

SECURITIES AND EXCHANGE COMMISSION

FORM 485BPOS

Post-effective amendments [Rule 485(b)]

Filing Date: **2013-05-16**
SEC Accession No. [0001193125-13-224406](#)

(HTML Version on [secdatabase.com](#))

FILER

TRANSAMERICA SERIES TRUST

CIK:[778207](#) | IRS No.: **000000000** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **485BPOS** | Act: **33** | File No.: **333-186723** | Film No.: **13852107**

Mailing Address

*570 CARILLON PARKWAY
ST PETERSBURG FL 33716*

Business Address

*570 CARILLON PARKWAY
ST PETERSBURG FL 33716
727-299-1814*

TRANSAMERICA SERIES TRUST

CIK:[778207](#) | IRS No.: **000000000** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **485BPOS** | Act: **40** | File No.: **811-04419** | Film No.: **13852108**

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727-299-1814*

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-14
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933
Pre-Effective Amendment No.
Post-Effective Amendment No. 1

TRANSAMERICA SERIES TRUST

(Exact Name of Registrant as Specified in Charter)

570 Carillon Parkway, St. Petersburg, Florida 33716

(Address of Principal Executive Offices) (Zip Code)

Registrant' s Telephone Number, including Area Code: (727) 299-1800

Dennis P. Gallagher, Esq., 570 Carillon Parkway, St. Petersburg, Florida 33716

(Name and Address of Agent for Service)

It is proposed that this filing will become effective immediately pursuant to Rule 485(b) under the Securities Act of 1933, as amended.

No filing fee is required because an indefinite number of shares has previously been registered pursuant to Rule 24f-2 under the Investment Company Act of 1940, as amended.

This Post-Effective Amendment consists of the following:

- (1) Facing Sheet of the Registration Statement.
- (2) Part C to the Registration Statement (including signature page).

Parts A and B are incorporated herein by reference to the Registrant' s Registration Statement on Form N-14 (File No. 333-186723) filed with the Securities and Exchange Commission on March 25, 2013 (SEC Accession No. 0001193125-13-124569).

This Post-Effective Amendment is being filed solely for the purpose of filing the final counsel opinion and tax opinion as Exhibits 11 and 12, respectively, to this Registration Statement on Form N-14.

PART C
OTHER INFORMATION

Item 15. Indemnification

Provisions relating to indemnification of the Registrant's Trustees and employees are included in Registrant's Declaration of Trust and Bylaws, which are incorporated herein by reference.

Pursuant to Rule 484, insofar as indemnification for liability arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Item 16. Exhibits

List all exhibits filed as part of the Registration Statement.

- (1) Amended and Restated Declaration of Trust ⁽⁶⁾
- (2) Bylaws ⁽⁶⁾
- (3) Not applicable
- (4) Form of Agreement and Plan of Reorganization (See Exhibit A to the Proxy Statement/Prospectus)
- (5) See Exhibits 1 and 2
- (6)
 - (a) Investment Advisory Agreements
 - (i) Investment Advisory Agreement ⁽²⁾
 - (ii) Investment Advisory Agreement Schedule A dated May 1, 2010 ⁽¹⁰⁾
 - (iii) Investment Advisory Agreement Schedule A dated August 16, 2010 ⁽¹¹⁾
 - (iv) Investment Advisory Agreement Schedule A dated May 1, 2011 ⁽¹³⁾
 - (v) Investment Advisory Agreement Schedule A dated December 9, 2011 ⁽¹⁷⁾
 - (vi) Investment Advisory Agreement Schedule A dated May 1, 2012 ⁽¹⁸⁾
 - (vii) Investment Advisory Agreement Schedule A dated September 7, 2012 ⁽²³⁾
 - (b) Sub-Advisory Agreements
 - (i) Sub-Advisory Agreement on behalf of Transamerica Systematic Small/Mid Cap Value VP (formerly, Transamerica Small/Mid Cap Value VP) ⁽¹³⁾
 - (ii) Transamerica Vanguard ETF Portfolio - Growth VP (formerly, Transamerica Index 75 VP) ⁽⁶⁾
- (7) Distribution Agreement ⁽¹⁾
 - (a) Amendment to Distribution Agreement ⁽²⁰⁾
 - (b) Amended and Restated Distribution Agreement dated November 1, 2007 ⁽⁶⁾
 - (c) Amendment to Distribution Agreement dated May 1, 2008 ⁽⁷⁾
 - (d) Updated Schedule I only dated May 1, 2010 ⁽¹⁰⁾

