

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940  
Release No. 27959 / August 29, 2007

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In the Matter of :  
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 SENTINEL VARIABLE PRODUCTS TRUST, ET AL. :  
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 1 National Life Drive :  
 Montpelier, Vermont 05604 :  
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 (812-13353) :  
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ORDER UNDER SECTION 6(c) OF THE INVESTMENT COMPANY ACT OF 1940  
GRANTING EXEMPTIONS FROM THE PROVISIONS OF SECTIONS 9(a), 13(a),  
15(a) AND 15(b) OF THE ACT, AND RULES 6e-2(b)(15) and 6e-3(T)(b)(15)  
THEREUNDER

Sentinel Variable Products Trust (the “Trust”) and Sentinel Asset Management, Inc. (collectively, “Applicants”) filed an application on December 21, 2006, and filed an amended application on July 30, 2007, for an order under Section 6(c) of the Investment Company Act of 1940 (“Act”), exempting each life insurance company separate account supporting variable life insurance contracts (“VLI Accounts”) (and its insurance company depositor) that may invest in shares of the Trust or a “future trust” as defined below, from the provisions of Sections 9(a), 13(a), 15(a), and 15(b) of the 1940 Act and Rules 6e-2(b)(15) and 6e-3(T)(b)(15) thereunder to the extent necessary to permit such VLI Accounts to hold shares of the Trust or a future trust when one or more of the following other types of investors also hold shares of the Trust or a future trust: (1) a life insurance company separate account supporting variable annuity contracts, (2) a VLI Account of a life insurance company that is not an affiliated person of the insurance company depositor of any other VLI Account, (3) the general account of an insurance company depositor of a VLI Account (representing seed money investments in the Trust or future trust), (4) the Trust’s or future trust’s investment adviser (representing seed money investments in the Trust or future trust), or (5) trustees of group qualified pension and group retirement plans outside the separate account context. For purposes of the application and order, a “future trust” is any investment company (or investment portfolio or series thereof), other than the Trust, shares of which are sold to VLI Accounts and to which Applicants or their affiliates may in the future serve as investment advisers, investment sub-advisers, investment managers, administrators, principal underwriters or sponsors.

A notice of the filing of the application was issued on August 3, 2007 (Investment Company Act Release No. 27921). The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the matter would be issued unless a hearing should be ordered. No request for a hearing has been received, and the Commission has not ordered a hearing.

The matter has been considered, and it is found that the granting of the requested exemptions is appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act. Accordingly,

IT IS ORDERED, pursuant to Section 6(c) of the Act, that the requested exemptions from the provisions of Sections 9(a), 13(a), 15(a) and 15(b) of the Act, and Rules 6e-2(b)(15) and 6e-3(T)(b)(15) thereunder, for Sentinel Variable Products Trust, et al. (812-13353) be, and hereby are, granted, effective immediately.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Nancy M. Morris  
Secretary