

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940  
Release No. 28410 / September 29, 2008

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In the Matter of :  
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 PHOENIX EQUITY TRUST :  
 PHOENIX INSIGHT FUNDS TRUST :  
 PHOENIX INSTITUTIONAL MUTUAL FUNDS :  
 PHOENIX OPPORTUNITIES TRUST :  
 101 Munson Street :  
 Greenfield, MA 01301 :  
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 PHOENIX INVESTMENT COUNSEL, INC. :  
 56 Prospect Street :  
 Hartford, CT 06115-0480 :  
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 (812-13526) :  
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ORDER UNDER SECTION 6(c) OF THE INVESTMENT COMPANY ACT OF 1940  
GRANTING AN EXEMPTION FROM SECTION 15(a) OF THE ACT AND RULE  
18f-2 UNDER THE ACT

Phoenix Equity Trust, Phoenix Insight Funds Trust, Phoenix Institutional Mutual Funds, Phoenix Opportunities Trust, and Phoenix Investment Counsel, Inc., filed an application requesting an order under section 6(c) of the Investment Company Act of 1940 (the “Act”) exempting applicants from section 15(a) of the Act and rule 18f-2 under the Act. The application was filed on April 23, 2008 and an amendment to the application was filed on September 2, 2008. The order permits applicants to enter into and materially amend subadvisory agreements without shareholder approval.

On September 3, 2008, a notice of the filing of the application was issued (Investment Company Act Release No. 28375). The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, as amended, that granting the requested exemption 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, under section 6(c) of the Act, that the relief requested by Phoenix Equity Trust, Phoenix Insight Funds Trust, Phoenix Institutional Mutual Funds, Phoenix Opportunities Trust, and Phoenix Investment Counsel, Inc. (File No. 812-13526) is granted, effective immediately, subject to the conditions contained in the application, as amended.

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

Florence E. Harmon  
Acting Secretary