- (e) Updated Schedule I only dated August 16, 2010 ⁽¹¹⁾
- (f) Updated Schedule I only dated May 1, 2011 ⁽¹³⁾
- (g) Updated Schedule I only dated December 9, 2011 ⁽¹⁷⁾

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- (h) Updated Schedule I only dated May 1, 2012 ⁽¹⁸⁾
 - (i) Updated Schedule I only dated September 17, 2012 ⁽²³⁾
 - (b) Updated Schedule I only dated December 9, 2011 ⁽²⁵⁾
- (8) Amended and Restated Trustees' Deferred Compensation Plan dated January 1, 2010 ⁽⁹⁾
- (9) Custodian Agreement dated January 1, 2011 ⁽¹²⁾
- (10) Plan of Distribution under Rule 12b-1
- (a) Amended and Restated Plan of Distribution Pursuant to Rule 12b-1 dated November 1, 2007 ⁽⁶⁾
 - (1) Amendment to Amended and Restated Plan of Distribution Pursuant to Rule 12b-1 dated May 1, 2008 ⁽⁷⁾
 - (2) Updated Schedule A only dated May 1, 2010 ⁽¹⁰⁾
 - (3) Updated Schedule A only dated August 16, 2010 ⁽¹¹⁾
 - (4) Updated Schedule A only dated May 1, 2011 ⁽¹³⁾
 - (5) Updated Schedule A only dated December 9, 2011 ⁽¹⁷⁾
 - (6) Updated Schedule A only dated May 1, 2012 ⁽¹⁸⁾
 - (7) Updated Schedule A only dated September 17, 2012 ⁽²³⁾
 - (b) Multiple Class Plan dated January 22, 2009 ⁽⁸⁾
- (11) Opinion of counsel as to the legality of the securities (filed herein)
- (12) Opinion of counsel as to tax matters (filed herein)
- (13) (1) Administrative Services Agreement dated July 15, 2010 ⁽¹¹⁾
- a. Updated Schedule A dated May 1, 2011 ⁽¹⁵⁾
 - b. Updated Schedule A dated December 9, 2011 ⁽¹⁷⁾
 - c. Amended Services Agreement dated (February 1, 2012) and Amended and Restated Schedule A dated May 1, 2012 ⁽¹⁸⁾
 - d. Updated Schedule A only dated September 17, 2012 ⁽²³⁾
- (2) Transfer Agency Agreement, as amended through May 1, 2008 ⁽⁸⁾
- (3) Expense Limitation Agreement ⁽³⁾
- a. Amendment to Expense Limitation Agreement dated May 1, 2008 ⁽⁷⁾
 - b. Amendment to Expense Limitation Agreement dated July 1, 2009 ⁽²¹⁾
 - c. Updated Schedule A and B only dated May 1, 2010 ⁽¹⁰⁾
 - d. Updated Schedule A and B only dated August 16, 2010 ⁽¹¹⁾
 - e. Amended and Restated Expense Limitation Agreement dated May 1, 2011 ⁽¹³⁾
 - f. Updated Schedule A and B only dated December 9, 2011 ⁽¹⁷⁾
 - g. Updated Schedule A and B only dated May 1, 2012 ⁽¹⁸⁾
 - h. Updated Schedule A and B only dated September 17, 2012 ⁽²³⁾
- (4) Participation Agreement between TST and Western Reserve Life Assurance Co. of Ohio dated February 27, 1991, as amended ⁽⁴⁾
- a. Amendment dated May 1, 2010 ⁽¹⁰⁾

- b. Amendment dated May 1, 2011 ⁽¹³⁾
- (5) Participation Agreement with Transamerica Life Insurance Company, Transamerica Financial Life Insurance Company, and Monumental Life Insurance Company dated July 1, 1992, as amended May 1, 2009 ⁽¹⁰⁾
 - a. Amendment dated May 1, 2010 ⁽¹⁰⁾
 - b. Amendment dated May 1, 2011 ⁽¹³⁾
 - c. Amendment dated May 1, 2012 ⁽¹⁸⁾
 - d. Amendment dated September 17, 2012 ⁽²³⁾
- (6) Participation Agreement with Transamerica Life Insurance Company, Transamerica Financial Life Insurance Company and BlackRock Variable Series Funds, Inc. on behalf of Transamerica BlackRock Global Allocation VP dated May 1, 2009 ⁽⁸⁾

