strategy; +/- 5% to the benchmark
 - Sector concentration; min – 0%, Max – benchmark plus incremental 20%
 - Issue exposure; maximum 5%, average <1%
 - Manager Review
 - Systematic Review
-



Goodwin's investment process relies upon intensive fundamental analysis and disciplined risk management. There are three steps in our portfolio management approach: 1) Sector analysis and allocation; 2) Fundamental research and issue selection; and 3) Portfolio construction; portfolio oversight and risk management.

Goodwin's sector allocation process begins with the analysis of each of the sectors in its investment universe. Goodwin seeks to establish relative valuations among the sectors in order to identify where the greatest opportunities lie. Based on its assessment of relative value, Goodwin establishes target portfolio allocation percentages for each sector, emphasizing those sectors Goodwin believes are most undervalued.

Issue selection combines a focus on valuations with fundamental analysis, to identify undervalued securities. Goodwin's research team is always engaged in fundamental research. Goodwin has deep credit research resources commensurate with the scope of its investment universe. The internal credit research process is proactive and seeks both to identify the current fundamentals of a particular issuer and to predict future developments in credit rating for specific issues.

Portfolio construction is a combination of top-down sector allocation and bottom-up issue selection, both of which are based on relative valuation. Portfolios are designed to be neutral in terms of duration relative to the benchmark or peer-group, to minimize exposure to interest rates. The portfolio construction process begins with the analyst and/or the trader bringing new information to the portfolio manager, who performs the final assessment of relative valuation and, where appropriate, makes the decision regarding optimum position size and suitable portfolios for placement. Regular monitoring and review are critical to the integrity of the risk management process. Goodwin has multiple levels of monitoring and review involving every level of our research and management staff.

Risk Management

Credit Risk: The risk that the issuer of a security will fail to pay interest or principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of the security to decline. Debt securities rated below investment-grade are especially susceptible to this risk.

Sector Risk: The value of securities focused in a particular industry or market sector will be highly sensitive to financial, economic, political and other developments affecting that industry or market sector, and conditions that negatively impact that industry or market sector will have a greater impact as compared to an account that does not have its holdings similarly concentrated.

Interest Rate Risk: The value of fixed income securities usually rise and fall in response to changes in interest rates. Declining interest rates generally increase the value of existing instruments, and rising interest rates generally decrease the value of existing instruments. Changes in value usually will not affect the amount of interest income, but will affect the value of shares. Interest rate risk is generally greater for investments with longer maturities.

Certain fixed income securities pay interest at variable or floating rates. Variable rate securities reset at specified intervals, while floating rate securities reset whenever there is a change in a specified index rate. The market prices of these securities may fluctuate significantly when interest rates change.

Structured Risk: These types of securities share many of the same risks. The impairment of the value of collateral or other assets underlying a mortgage-backed or asset-backed security, such as that resulting from non-payment of loans, may result in a reduction in the value of such security and losses. Early payoffs in the loans underlying such securities may result in receiving less income than originally anticipated. Securities with longer maturities tend to fluctuate in value more widely in response to changes in interest rates than shorter-term securities.

Foreign Investing Risk: Investing in securities of non-U.S. companies involves special risks and considerations not typically associated with investing in U.S. companies, and the values of non-U.S. securities may be more volatile than those of U.S. securities. The values of non-U.S. securities are subject to economic and political developments in countries and regions, or where the securities are traded. Values may also be affected by restrictions on receiving the investment proceeds from a non-U.S. country.

- **Emerging Market Risk.** The risks of foreign investments are generally greater in countries whose markets are still developing than they are in more developed markets. Emerging market countries typically have economic and political systems that are less fully developed, and can be expected to be less stable than those of more developed countries. Investments in emerging markets may be considered speculative.

Liquidity Risk: Certain debt securities may be substantially less liquid than many other securities.

Derivatives

Goodwin periodically buys or sells forwards or futures so long as it is consistent with the client investment guidelines.

Item 9 – Disciplinary Information

Goodwin and its management personnel do not have any disciplinary information to report.