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- (7) Participation Agreement with Transamerica Advisors Life Insurance Company dated October 20, 2008, as amended ⁽¹⁰⁾
 - a. Amendment dated May 1, 2010 ⁽¹⁰⁾
 - b. Amendment dated May 1, 2011 ⁽¹³⁾
 - c. Amendment dated May 1, 2012 ⁽¹⁸⁾
 - d. Amendment dated September 17, 2012 ⁽²³⁾
 - (8) Participation Agreement with Transamerica Advisors Life Insurance Company of New York dated September 1, 2008, as amended ⁽¹⁰⁾
 - a. Amendment dated May 1, 2010 ⁽¹⁰⁾
 - b. Amendment dated May 1, 2011 ⁽¹³⁾
 - c. Amendment dated May 2, 2012 ⁽¹⁸⁾
 - d. Amendment dated September 17, 2012 ⁽²³⁾
 - (14) Consent of Independent Registered Certified Public Accounting firm ⁽²⁵⁾
 - (15) Not applicable
 - (16) Powers of Attorney ⁽²⁴⁾
 - (17) (a) Code of Ethics - Systematic Financial Management, LP ⁽¹³⁾
 - (b) Code of Ethics - AEGON USA Investment Management, LLC ⁽¹⁸⁾
 - (c) Prospectus dated May 1, 2012, as supplemented through February 27, 2013 ⁽²⁵⁾
 - (d) Statement of Additional Information dated May 1, 2012 as supplemented through September 17, 2012 ⁽²⁴⁾
 - (e) Annual Report to Shareholders for the year ended December 31, 2011 ⁽²⁴⁾
 - (f) Semi-Annual Report to Shareholders for the period ended June 30, 2012 ⁽²⁴⁾
 - (g) Annual Report to Shareholders for the year ended December 31, 2012 ⁽²⁵⁾
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- (1) Previously filed with Post-Effective Amendment No. 36 to the Registration Statement filed on April 27, 1999 and incorporated herein by reference.
 - (2) Previously filed with Post-Effective Amendment No. 50 to the Registration Statement filed on April 30, 2002 and incorporated herein by reference.
 - (3) Previously filed with Post-Effective Amendment No. 67 to the Registration Statement filed on February 28, 2007 and incorporated herein by reference.
 - (4) Previously filed with Post-Effective Amendment No. 70 to the Registration Statement filed on July 31, 2007 and incorporated herein by reference.
 - (5) Previously filed with Post-Effective Amendment No. 71 to the Registration Statement filed on January 31, 2008 and incorporated herein by reference.
 - (6) Previously filed with Post-Effective Amendment No. 72 to the Registration Statement filed on April 29, 2008 and incorporated herein by reference.
 - (7) Previously filed with Post-Effective Amendment No. 73 to the Registration Statement filed on August 25, 2008 and incorporated herein by reference.
 - (8) Previously filed with Post-Effective Amendment No. 80 to the Registration Statement filed on April 30, 2009 and incorporated herein by reference.
 - (9) Previously filed with Transamerica Funds' Post-Effective Amendment No. 108 to the Registration Statement filed on February 26, 2010 (File No. 33-02659).
 - (10) Previously filed with Post-Effective Amendment No. 91 to the Registration Statement filed on April 28, 2010 and incorporated herein by reference.

- (11) Previously filed with Post-Effective Amendment No. 93 to the Registration Statement filed on August 13, 2010 and incorporated herein by reference.
- (12) Previously filed with Post-Effective Amendment No. 126 to the Transamerica Funds Registration Statement filed on April 29, 2011 and incorporated herein by reference.
- (13) Previously filed with Post-Effective Amendment No. 95 to the Registration Statement filed on April 29, 2011 and incorporated herein by reference.
- (14) Previously filed with Post-Effective Amendment No. 89 to the Registration Statement filed on February 28, 2008.
- (15) Previously filed with Post-Effective Amendment No. 126 to the Transamerica Funds Registration Statement filed on April 29, 2011 and incorporated herein by reference.