Item 10 – Other Financial Industry Activities and Affiliations

Industry Affiliations

Goodwin is a subsidiary of The Phoenix Companies, Inc. (PNX) a public company. PNX and its subsidiaries may enter into marketing or sponsorship arrangements with third parties, subadvisors and brokerage firms to promote the distribution of proprietary investment products including, but not limited to, variable products, mutual funds, managed accounts or the general enhancement of the “Phoenix” marketing image.

Phoenix Life Insurance Company (Phoenix Life) is also a subsidiary of PNX. Phoenix Life distributes insurance and/or investment products and services offered in conjunction with its business. Phoenix Life uses the interrelationships among Goodwin, its affiliated partners, PNX and other entities in support of these activities including 1851 Securities, Inc, which distributes its variable life and annuity products.

Phoenix Variable Advisors, Inc. (“PVA”), a registered investment adviser, is another wholly owned subsidiary of The Phoenix Companies, Inc.

Conflict of interest within these interrelationships could include using the same vendor for different services.

Broker-Dealers

Phoenix Life is the direct owner of 1851 Securities, Inc., a registered broker-dealer, which serves as the underwriter and distributor of certain registered investment companies. Saybrus Equity Services, Inc. which is a wholesaler for affiliated and unaffiliated variable products is also an affiliated broker-dealer of Goodwin. Goodwin does not place any trades through these broker-dealers.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions & Personal Trading

Goodwin has a code of ethics for employees, officers and directors of the firm describing its standard of business conduct and responsibility to its clients. The code of ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at

Goodwin must accept the terms of the code of ethics on an annual basis, or sooner if amended.

The Code of Ethics prohibits certain employees from purchasing the same securities as clients, with certain exceptions, on a day when a client account has a pending buy or sell until the client account has executed or withdrawn the order. In addition, Portfolio Managers are prohibited from buying or selling a security held in their personal account within seven calendar days before and after a client account trades the same security.

Goodwin's clients or prospective clients may request a copy of the firm's code of ethics by contacting The Chief Compliance Officer.

For more information on our Brokerage Practices, please refer to Item 12.

Item 12 – Brokerage Practices

In the absence of specific written instructions in a client's investment management agreement, Goodwin has discretion in selecting brokers for client transactions.

Goodwin seeks best execution at the best price available for each trade. Goodwin also takes into consideration several factors, such as:

- the brokers ability to execute the trade
- the size of the trade
- characteristics of the security
- the quality and reliability of brokerage services
- and the overall direct net economic results to the account or fund.

Goodwin may also consider the availability of the broker to stand ready to execute possibly difficult transactions in the future, and the financial strength and stability of the broker.

Goodwin currently does not participate in soft dollar arrangements.

Goodwin does not receive client referrals from any broker.

Goodwin aggregates orders, when possible in accordance with client guidelines, for the purchase or sale of the same security for all participating accounts. When an order is filled in its entirety, each participating account receives their full allocation at the agreed upon trade execution price. When an order is partially filled, each participating account receives a pro rata allocation, at the agreed upon trade execution price, subject to certain exceptions including de minimis orders. Transaction costs are shared on a pro rata basis for all participating accounts.

Rule 17a-7 of the Investment Company Act of 1940 allows an investment adviser, under certain circumstances, to engage in inter-account transactions. If one client of an investment adviser is looking to sell a security in its portfolio and another client of the same investment adviser is looking to purchase that security, this rule permits the investment adviser to do a cross trade between the two accounts. The buy/sale must be at fair market value and with no commissions. Goodwin may engage in these cross trades when advantageous to both clients and with prior approval from the Chief Compliance Officer.

Goodwin will accept direction from clients regarding which brokers to use. Currently, all Client directed brokerage is subject to most favorable execution.

Goodwin's Brokerage Committee consists of members from investment management, legal, trading, financial and compliance. The Brokerage Committee meets regularly to set, guide and review Goodwin's brokerage allocation and practices. The Brokerage Committee reviews and approves new brokers.

Goodwin may direct the purchase of securities on behalf of clients, in secondary market transactions, in public offerings directly from an underwriter or in privately negotiated transactions with an issuer. Securities purchased in public offerings may be resold shortly after acquisition in the immediate aftermarket to take advantage of price appreciation from the public offering price or for other reasons. Short-term trading of securities acquired in public offerings, or otherwise, may result in higher portfolio turnover.

If consistent with a client's investment objectives, investment restrictions, and risk tolerance, Goodwin may purchase securities sold in underwritten new issues, ("deal securities") for client accounts. Deal securities are allocated among participating accounts in a fair and equitable manner so as not to unfairly discriminate in favor of certain clients or types of accounts. When a portfolio manager receives a reduced allocation of deal securities, the portfolio manager will allocate the reduced allocation among accounts in accordance with the allocation percentages set forth in the initial allocation instructions for the deal securities, except where this would result in de minimis allocation to any client account.

Goodwin may give advice, or take action, with respect to any one client account which may differ from the advice given, or action taken, with respect to another client account. However, Goodwin, to the extent practical and over a period of time, allocates investment opportunities to each account on a fair and equitable basis relative to other similarly-situated client accounts based on client guidelines and cash availability.

As in any business, mistakes may happen despite the good intentions of employees and the controls in place. Goodwin will correct trading errors in a timely manner with no financial loss to Clients.

Item 13 – Review of Accounts

Goodwin reviews all advisory client portfolios on a continuous basis including performance and ensures compliance with client investment restrictions. In addition, the Chief Compliance Officer reviews all accounts on an annual basis. The reviews involve a comparison of the account's portfolios with the client's stated objective.

Goodwin will provide all clients written reports on a quarterly basis. Reports include market commentary, account performance, portfolio related characteristics, appraisal and transactions. Goodwin will provide reports on a more frequent basis if requested.

Item 14 – Client Referrals and Other Compensation

Goodwin does not accept client referral fees or receive any other compensation for managing assets other than what was previously stated in Item 5.

Item 15 – Custody

Goodwin does not have custody of client funds or securities. Clients should receive at least quarterly, statements from the broker dealer, bank or other qualified custodian that holds and maintains the client's investment assets. Goodwin urges clients to carefully review those statements and compare official custodial records to the account statements that Goodwin provides to clients as noted in Item 13. Goodwin's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Goodwin typically receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities bought or sold. In all cases, however, such discretion is exercised in a manner consistent with the stated investment objectives in the investment management agreement for the particular client account.

When selecting securities and determining amounts, Goodwin observes the investment policies, limitations and restrictions as outlined in the clients investment management agreement.

Item 17 – Voting Client Securities

Goodwin does not vote proxies for our clients.

Item 18 – Financial Information

Goodwin has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 – Best Practices

Goodwin has a disaster recovery and business continuation program in place to help the firm manage with emergencies. This program is designed to provide its most critical portfolio-management, operations, and computer systems with a measure of protection against potential disasters.

Our Privacy Commitment

Goodwin Capital Advisers, Inc. recognizes that protecting the privacy and security of the confidential personal information we collect about you is an important responsibility. The following information will help you understand our privacy policy and how we handle and maintain confidential personal information as we fulfill our obligations to protect your privacy. “Personal information” refers to the nonpublic financial information obtained by us in connection with providing you a financial product or service.

Information We Collect

We collect personal information to help us serve your financial needs, offer new products or services, provide customer service and fulfill legal and regulatory requirements. The type of information that we collect varies according to the products or services involved, and may include:

- Information we receive from you on applications and related forms (such as name, address, social security number, assets and income); and
- Information about your transactions and relationships with us, our affiliates, or others (such as products or services purchased, account balances and payment history).

Information Disclosed In Administering Products and Services

We do not disclose personal information about current or former customers to non-affiliated third parties except as permitted or required by law. We do not sell any personal information about you to any third party. In the normal course of business, personal information may be shared with persons or entities involved in servicing and administering products and services on our behalf, including: your broker, financial advisor or financial planner and other service providers and affiliates.

Procedures to Protect Confidentiality and Security of Your Personal Information

We have procedures in place that limit access to personal information to those employees and service providers who need to know such information in order to perform business services on our behalf. We educate our employees on the importance of protecting the privacy and security of confidential personal information. We also maintain physical, electronic and procedural safeguards that comply with federal and state regulations to guard your personal information.

We will update our policy and procedures where necessary to ensure that your privacy is maintained and that we conduct our business in a way that fulfills our commitment to you. If we make any material changes in our privacy policy, we will make that information available to customers through our Web site and/or other communications.