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- (16) Previously filed with the Registration Statement on Form N-14 filed on January 22, 2010 and incorporated herein by reference.
 - (17) Previously filed with Post-Effective Amendment No. 100 to the Registration Statement filed on December 9, 2011 and incorporated herein by reference.
 - (18) Previously filed with Post-Effective Amendment No. 106 to the Registration Statement filed on April 26, 2012 and incorporated by reference herein,
 - (19) Previously filed with Post-Effective Amendment No. 74 to the Registration Statement filed on November 10, 2008 and incorporated herein by reference.
 - (20) Previously filed with Post-Effective Amendment No. 68 to the Registration Statement filed on April 30, 2007 and incorporated herein by reference.
 - (21) Previously filed with Post-Effective Amendment No. 83 to the Registration Statement filed on August 14, 2009 and incorporated herein by reference.
 - (22) Previously filed with Post-Effective Amendment No. 102 to the Registration Statement filed on February 2, 2012 and incorporated herein by reference.
 - (23) Previously filed with Post-Effective Amendment No. 114 to the Registration Statement filed on September 7, 2012 and incorporated herein by reference.
 - (24) Previously filed with the Registration Statement on Form N-14 filed on February 15, 2013 and incorporated herein by reference.
 - (25) Previously filed with the Registration Statement on Form N-14 filed on March 25, 2013 and incorporated herein by reference.

Item 17

- (1) The undersigned Registrant agrees that prior to any public reoffering of the securities registered through the use of a prospectus which is a part of this Registration Statement by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c) of the 1933 Act, the reoffering prospectus will contain the information called for by the applicable registration form for the reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.
- (2) The undersigned Registrant agrees that every prospectus that is filed under paragraph (1) above will be filed as a part of an amendment to the Registration Statement and will not be used until the amendment is effective, and that, in determining any liability under the 1933 Act, each post-effective amendment shall be deemed to be a new registration statement for the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial bona fide offering of them.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 Transamerica Series Trust has duly caused this Post-Effective Amendment No. 1 to its Registration Statement on Form N-14 to be signed on its behalf by the undersigned, thereunder duly authorized, in the City of St. Petersburg, State of Florida, on the 16th day of May 2013.

TRANSAMERICA SERIES TRUST

By: /s/ Thomas A. Swank
Thomas A. Swank
Trustee, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, Post-Effective Amendment No. 1 to this Registration Statement on Form N-14 has been signed below by the following persons in the capacities and on the dates indicated:

| | | |
|--|--|--------------|
| <u>/s/ Thomas A. Swank</u> Thomas A. Swank | Trustee, President and Chief Executive Officer | May 16, 2013 |
| <u>/s/ Sandra N. Bane</u> Sandra N. Bane* | Trustee | May 16, 2013 |
| <u>/s/ Leo J. Hill</u> Leo J. Hill* | Trustee | May 16, 2013 |
| <u>/s/ David W. Jennings</u> David W. Jennings* | Trustee | May 16, 2013 |
| <u>/s/ Russell A. Kimball, Jr.</u> Russell A. Kimball, Jr.* | Trustee | May 16, 2013 |
| <u>/s/ Eugene M. Mannella</u> Eugene M. Mannella* | Trustee | May 16, 2013 |
| <u>/s/ Norman R. Nielsen</u> Norman R. Nielsen* | Trustee | May 16, 2013 |
| <u>/s/ Joyce G. Norden</u> Joyce G. Norden* | Trustee | May 16, 2013 |
| <u>/s/ Patricia L. Sawyer</u> Patricia L. Sawyer* | Trustee | May 16, 2013 |
| <u>/s/ John W. Waechter</u> John W. Waechter* | Trustee | May 16, 2013 |
| <u>/s/ Alan F. Warrick</u> Alan F. Warrick* | Trustee | May 16, 2013 |
| <u>/s/ Elizabeth Strouse</u> Elizabeth Strouse | Vice President, Treasurer and Principal Financial Officer | May 16, 2013 |

/s/ Dennis P. Gallagher

May 16, 2013

* By: Dennis P. Gallagher

Dennis P. Gallagher**

** Attorney-in-fact pursuant to powers of attorney previously filed.

WASHINGTON, DC 20549
SECURITIES AND EXCHANGE COMMISSION

Exhibits Filed With
Registration Statement on
Form N-14

Transamerica Series Trust

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description of Exhibit</u> |
|-----------------------|---|
| (11) | Opinion of counsel as to the Legality of the Securities |
| (12) | Opinion and Consent as to Tax Matters |

February 15, 2013

Transamerica Series Trust
570 Carillon Parkway
St. Petersburg, Florida 33716

Ladies and Gentlemen:

We have acted as counsel to Transamerica Series Trust, a Delaware statutory trust (the "Trust"), in its individual capacity, and on behalf of each of its series listed on Exhibit A hereto, (each, an "Acquiring Portfolio"), in connection with the Trust's Registration Statement on Form N-14 to be filed with the Securities and Exchange Commission on or about February 15, 2013 (the "Registration Statement"), with respect to each Acquiring Portfolio's Initial Class shares and Service Class shares (the "Shares") of beneficial interest to be issued in exchange for the assets of the corresponding series of the Trust listed on Exhibit A, as described in the Registration Statement (the "Reorganizations"). You have requested that we deliver this opinion to you in connection with the Trust's filing of the Registration Statement.

In connection with the furnishing of this opinion, we have examined the following documents:

- (a) A certificate of the Secretary of State of the State of Delaware, dated as of a recent date, as to the existence of the Trust;
- (b) A copy, certified by the Secretary of State of the State of Delaware, dated as of a recent date, of the Trust's Certificate of Trust, filed with the Secretary of State of the State of Delaware (the "Certificate of Trust");
- (c) A certificate executed by the Secretary of the Trust, certifying as to, and attaching copies of, the Trust's Amended and Restated Declaration of Trust (the "Declaration"), the Trust's By-Laws (the "By-Laws"), and the resolutions adopted by the Trustees of the Trust at a meeting held on January 24, 2013, authorizing the Reorganizations and the issuance of the Shares on behalf of each Acquiring Portfolio (the "Resolutions");
- (d) A copy, received on February 15, 2013, of the Registration Statement; and
- (e) A copy of the form of the Agreement and Plan of Reorganization to be entered into by the Trust, on behalf of each Acquiring Portfolio (the "Agreement and Plan of Reorganization").

In such examination, we have assumed the genuineness of all signatures, the conformity to the originals of all of the documents reviewed by us as copies, including conformed copies, the authenticity and completeness of all original documents reviewed by us in original or copy form and the legal competence of each individual executing any document. We have assumed that the Registration Statement as filed with the Securities and Exchange Commission will be in substantially the form of the copy referred to in paragraph (d) above, and that the Agreement and Plan of Reorganization will be duly completed, executed and delivered by the parties thereto in substantially the form of the copy referred to in paragraph (e) above. We have also assumed for the purposes of this opinion that the Declaration, the Certificate of Trust, the Resolutions and the Agreement and Plan of Reorganization will not have been amended, modified or withdrawn and will be in full force and effect on the date of issuance of the Shares.

This opinion is based entirely on our review of the documents listed above and such other documents as we have deemed necessary or appropriate for the purposes of this opinion and such investigation of law as we have deemed necessary or appropriate. We have made no other review or investigation of any kind whatsoever, and we have assumed, without independent inquiry, the accuracy of the information set forth in such documents.

This opinion is limited solely to the Delaware Statutory Trust Act to the extent that the same may apply to or govern the transactions referred to herein, and we express no opinion with respect to the laws of any other jurisdiction or to any other laws of the State of Delaware. Further, we express no opinion as to any state or federal securities laws, including the securities laws of the State of Delaware. No opinion is given herein as to the choice of law or internal substantive rules of law which any tribunal may apply to such transaction. In addition, to the extent that the Declaration or the By-Laws refer to, incorporate or require compliance with, the Investment Company Act of 1940, as amended, or any other law or regulation applicable to the Trust, except for the Delaware Statutory Trust Act, as aforesaid, we have assumed compliance by the Trust with such Act and such other laws and regulations.

We understand that all of the foregoing assumptions and limitations are acceptable to you.

Based upon and subject to the foregoing and to the further assumptions and limitations hereinafter set forth, please be advised that it is our opinion that the Shares, when issued and sold in accordance with the Declaration and the Resolutions and for the consideration described in the Agreement and Plan of Reorganization, will be validly issued, fully paid and nonassessable.

This opinion is given as of the date hereof and we assume no obligation to update this opinion to reflect any changes in law or any other facts or circumstances which may hereafter come to our attention. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Transamerica Series Trust

February 15, 2013

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Very truly yours,

/s/ BINGHAM McCUTCHEN LLP

BINGHAM McCUTCHEN LLP

| <u>Acquired Portfolio/Classes</u> | <u>Acquiring Portfolio/ Classes</u> |
|--|--|
| Transamerica Third Avenue Value VP <i>Initial Class</i> <i>Service Class</i> | Transamerica Systematic Small/Mid Cap Value VP <i>Initial Class</i> <i>Service Class</i> |
| Transamerica Efficient Markets VP <i>Initial Class</i> <i>Service Class</i> | Transamerica Index 75 VP <i>Initial Class</i> <i>Service Class</i> |

April 30, 2013

Transamerica Series Trust
570 Carillon Parkway
St. Petersburg, FL 33716

Ladies and Gentlemen:

This opinion is furnished to you pursuant to paragraph 8.4 of the Agreement and Plan of Reorganization (the "Agreement"), dated as of April 30, 2013, by and among Transamerica Series Trust, a Delaware statutory trust (the "Trust"), on behalf of each of its series listed on Exhibit A to the Agreement under the heading "Acquiring Portfolio/Classes" (the "Acquiring Portfolios"), and the Trust on behalf of each of its series listed on Exhibit A to the Agreement under the heading "Acquired Portfolio/Classes" (the "Acquired Portfolios"). All capitalized terms not otherwise defined herein have the meanings ascribed to them in the Agreement. The Agreement contemplates the acquisition of all of the Assets of each Acquired Portfolio by the corresponding Acquiring Portfolio in exchange solely for (a) the assumption by the Trust, on behalf of the applicable Acquiring Portfolio, of the Liabilities of the corresponding Acquired Portfolio and (b) the issuance and delivery by the Trust, on behalf of the applicable Acquiring Portfolio, to the corresponding Acquired Portfolio, for distribution, in accordance with paragraph 1.3 of the Agreement, pro rata to the applicable Acquired Portfolio Shareholders in exchange for the applicable Acquired Portfolio Shares and in complete liquidation of that Acquired Portfolio, of the number of full and fractional shares of each class of Acquiring Portfolio Shares of such Acquiring Portfolio corresponding to each class of Acquired Portfolio Shares of the corresponding Acquired Portfolio determined by dividing the value of the Trust's net assets with respect to each class of Acquired Portfolio Shares of the corresponding Acquired Portfolio by the net asset value of one share of the corresponding class of Acquiring Portfolio Shares of such Acquiring Portfolio (each such acquisition, assumption, issuance and delivery, and distribution relating to a particular Acquired Portfolio and Acquiring Portfolio is referred to herein as a "Transaction").

In connection with this opinion we have examined and relied upon the originals or copies, certified or otherwise identified to us to our satisfaction, of the Agreement, the Combined Information Statement of Trust on behalf of the Acquired Portfolios and Prospectus of Trust on behalf of the Acquiring Portfolios, dated March 25, 2013, and related documents (collectively, the "Transaction Documents"). In that examination, we have assumed the genuineness of all signatures, the capacity and authority of each party executing a document to so execute the document, the authenticity and completeness of all documents purporting to be originals (whether reviewed by us in original or copy form) and the conformity to the originals of all documents purporting to be copies (including electronic copies). We have also assumed that each agreement and other instrument reviewed by us is valid and binding on the party or parties thereto and is enforceable in accordance with its terms, and that there are no contracts, agreements, arrangements, or understandings, either written or oral, that are inconsistent with or that would materially alter the terms of the Agreement or the other Transaction Documents.

As to certain factual matters, we have relied with your consent upon, and our opinion is limited by, the representations of the various parties set forth in the Transaction Documents and in certificates of the Trust, on behalf of the Acquired Portfolio and the Acquiring Portfolio, each dated as of the date hereof (the "Certificates"). Our opinion assumes (i) that all representations set forth in the Transaction Documents and in the Certificates will be true and correct in all material respects as of the date of each of the Transactions (and that any such representations made "to the best knowledge of", "to the knowledge of", or "in the belief of", or otherwise similarly qualified, are true and correct in all material respects without any such qualification), and (ii) that the Agreement is implemented in accordance with its terms and consistent with the representations set forth in the Transaction Documents and Certificates. Our opinion is limited solely to the provisions of the Internal Revenue Code of 1986, as amended and as presently in effect (the "Code"), existing case law, existing permanent and temporary treasury regulations promulgated under the Code ("Treasury Regulations"), and existing published revenue rulings and procedures of the Internal Revenue Service that are in effect as of the date hereof, all of which are subject to change and new interpretation, both prospectively and retroactively. We assume no obligation to update our opinion to reflect other facts or any changes in law or in the interpretation thereof that may hereafter occur.

On the basis of and subject to the foregoing, with respect to each Transaction, we are of the opinion that, for United States federal income tax purposes:

1. The transfer to the applicable Acquiring Portfolio of all of the Assets of the corresponding Acquired Portfolio in exchange solely for Acquiring Portfolio Shares and the assumption by the Trust, on behalf of such Acquiring Portfolio, of all of the Liabilities of such Acquired Portfolio, followed by the distribution of such Acquiring Portfolio Shares to the Acquired Portfolio Shareholders of the applicable Acquired Portfolio in complete liquidation of such Acquired Portfolio, will constitute a "reorganization" within the meaning of Section 368(a) of the Code, and the applicable Acquired Portfolio and the corresponding Acquiring Portfolio will each be a "party to a reorganization" within the meaning of Section 368(b) of the Code.
2. No gain or loss will be recognized by such Acquiring Portfolio upon receipt of the Assets of the corresponding Acquired Portfolio solely in exchange for the applicable Acquiring Portfolio Shares and the assumption by the Trust, on behalf of the Acquiring Portfolio, of the Liabilities of the applicable Acquired Portfolio.
3. The basis in the hands of such Acquiring Portfolio of the Assets of the corresponding Acquired Portfolio transferred in the Transaction will be the same as the basis of such Assets in the hands of the Acquired

Portfolio immediately prior to the transfer thereof, increased by the amount of gain (or decreased by the amount of loss), if any, recognized by the Acquired Portfolio upon the transfer.

4. The holding period of each Asset in the hands of such Acquiring Portfolio, other than Assets with respect to which gain or loss is required to be recognized in the Transaction, will include the period during which the Asset was held by the corresponding Acquired Portfolio (except where investment activities of the Acquiring Portfolio have the effect of reducing or eliminating the holding period with respect to an Asset).
5. No gain or loss will be recognized by such Acquired Portfolio upon the transfer of its Assets to the corresponding Acquiring Portfolio solely in exchange for the applicable Acquiring Portfolio Shares and the assumption by the Trust, on behalf of the Acquiring Portfolio, of the Liabilities of the Acquired Portfolio, or upon the distribution of the Acquiring Portfolio Shares by the Acquired Portfolio to its shareholders in complete liquidation, except for (A) any gain or loss that may be recognized with respect to contracts subject to Section 1256 of the Code, (B) any gain that may be recognized on the transfer of stock in a "passive foreign investment company" as defined in Section 1297(a) of the Code and (C) any other gain or loss that may be required to be recognized (i) as a result of the closing of the Acquired Portfolio's taxable year or (ii) upon the transfer of an Asset regardless of whether such transfer would otherwise be a non-taxable transaction under the Code.
6. No gain or loss will be recognized by the Acquired Portfolio Shareholders of such Acquired Portfolio upon the exchange of their Acquired Portfolio Shares solely for the Acquiring Portfolio Shares of the corresponding Acquiring Portfolio as part of the Transaction.
7. The aggregate basis of the Acquiring Portfolio Shares that each Acquired Portfolio Shareholder of the applicable Acquired Portfolio receives in connection with the Transaction will be the same as the aggregate basis of its Acquired Portfolio Shares exchanged therefor.
8. Each Acquired Portfolio Shareholder's holding period for its Acquiring Portfolio Shares received in the Transaction will include the period for which it held the Acquired Portfolio Shares exchanged therefor, provided that the Acquired Portfolio Shareholder held such Acquired Portfolio Shares as capital assets on the date of the exchange.

Transamerica Series Trust

April 30, 2013

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This opinion is being delivered solely to you for your use in connection with the referenced Transactions, and may not be relied upon by any other person or used for any other purpose.

Very truly yours,

/s/ BINGHAM McCUTCHEN LLP

BINGHAM McCUTCHEN LLP